

NOTICE

NOTICE is hereby given that the 27th Annual General Meeting of the Members of Baramati Agro Limited will be held on Monday, 02nd November, 2015 at 11.30 A. M. at Appasaheb Pawar Sabhagruh, Shardanagar (Malegaon), Nira Road, Tal. Baramati, Dist - Pune - 413 102. to transact the following businesses:

ORDINARY BUSINESS:

- 1 To receive, consider and adopt the audited Standalone and Consolidated Financial Statements of the Company for the year ended on March 31, 2015 and the Report of Board of Directors' and Auditors' thereon.
- 2 To appoint Director in place of Mr. Abhaysinh D. Dhadvapatil (DIN: 00584722), who retires by rotation and being eligible, offers himself for re-appointment.
- 3 To appoint Director in place of Mr. Cheluvarayaswamy Gopalswamy (DIN: 00742732), who retires by rotation and being eligible, offers himself for re-appointment.
- 4 To appoint the Joint statutory auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. G. S. Thorat & Co., Chartered Accountants (Registration No.110972W), Pune, be and are hereby appointed as one of the Joint Statutory Auditors of the Company in place of M/s. G. S. Thorat & Shah, Chartered Accountants (Firm Registration No.134506W), Pune, who have expressed their inability to continue as the statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such terms and conditions and remuneration as may be fixed by the Board of Directors of the Company on the recommendation of Audit Committee for the financial year 2015-16.
- 5 To appoint the Joint statutory auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Chaturvedi & Shah, Chartered Accountants, (Firm Registration No. 101720W), Mumbai be and are hereby appointed as one of the Joint Statutory Auditors of the Company, to hold the office for a

term of two years from the conclusion of this Annual General Meeting, subject to ratification of the appointment/ re-appointment by the Members at the next Annual General Meeting to be held during their tenure on such terms and conditions and remuneration as may be fixed by the Board of Directors of the Company on the recommendation of Audit Committee.

SPECIAL BUSINESS:

- 6 To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2016 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Harshad S. Deshpande & Associates Cost Accountants, (Firm Registration No. 00378) appointed as Cost Auditors by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016, be paid the remuneration amounting to ₹ 1,50,000/- (Rupees One Lac Fifty Thousand only) exclusive of service tax and out of pocket expenses, if any.
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."
- 7 To re-appoint and confirm the remuneration payable to Mr. Rajendra D. Pawar as Chairman & Managing Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 & 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or reenactment(s) thereof for the time being in force), and Article No. 89, 90 & 91 of Articles of Association of the Company and subject to such approvals/consents, if any, consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Rajendra D. Pawar (DIN: 00226848) as Chairman and Managing Director of the Company for a period of three (3) years with effect from February 18, 2015 on the terms and conditions including remuneration and perquisites

as set out below with a liberty to the Board of Directors and/or Nomination and Remuneration Committee (NRC) to alter/vary the terms and conditions including remuneration in such manner as may be agreed to between the Board of Directors and Mr. Rajendra D. Pawar, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

The main terms and conditions of appointment of Mr. Rajendra D. Pawar are detailed below:

1. Period of appointment:
For a period of three (3) years with effect from February 18, 2015.
2. Remuneration:
In terms of Schedule V of the Companies Act, 2013 read together with Section 196, 197, 198 and 203 of the Companies Act, 2013 and such other approvals as may be required; the Managing Director shall be paid the following remuneration:
 - A. Salary: ₹ 10,00,000/- (Rupees Ten Lac only) per month with annual increment as may be decided by the Board and subject to the required approvals, if any based on the merit and taking into account the Company's performance for the year.
 - B. Perquisites: In addition to the above, the Managing Director shall be entitled to the following perquisites subject to a limit of 125 percent of his Annual Salary with an option to the Managing Director to receive the perquisites in any lawful combination as mutually agreed between him and the Board.
 - i) Gratuity: In accordance with the Rules and Regulations in the Company from time to time but shall not exceed half month's salary for each completed year of service.
 - ii) Contribution to Provident Fund and Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
 - iii) Reimbursement of actual Medical Expenses incurred in India and/or abroad and including hospitalization and surgical charges for himself and Immediate Family and in case any medical treatment abroad the travelling boarding and lodging expenses for patient and attendant is also payable.
 - iv) Leave Travel Assistance for self and his family once in a year not exceeding one month's salary.
 - v) Personal accident insurance, group health insurance, group saving linked insurance and life insurance coverage for self/family as may be fixed by the Board from time to time.

