

**BAGRRYS INDIA PRIVATE LIMITED****CIN: U15497HP1986PTC006447****Regd. Office: Plot No. 28 and 41, HIMUDA Industrial Area,  
Bhatoli Kalan, Baddi, Solan, Himachal Pradesh-173205****Telephone: 011- 46000520 | Email: sushilchetani@bagrrys.com | Website: www.bagrrys.com****NOTICE OF 36TH ANNUAL GENERAL MEETING**

Notice is hereby given that the 36<sup>th</sup> (Thirty Six) Annual General Meeting of the Members of **Bagrrys India Private Limited** will be held on **Friday, the 29<sup>th</sup> day of September, 2023 at 10:00 A.M.** through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”), to transact the following businesses:

**ORDINARY BUSINESS**

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2023 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**

**SPECIAL BUSINESS**

2. **APPOINTMENT OF MR. ADITYA BAGRI (DIN: 01240476) AS DIRECTOR OF THE COMPANY.**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT**, Mr. Aditya Bagri (DIN: 01240476), who was appointed as an Additional Director with effect from 10<sup>th</sup> February, 2023 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT**, the Board of Directors of the Company be and are hereby to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

3. **APPOINTMENT OF MR. JAYANT VIJAY KAPRE (DIN: 07214146) AS DIRECTOR OF THE COMPANY.**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT**, Mr. Jayant Vijay Kapre (DIN: 07214146), who was appointed as an Additional Director with effect from 10<sup>th</sup> February, 2023 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** after appointment, he will continue to hold his office as the Managing Director of the Company.

**RESOLVED FURTHER THAT**, the Board of Directors of the Company be and are hereby to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

By Order of the Board of Directors  
**For Bagrrys India Private Limited**

**Sd/-****Ankit Bansal****Company Secretary****Membership No: A43226****Place: New Delhi****Date: 29<sup>th</sup> August, 2023**

**NOTES:**

1. The Ministry of Corporate Affairs (“**MCA**”) has vide its circular dated December 28, 2022, May 05, 2022 read together with circulars dated May 5, 2020, December 08, 2021, 14<sup>th</sup> December, 2021 and January 13, 2021, (collectively referred to as “**MCA Circulars**”) permitted convening the Annual General Meeting (“**AGM**”/“**Meeting**”) through Video Conferencing (“**VC**”) or Other Audio Visual Means (“**OAVM**”), without the physical presence of the Members at a common venue. In accordance with the MCA circulars and provisions of the Companies Act, 2013 (“**the Act**”), the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Generally, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and such proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
3. Corporate Members / other than individuals and Corporate Members (HUF, Societies etc.) entitled to appoint Authorised Representatives are requested to send to the Company a certified true copy of the relevant Board Resolution / Authority Letter together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution / Authority Letter, as the case may be, to attend the AGM through VC/OAVM and participate thereat and cast their votes.
4. Since the AGM will be held through VC/OAVM, the route map of the venue of the meeting is not annexed herewith. Notice of the AGM is available on the website of the Company at [www.bagrrys.com](http://www.bagrrys.com)
5. In compliance with the MCA circulars, Notice of the AGM along with the Annual Report 2022-2023 is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories.
6. For receiving all communication (including Annual report) from the Company electronically:
  - a) Members holding shares in physical mode and who have not registered/updated their email address with the Company are requested to register/update the same by writing to the Company/ Registrar and Transfer Agent, Skyline Financial Services Private Limited with details of folio number and attaching a self-attested copy of PAN card.
  - b) Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participant.
  - c) Members may note that they have an option to dematerialize their securities, held by them in physical form and for such purpose, the ISIN for Equity Shares of the Company is INE229F01024.
  - d) Members are requested to note that all correspondence relating to transfer / transmission of shares should be addressed to its Registrar and Transfer Agent, Skyline Financial Services Private Limited, D-153A, 1<sup>st</sup> Floor, Okhla Industrial Area. Phase-1, New Delhi – 110020 at [info@skylinerta.com](mailto:info@skylinerta.com).
7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.
8. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to the Company Secretary at [cs@bagrrys.com](mailto:cs@bagrrys.com)
9. Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
10. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (‘the Act’), relating to the Special Business to be transacted at the Annual General Meeting (‘AGM’ or ‘Meeting’) is attached with this Notice of AGM.

**PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM:**

11. The Company shall provide Video Conferencing Facility (**VC**) via Zoom Video Communications ("**Zoom**") in order to make it convenient for the Members to attend the Meeting. Members are required to use the following link or details to join the meeting through VC facility of Zoom:

<b>Zoom Meeting Link</b>	<a href="https://zoom.us/j/6442285089?pwd=RDMra242MDhZSWkzUVdJNFVQZGVqdz09">https://zoom.us/j/6442285089?pwd=RDMra242MDhZSWkzUVdJNFVQZGVqdz09</a>
<b>Meeting ID</b>	644 228 5089
<b>Password</b>	BIPL@22-23

12. The Members will be allowed to attend the AGM through VC via Zoom on first come, first served basis.
13. The members can attend the meeting through VC from their laptop/mobile. Members are requested to follow the steps mentioned herein below:

**Step-1:** Download the Zoom Meeting Application in your mobile or laptop. You may use this link to download the application [<https://zoom.us/>]

**Step-2:** Click on "Sign up".

**Step-3:** For Verification, please enter your "Date of Birth".

**Step-4:** Please enter "Your email", "First Name", "Last Name" and click on "I agree to the Terms of Service".

**Step-5:** Now go to your registered email provided, check inbox for the registration email and click on the "Activate Account".