- vi) Earned Leave on full pay and allowance as per the rules of the Company, but not exceeding one month's leave for every eleven months of service. Encashment of leave during and at the end of the tenure as per the rules of the Company and the same will not be included in the computation of the ceiling on perquisites.
- vii) The Company shall provide telephones and other communication facility (for official purpose)

"Immediate Family" means the spouse, the dependent children and dependent parents of Managing Director.

- C. Incentive: He shall be entitled to such incentives as may be decided by the Board of Directors each year based on the sales turnover and net profit of the of the Company. The amount of incentives shall be subject to the overall ceiling of 0.25% of the Sales Turnover or 5% of total profit after tax for the year, whichever is lower and shall also be restricted to twice the yearly salary of the Managing Director with effect from February 18, 2015.
- D. The Board may pay remuneration to Mr. Rajendra Pawar upto double the amount of remuneration specified in appropriate slab of Schedule V of the Companies Act, 2013 or the amount specified above, whichever is higher subject to the compliance of the conditions of Schedule V and Rule 7 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents as may be required to give effect to the aforesaid resolution."

- 8 To re-appoint and confirm the remuneration payable to Mr. Rohit R. Pawar as Whole-Time Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a SpecialResolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or reenactment(s) thereof for the time being in force), and Article No. 89 & 90 of Articles of Association of the Company and subject to such approvals/consents, if any, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Rohit R. Pawar (DIN: 00590679), as Whole-Time Director of the Company for a period of three (3) years with effect from February 18, 2015 on the terms and conditions including remuneration and perquisites as set out

below with a liberty to the Board of Directors and/ or Nomination and Remuneration Committee (NRC) to alter/vary the terms and conditions including remuneration in such manner as may be agreed to between the Board of Directors and Mr. Rohit R. Pawar subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof,

The main terms and conditions of appointment of Mr. Rohit R. Pawar is detailed below:

1. Period of appointment:
For a period of three (3) years with effect from February 18, 2015.
2. Remuneration:
In terms of Schedule V of the Companies Act, 2013 read together with Section 196, 197 and 198 of the Companies Act, 2013 and such other approvals as may be required; the Whole-Time Director shall be paid the following remuneration:
 - A.. Salary: ₹ 10,00,000/- (Rupees Ten Lac only) per month with annual increment as may be decided by the Board and subject to the required approvals, if any based on the merit and taking into account the Company's performance for the year.
 - B. Perquisites: In addition to the above, the Whole-Time Director shall be entitled to the following perquisites subject to a limit of 125 per cent of his Annual Salary with an option to the Whole-Time Director to receive the perquisites in any lawful combination as mutually agreed between him and the Board.
 - i) Gratuity: In accordance with the Rules and Regulations in the Company from time to time but shall not exceed half month's salary for each completed year of service.
 - ii) Contribution to Provident Fund and Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
 - iii) Reimbursement of actual Medical Expenses incurred in India and/or abroad and including hospitalization and surgical charges for himself and Immediate Family and in case any medical treatment abroad the travelling boarding and lodging expenses for patient and attendant is also payable.
 - iv) Leave Travel Assistance for self and his family once in a year not exceeding one month's salary.
 - v) Personal accident insurance, group health insurance, group saving linked insurance and life insurance coverage for self/family as may be fixed by the Board from time to time.

vi) Earned Leave on full pay and allowance as per the rules of the Company, but not exceeding one month's leave for every eleven months of service. Encashment of leave during and at the end of the tenure as per the rules of the Company and the same will not be included in the computation of the ceiling on perquisites.

vii) The Company shall provide telephones and other communication facility (for official purpose)

"Immediate Family" means the spouse, the dependent children and dependent parents of Whole-Time Director.

- C. Incentive: He shall be entitled to such incentives as may be decided by the Board of Directors each year based on the sales turnover and net profit of the of the Company. The amount of incentives shall be subject to the overall ceiling of 0.25% of the Sales Turnover or 5% of total profit after tax for the year, whichever is lower and shall also be restricted to twice the yearly salary of the Whole-Time Director with effect from February 18, 2015.
- D. The Board may pay remuneration to Mr. Rohit Pawar upto double the amount of remuneration specified in appropriate slab of Schedule V of the Companies Act, 2013 or the amount specified above, whichever is higher subject to the compliance of the conditions of Schedule V and Rule 7 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents as may be required to give effect to the aforesaid resolution."

For and on behalf of the Board of Directors

Place : Pune
Date : 07/10/2015
Rajendra Pawar
Chairman & Managing Director
(DIN : 00226848)

Notes:

1. A statement pursuant to Section 102 of the Companies Act, 2013 relating to Ordinary and Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights. Members holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy, who shall not act as a proxy for another member.
A proxy form is annexed to this Report.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. Details of Directors seeking appointment/ re-appointment at the Annual General Meeting of the Company to be held on October 30, 2015 is annexed hereto.
5. Members are further requested to:
 - a. Bring their attendance slip along with their copy of Annual Report to the Meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 - b. The members intending to seek any information on Annual Accounts at the meeting are requested to kindly inform the Company atleast 7 days before the date of meeting.
 - c. Intimate changes, if any, in their registered addresses to the Company.
 - d. Quote Ledger Folio Number in all correspondences.
 - e. Write to the Company in case members are holding shares in identical order of name in more than one folio, enclosing their share certificates to enable the Company to consolidate their holding in one folio.
6. As a part of "Green Initiative in the Corporate Governance" the notice of AGM, Attendance Slip, Proxy Form, E- Mail Registration Form, along with Annual Report is being sent in electronic mode to the members whose e-mail addresses are registered with the Company.

Members who have not registered their e-mail address with the Company can now register the same by submitting form for registration of e-mail address in the attached format.

7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except on holidays, during business hours up to and including the date of the Annual General Meeting of the Company.
8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.
9. Information and other instructions relating to e-Voting are as follows:
 - A. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the AGM by electronic means and the business may be transacted through e-Voting Services. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
 - B. The facility for casting the vote through Ballot Paper will be made available at the meeting and the members attending the meeting who have not cast their vote by means of remote e-Voting shall be able to cast their vote through Ballot paper at the meeting.
 - C. The members who have cast their vote by remote e-Voting may also attend the meeting but shall not be entitled to cast their vote again. In case any member casts his/her vote through Ballot to be conducted at the meeting in addition to remote e-Voting, his voting through remote e-Voting shall be considered as Final and vote cast through Ballot shall be considered as invalid.
 - D. The Company has engaged the services of National Securities Depository Limited ("NSDL") as the Agency to provide e-voting facility.
 - E. Voting rights shall be reckoned on the number of shares registered in the name of the member as on the cut-off date i.e. 07th October, 2015.
 - F. A person, whose name is recorded in the Register of Members as on the cut-off date only shall be entitled to avail the facility of remote e-Voting / Ballot.
 - G. The remote e-voting period commences from 09:00 A. M. (IST) on 30th October, 2015 and ends on 01st November, 2015 at 05:00 P. M. (IST). During

this period, members of the Company, holding shares as on the cut-off date may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

H. The process and manner for remote e-voting are as under:

a. In case a member receives an e-mail from NSDL:

- (i) Open email and click on the PDF file viz; "remote e-voting.pdf" with your Folio No. as password. The said PDF file contains your User ID and Password for remote e-voting. Please note that the password is an initial password and needs to be changed while doing first time login for security purpose.
- (ii) Launch internet browser by typing the following URL:
[https:// www.evoting.nsdl.com/](https://www.evoting.nsdl.com/)
- (iii) Click on Shareholder - Login
- (iv) Enter User ID and Password as initial password noted in step (i) above. Click Login.
- (v) When Password change menu will appear, please change the password with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) After opening of Home page of remote e-voting, click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" (E-Voting Event Number) of "Baramati Agro Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory

(ies) who are authorized to vote, to the Scrutinizer through e-mail to hreshikesh.wagh@kanjcs.com with a copy marked to evoting@nsdl.co.in

b. In case a Member receives physical copy of the Notice of AGM:

- (i) Initial password is provided as below at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number)	User ID	Password
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- (ii) Please follow all steps from Sl. No. (ii) to Sl.No. (xii) above, to cast vote.