**Step-6:** Go to your Zoom Application, click on the "Join" and enter the Meeting ID and password and now click on the "Join Meeting" Tab and ensure that you have proper internet facility through Mobile phone or Wi-Fi connected to your device.

**Other Instructions:**

- a) Please note that, if you have already downloaded/using Zoom Application, then you need not to do the aforesaid activities and you have to just enter the Zoom Meeting Id and Password, as provided above.
- b) You can sign in/join the meeting before 15 minutes on the meeting day for timely participation in the AGM through video conference. Further, any member may join the meeting within 15 minutes from the commencement of the meeting.
- c) Please listen and participate in the discussion carefully.
- d) ***Please Propose and Second any of the resolution by raising your hands/Show of hands and by saying "I propose the resolution" or "I second the resolution" whenever it is asked by Company Secretary/Chairman.***
- e) Please click on the "Mute" tab, when there is any disturbance or noise around you or not talking.
- f) *Please ensure that no other person is sitting with you/participating in the aforesaid meeting through Video Conference.*
- g) Please click on "Unmute" tab when you want to say something.
- h) In case of any assistance before or during the meeting as aforesaid, you can contact the Company Secretary, Mr. Ankit Bansal, at [cs@bagrrys.com](mailto:cs@bagrrys.com)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT 2013.****ITEM NO.2****APPOINTMENT OF MR. ADITYA BAGRI (DIN: 01240476) AS THE DIRECTOR OF THE COMPANY.**

Mr. Aditya Bagri (DIN: 01240476) was appointed as Additional Director with effect from 10<sup>th</sup> February, 2023, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting of the Company. Mr. Aditya Bagri (DIN: 01240476) is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and the Company has received a notice in writing pursuant to the provisions of the Companies Act, 2013 proposing his consent for appointment as a Director of the Company. The Board is of the view that the appointment of Mr. Aditya Bagri on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No 2 for approval by the members of the Company.

None of the Directors, Key Managerial Personnel, Manager or their relatives except Mr. Aditya Bagri, is concerned or interested in the proposed resolution. The board recommends the said resolution to be passed as an ORDINARY RESOLUTION.

**ITEM NO.3****APPOINTMENT OF MR. JAYANT VIJAY KAPRE (DIN: 07214146) AS DIRECTOR OF THE COMPANY.**

Mr. Jayant Vijay Kapre (DIN: 07214146) was first inducted to the Board at the Board Meeting held on 10<sup>th</sup> February, 2023 and in the same meeting he was appointed as the Additional Director. In terms of Section 161(1) of the Companies Act, 2013. Mr. Jayant Vijay Kapre can hold office only up to the date of the ensuing Annual General Meeting. Mr. Jayant Vijay Kapre (DIN: 07214146) is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and the Company has received a notice in writing pursuant to the provisions of the Companies Act, 2013 proposing his consent for appointment as a Director of the Company. Further, in the same meeting i.e. meeting held on 10<sup>th</sup> February, 2023, the Board appointed Mr. Jayant Vijay Kapre as the Managing Director & CEO of the Company, with immediate effect, for a period of five years. The terms and conditions of appointment was laid down in the letter of appointment to be issued by the Company to Mr. Jayant Vijay Kapre. The Board is of the opinion that the appointment and presence of Mr. Jayant Vijay Kapre on the Board as the Managing will be desirable, beneficial and in the best interest of the Company. The Board recommends the resolution set out in item no. 3 of the accompanying Notice for approval of the Members.

None of the Directors, Key Managerial Personnel, Manager or their relatives except Mr. Jayant Vijay Kapre, is concerned or interested in the proposed resolution. The board recommends the said resolution to be passed as an ordinary resolution.

By Order of the Board of Directors  
**For Bagrrys India Private Limited**

Place: New Delhi  
Date: 29<sup>th</sup> August, 2023

Sd/-  
**Ankit Bansal**  
Company Secretary  
Membership No: A43226

**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING**

S . No.	Particulars	Remarks	Remarks
	<b>Name of Director</b>	<b>Mr. Aditya Bagri</b>	<b>Mr. Jayant Vijay Kapre</b>
1.	DIN	01240476	07214146
2.	Age	34 years	50 years
3.	Qualification	M.SC (Management) from London School of Economics.	MBA from Indian Institute of Management (IIM) Ahmedabad.
4.	Experience	He has over 12 years of rich experience in the Corporate world.	He has over 27 years of rich experience in the FMCG sector, primarily in the food space.
5.	Terms and Conditions of appointment or reappointment	As per the Resolution at Item No. 2 of this Notice, read with the explanatory statement thereto.	As per the Resolution at Item No. 3 of this Notice, read with the explanatory statement thereto.
6.	Remuneration proposed to be paid	As per existing approved terms of appointment and as decide by the Board time to time.	As per existing approved terms of appointment and as decide by the Board time to time.
7.	Remuneration last drawn	-	-
8.	Date of first appointment on the Board	10th February, 2023	10th February, 2023
9.	Shareholding in the Company (as on 31.03.2023)	22,772	Nil
10.	Relationship with other Directors, Managers and KMP	Not related to other Directors, Managers and KMP	Not related to other Directors, Managers and KMP
11.	Number of meetings of the Board attended during the financial year	Four Meeting Including the meeting in which the appointment was made.	Four Meeting Including the meeting in which the appointment was made.
12.	Other Directorship, Membership / Chairmanship of the Committees of other Boards	Directorship: 1. Oasis Apartments Private Limited 2. Caravan Investment and Trading Company Private Limited 3. Bagrrys Holding Limited 4. Rajdhani Roller Flour Mills Private Limited 5. Oasis Properties Private Ltd	Nil