I. In case of any queries, members may refer the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

J. If the members are already registered with NSDL for remote e-voting then they can use their existing User ID and Password for casting your vote.

K. Members can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

L. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as of the cut-off date may obtain the User ID and Password by sending a request at evoting@nsdl.co.in or cs@baramatiagro.com However, if such person is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and Password for casting his/her vote. If any member forgets his Password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

M. The Board of Directors has appointed C. S. Hreshikesh Wagh (FCS 7993, C.P No. 9023) Partner, M/s. Kanjmag & Co., Company Secretaries, Pune as the Scrutinizer to scrutinize the remote e-Voting process and Ballot process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same purpose.

N. At the AGM, at the end of discussion on the resolutions on which voting is to be held,

voting by use of "Ballot Paper" will be allowed for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

- O. The Scrutinizer, after scrutinizing the votes cast through remote e-Voting and at the Meeting through ballot, will prepare a consolidated report and submit the same to the Chairman and Managing Director or Whole-Time Director of the Company within three days of conclusion of the Meeting i.e. on or before 05th November, 2015.
- P. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company (www.baramatiagro.com) and on the website of NSDL at (www.evoting.nsdl.com) immediately after the declaration of result by the Chairman and Managing Director of the Company.
- Q. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 02nd November, 2015.
- 10 Members desiring any information as regards to financial statements are requested to write to the Company at an early date so as to enable the management to keep the information ready.
- 11 A member shall carry copy of PAN card or any other document issued by the government for his identity and signature verification.

A STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")

The following Statement sets out all material facts relating to the Ordinary and Special Business mentioned in the accompanying Notice:

Item No. 4 and 5

M/s G. S. Thorat & Shah, Chartered Accountants (FRN 134506W), Pune the existing Joint Auditors of the Company have expressed their inability to continue as Auditors of the Company. When approached, M/s. G. S. Thorat & Co., Chartered Accountants (Registration No.110972W), Pune have given their consent to act as the Auditors of the Company and have also provided appropriate certificate as contemplated by Section 139(1).

One of the Partners of M/s. G. S. Thorat & Co., Chartered Accountants viz. Mr. G. S. Thorat has been the auditor of the Company since more than ten years. As per the provisions of the Companies Act, 2013 and Rules framed thereunder, a firm of Auditor can not continue to be the auditors for a period of continuous two terms of five years each. Hence, it is proposed that the appointment of M/s G. S Thorat & Co. would be done only for one

year. M/s. Chaturvedi & Shah, Chartered Accountants, (Registration No. 101720W), Mumbai were appointed as Auditors for the first time in the Annual General meeting held on September 30, 2013 In the last Annual general Meeting their appointment was done till the conclusion of the ensuing Annual General Meeting. As provided in Rule 6(4) of the Companies (Audit and Auditors) Rules, 2014, the terms of the joint auditors should not get concluded in the same year and hence it is proposed that M/s. Chaturvedi & Shah, Chartered Accountants, be appointed for two years.

Appropriate resolutions have been proposed as Ordinary Business in the Notice.

Item No. 6

In pursuance of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint a cost accountant in practice on the recommendations of the Audit Committee, which shall also recommend remuneration for such cost auditor. The remuneration recommended by Audit Committee shall be considered and approved by the Board of Directors and ratified by the shareholders.

On recommendation of the Audit Committee at its meeting held on May 26, 2015, the Board considered and approved appointment of M/s Harshad S. Deshpande & Associates, Cost Accountants (Firm Registration Number 00378), to conduct the audit of the cost records of the Company at a remuneration of ₹ 1,50,000/- per annum exclusive of service tax and out of pocket expenses for the financial year ending March 31, 2016.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Ordinary Resolution as set out at Item No. 6 of this Notice.

The Board of Directors recommends passing of the resolution as set out at Item No. 6 for approval of the members.

Item No. 7

Mr. Rajendra D. Pawar has been the Director of the Company since October 25, 1989. Further, the

members in the 24th Annual General Meeting of the Company held on Friday, September 28, 2012 had re-appointed him as the Managing Director of the Company for a period of 3 (Three) years with effect from February 18, 2012.

The tenure of Mr. Rajendra D. Pawar as the Managing Director completed on February 18, 2015. Accordingly, the Board at its meeting held on February 14, 2015 had resolved to re-appoint Mr. Rajendra D. Pawar as Chairman & Managing Director of the Company not liable to retire by rotation, subject to approval of the members of the Company for a period of 3 (three) years with effect from February 18, 2015.

Profile of Mr. Rajendra D. Pawar

Mr. Rajendra D. Pawar, Chairman and Managing Director of Baramati Agro Limited has completed Agricultural Technology from Institute of Michigan State University, U.S.A. and has also Completed One Year Agricultural Exchange Program from University of Minnesota.

Mr. Rajendra D. Pawar has been serving the Company since 1989 and as a member of the Senior Management team, has brought the latest technology in Sugar, Poultry and Feed and transformed the Company for the future.

Mr. Rajendra D. Pawar oversees a professionally managed business with business interest in sugar, poultry and feed spreading in India and abroad. He is the guiding force behind the Company's sustained and profitable growth.

Mr. Rajendra D. Pawar developed this Company from grass root level to the Thousand Crore Company. Since incorporation, the Company has achieved many mile stones under his leadership. Having a wide knowledge and expertise in Agriculture, Mr. Rajendra D. Pawar always guided the Company towards stability and growth. Under his leadership, the Company started Parent Farm and Hatchery in the year 1989. Since then the Company expanded its arms in the field of Poultry and Poultry products, in the year of 2007 the Company established a Sugar factory at Shetphalgadhe.

S. No.	Particulars	Description
1.	Name of Director	Mr. Rajendra D. Pawar
2.	Father's Name	Mr. Dinkarrao Pawar
3.	Date of Birth	June 17, 1958
4.	Age (Years)	56
5.	Date of Appointment	October 25, 1989
6.	Experience and Expertise in specific functional areas	Agricultural and allied businesses
7.	Qualifications	1) Agricultural Technology from Michigan State University, U.S.A. 2) Completed One Year Agricultural Exchange Program at University of Minnesota
8.	List of outside directorships held@	1) Ag-Vet Marketing Limited 2) Subhadra Buildcon Private Limited 3) Sharad Agro Processors Limited 4) ECOF Scholastic Private Limited 5) Anshuman Greenfields Private Limited 6) Ravish Greenfields Private Limited 7) Dinkar Greenfields Private Limited
9.	No. of Board Meetings attended during the financial year 2014-15	7 (Seven)
10.	Member of the Committees of the Board of the Company@	1) Corporate Social Responsibility (CSR) Committee 2) Finance Committee 3) Share Transfer Committee 4) Executive Committee
11.	Chairmanship / Member of the Committees in other companies in India	Nil
12.	Shareholding in the Company@ *Out of the total no. of shares held as Karta of HUF	18,85,598* 1,60,000 shares
13.	Relationship with other Directors or Key Managerial Personnel of the Company	Mr. Rohit R. Pawar- Son

@ As on September 02, 2015

The Remuneration payable to Mr. Rajendra D. Pawar has been recommended and approved by the Nomination & Remuneration Committee (NRC) at its meeting held on February 14, 2015 and the same has been approved by the Board.

The terms & conditions and the remuneration payable to the Managing Director is subject to the approval of the members at the forthcoming Annual General Meeting and such other approvals as may be required.

The copies of the relevant resolution of the Board of Directors with respect to the appointment of Managing Director and other necessary documents referred to in the Notice and the accompanying Explanatory Statement will remain open for inspection by the members at the Registered Office of the Company during business hours on all working days except Saturdays, till the date of the forthcoming Annual General Meeting.

Nature of concern/interest (as per Section 102 (1) (a) of the Companies Act, 2013):

Person	Nature of interest in the transactions
Directors	Not interested except Mr. Rajendra D. Pawar and Mr. Rohit R. Pawar
Key Managerial Personnel	Not interested except Mr. Rajendra D. Pawar
Relatives of Directors/ Key Managerial Personnel	None

The Board of Directors recommends passing of the resolution as set out at Item No. 7 for approval of the members.

Item No. 8

Mr. Rohit R. Pawar was appointed as the Executive Director of the Company on April 01, 2009 and was re-appointed as the Whole-Time Director designated as Chief Executive Officer by the members in the 24th Annual General Meeting of the Company held on Friday, September 28, 2012 for a period of 3 (three) years with effect from February 18, 2012.

The tenure of Mr. Rohit R. Pawar as the Whole-Time Director completed on February 18, 2015. Accordingly, the Board at its meeting held on February 14, 2015 had resolved to re-appoint Mr. Rohit R. Pawar as Whole-Time Director of the Company not liable to retire by rotation, subject to approval of the members of the Company for a period of 3 (three) years with effect from February 18, 2015.

Profile of Mr. Rohit R. Pawar

Mr. Rohit Rajendra Pawar is a Bachelor of Management Studies from Mumbai University. He started his career as the Deputy General Manager of Baramati Agro Limited in the year 2009.

At the age of 28, Mr. Rohit Pawar has accepted a huge responsibility to manage the Company in today's challenging economic conditions. By using wide perception and sound management skills, Mr. Rohit Pawar, has developed a work culture wherein every employee of the Company devotes its best efforts for the overall development of the Company and accept the challenges for better returns. In recent years under the leadership of Mr. Rohit R. Pawar, the Company has acquired a Sugar factory at Kannad and has established a Feed plant at Yeola, Kuppam and has expanded the Parent and Hatchery farms.

Mr. Rohit R. Pawar plays a leading role in envisioning and formulating the Company's strategies in the business. The Company's business foray has been driven by his foresight and his sharp business acumen has played an immeasurable role in driving Baramati Agro Limited towards growth and sustainability in the current challenging economic conditions. Under his

leadership, the Company witnessed new products and diversification during the year 2012-13. Mr. Rohit R. Pawar is the chief strategist and leverages his in-depth understanding of the business to enhance the growth of the Company. Mr. Rohit R. Pawar leads a strong team of managers with a mission of delivering premium value to all stakeholders. With a vision and keen understanding of the dynamic market trends, his implicit sense of business has enabled Baramati Agro Limited to carve a niche for itself in the sugar, poultry and feed sector. With a strong business strategy, Mr. Rohit R. Pawar has ensured that the Company has been consistently growing. The strategies implemented under his guidance and the projects launched will yield results in the coming years.

Being a Management Graduate, Mr. Rohit Pawar is aware of current market trends; keeping in view the marketing techniques he has developed several brands such as "elicious" and "Kanishka" for Chicken and Feed products respectively. Under these brands the Company has started giving good results.

S. No.	Particulars	Description
1.	Name of Director	Mr. Rohit R. Pawar
2.	Father's Name	Mr. Rajendra D. Pawar
3.	Date of Birth	September 29, 1985
4.	Age (Years)	29
5.	Date of Appointment	April 01, 2009
6.	Experience and Expertise in specific functional areas	Bachelor of Management Studies
7.	Qualifications	Bachelor of Management Studies from Mumbai University
8.	List of outside directorships held@	1) Suhit Trading Private Limited 2) Rajas Agro Private Limited 3) Anshuman Greenfields Private Limited 4) Ravish Greenfields Private Limited 5) Dinkar Greenfields Private Limited
9.	No. of Board Meetings attended during the financial year 2014-15	7 (Seven)
10.	Member of the Committees of the Board of the Company@	1) Finance Committee 2) Share Transfer Committee 3) Executive Committee
11.	Chairmanship / Member of the Committees in other companies in India	Nil
12.	Shareholding in the Company@	15,15,325
13.	Relationship with other Directors or Key Managerial Personnel of the Company	Mr. Rajendra D. Pawar - Father

@ As on September 02, 2015

The Remuneration payable to Mr. Rohit R. Pawar has been recommended and approved by the Nomination & Remuneration Committee (NRC) at its meeting held on February 14, 2015 and has been approved by the Board.

The terms & conditions and the remuneration payable to the Whole-Time Director is subject to the approval of the members at the forthcoming Annual General Meeting and such other approvals as may be required.

The copies of the relevant resolution of the Board of Directors with respect to the appointment of Whole-Time Director and other necessary documents referred to in the Notice and the accompanying Explanatory Statement will remain open for inspection by the members at the Registered Office of the Company during business hours on all working days except Saturdays, till the date of the forthcoming Annual General Meeting.

Nature of concern/interest (as per Section 102 (1) (a) of the Companies Act, 2013):

Person	Nature of interest in the transactions
Directors	Not interested except Mr. Rajendra D. Pawar and Mr. Rohit R. Pawar
Key Managerial Personnel	Not interested except Mr. Rajendra D. Pawar
Relatives of Directors/Key Managerial Personnel	None

The Board of Directors recommends passing of the resolution as set out at Item No. 8 for approval of the members.

For and on behalf of the Board of Directors

Place : Pune
Date : 07/10/2015

Rajendra Pawar
Chairman & Managing Director
(DIN : 00226848)

REGISTRATION OF E-MAIL ADDRESS FORM

To,
The Company Secretary
Baramati Agro Limited
A/P. Pimpali, Tal - Baramati

I/we member(s) of Baramati Agro Limited hereby accord my/our approval to receive annual reports, notices of general meetings/postal ballot and such other documents that are allowed by the law, to be sent in electronic mode from time to time.

I/we request you to note my/our latest email address, as mentioned below. I/we attach the self-attested copy of PAN card or Passport towards identification proof for the purpose of verification.

Folio No.

Name of the first/ sole shareholder

Name of joint shareholder(s) if any

Registered Address

E-mail address (to be registered)

Place:

Date: _____ (Signature of Shareholder) _____

Form No. SH-13

Nomination Form

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014]

To
Baramati Agro Limited
A/P. Pimpali, Tal - Baramati

I/We the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE/S -

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail id:
- (h) Relationship with the security holder:

(3) IN CASE NOMINEE IS A MINOR-

- (a) Date of birth:
- (b) Date of attaining majority
- (c) Name of guardian:
- (d) Address of guardian:

Name: _____

Address: _____

Name of the Security Holder (s) _____

Signature _____

Witness with name and address _____

FORM MGT- 11**PROXY FORM***(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)***BARAMATI AGRO LIMITED****CIN: U01134PN1988PLC045873****Registered Office: A/P. Pimpali, Tal - Baramati, Dist - Pune 413 102.****TWENTY SEVENTH ANNUAL GENERAL MEETING**

Name of the Member(s):	
Registered address:	
E-mail id:	
Folio No.	

I/ We, being the member(s) of _____ equity shares of Baramati Agro Limited, hereby appoint;

1. Name : _____ E-mail Id : _____

Address: _____ Signature: _____

or failing him/her;

2. Name : _____ E-mail Id : _____

Address: _____ Signature: _____

or failing him/her;

3. Name : _____ E-mail Id : _____

Address: _____ Signature: _____

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the TWENTY SEVENTH ANNUAL GENERAL MEETING of the Company, to be held on Monday, 02nd November, 2015 at 11.30 A.M. at Appasaheb Pawar Sabhagruh, Shardanagar (Malegaon), Nira Road Tal. Baramati, Dist- Pune - 413 102. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
ORDINARY BUSINESS:	
1.	To receive, consider and adopt the audited Standalone and Consolidated Financial Statements of the Company for the year ended on March 31, 2015 and the Report of Board of Directors' and Auditors' thereon.
2.	To appoint Director in place of Mr. Abhaysinh D. Dhadvepatil (DIN: 00584722), who retires by rotation and being eligible, offers himself for reappointment.
3.	To appoint Director in place of Mr. Cheluvayaraswamy Gopalaswamy (DIN: 00742732), who retires by rotation and being eligible, offers himself for re-appointment.
4.	To appoint the Joint statutory auditors and fix their remuneration.
5.	To appoint the Joint statutory auditors and fix their remuneration.
SPECIAL BUSINESS:	
6.	To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2016.
7.	To re-appoint and confirm the remuneration payable to Mr. Rajendra D. Pawar as Chairman & Managing Director of the Company.
8.	To re-appoint and confirm the remuneration payable to Mr. Rohit R. Pawar as Whole-Time Director of the Company.

Signed this _____ day of _____ 2015

Signature of Member

Affix a Revenue Stamp

Signature of 1st Proxy holder_____
Signature of 2nd Proxy holder_____
Signature of 3rd Proxy holder**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of the 27th Annual General Meeting.