

BARAMATI AGRO LIMITED

CIN: U01134PN1988PLC045873

Registered Office: At Post Pimpali, Tal: Baramati, Baramati – 413 102

Tel. No. 02112-304118, Fax: 02112 304103,

E-mail ID: cs@baramatiagro.com, Website: www.baramatiagro.com

NOTICE

NOTICE is hereby given that the 28th Annual General Meeting of the Members of Baramati Agro Limited will be held on Tuesday, 20th September, 2016 at 11.30.AM at Appasaheb Pawar Sabhagruh, Shardanagar (Malegaon) Nira Road, Taluka - Baramati, District - 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, 2016 and the Report of Board of Directors' and Auditors' thereon.
- 2 To appoint Director in place of Mr. Subhash J Gulve (DIN: 02625022), who retires by rotation and being eligible, offers himself for re-appointment.
- 3 **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 (Firm Registration No. 110972W), Pune be and are hereby appointed as one of the Joint 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 2016-17."

- 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. Chaturvedi & Shah, Chartered Accountants, (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 their 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:

- 5 **To approve the remuneration of the Cost Auditors for the financial year ending on March 31, 2017 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 on March 31, 2017, be paid remuneration amounting to Rs. 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 and the Company Secretary of the Company be and are hereby severally 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."

6 To regularise the appointment of additional Director Mrs. Vijaya S. Hiremath in independent capacity, 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 Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013(Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Vijaya S. Hiremath (DIN: 07385209) who was appointed as an Additional Director of the Company by the Board of Directors of the Company w.e.f. December 28, 2015 in terms of Section 161(1) of the Act who holds office till the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying intention to propose Mrs. Vijaya S. Hiremath as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to December 27, 2020 subject to Mrs. Vijaya S. Hiremath satisfying the criteria of independence in terms of the Companies Act, 2013, and the Rules made thereunder and that Mrs. Vijaya S. Hiremath shall not be liable to retire by rotation."

7 To increase the borrowing limits of the Board of Directors and in this regard consider and, if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, and in supersession to all the earlier Resolutions passed in this regard, the Board of Directors of the Company (hereinafter referred to as "the Board" and which expression shall be deemed to include any Committee duly constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to borrow, on behalf of the Company, any sum or sums of money, from time to time, as it may deem fit, in any manner, and without prejudice to the generality thereof, by way of term loans, non-convertible debentures, bonds, advances, credits, acceptance of deposits or otherwise in Indian rupees or any foreign currency, from any bank(s), any financial institution(s), other entity(ies), body(ies) corporate(s), person(s) etc., in India or abroad, and whether the same may be secured or unsecured, and if secured, whether by way of mortgage, charge, hypothecation, pledge or otherwise in any respect of all, or any, of the Company's assets and effects or properties including uncalled capital, stock-in-trade (including raw materials, stores, spares and components in stock or stock in transit), notwithstanding that the money to be borrowed together with the money already borrowed by the Company and remaining undischarged at any given time, will or may exceed the aggregate of its paid up capital and free reserves of the Company, apart from temporary loans obtained from Company's bankers in the ordinary course of business, so however that the total amount upto which the money may be borrowed by the Board under this Resolution, at any one time shall not exceed, in the aggregate, the sum of Rs.

2000,00,00,000/- (Rupees Two Thousand Crore only) including foreign currency in equivalent rupees.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to delegate to the duly constituted Committee to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time including as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution."

- 8 To consider and, if thought fit to pass, with or without modification(s) the following Resolution for reclassification of Authorised Capital of the Company as **Special Resolution:**

"RESOLVED THAT pursuant to Sections 13, 61 and the Rules made thereunder and all other applicable provisions, if any, of the Companies Act, 2013, the existing Authorised Share Capital of the Company of Rs. 58,00,00,000 (Rupees Fifty Eight Crore Only) divided into 5,10,00,000 (Five Crore Ten Lac) Equity Shares of Rs. 10/- each, and 70,00,000 (Seventy Lacs) 9% Redeemable Cumulative Preference Shares of Rs. 10/- each be and is hereby reclassified into 3,90,00,000 Ordinary Equity Shares ('Series A') of Rs. 10/- each and 1,20,00,000 'Series B' Equity Shares of Rs. 10/- each and 70,00,000 Preference Shares of Rs. 10/- each.

"RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V is as under:

V. The Authorised Share Capital of the Company is Rs. 58,00,00,000 (Rupees Fifty Eight Crore only) divided into 3,90,00,000 Ordinary Equity Shares ('Series A') of Rs. 10/- each and 1,20,00,000 'Series B' Equity Shares of Rs.10/- each and 70,00,000 Preference Shares of Rs. 10/- each with the rights, provisions contained in that behalf in the Article of Association of the Company and with power to increase or reduce the capital for the time being into several classes (being those specified in the Companies Act, 2013) and to attach thereto respectively such preferential, qualified or special rights privileges or conditions as may be determined by or in accordance with the Article of Association of the company for the time being in force, and carry, enlarge or abrogate any such rights, privileges or conditions as be determined by or in accordance with the Article of Association of the Company for the time being in force, and carry, enlarge or abrogate any such rights, privileges or conditions in such manner as may be permitted by the said Act or provided by the Article of Association of the Company.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors or Company Secretary of the Company be and are hereby severally authorised to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate.

- 9 To consider and if thought fit, to pass with or without modification(s), the following resolution for issue of Bonus Share as **Ordinary Resolution:**

"RESOLVED THAT in accordance with provisions of Section 63 of Companies Act, 2013 and all other applicable provisions, if any and Article No. 43 of Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions, as may be necessary from appropriate authorities, consent of Members be and is hereby accorded to authorize Board of Directors of the Company for capitalization of sum to the extent of Rs. 5,40,89,490/- (Rupees Five Crore Forty Lac Eighty Nine Thousand Four Hundred and Ninety Only) standing to the credit of Securities Premium Account of the Company, as may be considered necessary by the Board of Directors for the purpose of issue of Bonus Shares of 6% non-cumulative Redeemable Preference Shares (RPS) of Rs. 10/- (Rupees Ten) each redeemable upto 15 (Fifteen) years, credited as fully paid-up Preference Shares to the holders of Ordinary Equity Shares ('Series A') of the Company, whose name shall appear in the Register of

Members on the 'Record Date' for the said purpose in the proportion of 3 (three) fully paid up RPS of Rs.10/- each for every 20 (twenty) Ordinary Equity Shares ('Series A') held by them and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the nominal amount in the Capital of the Company held by each such member.

"RESOLVED FURTHER THAT the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and or issue terms as may be determined by the Board of Directors;

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may in its sole and absolute discretion, deem necessary, expedient, usual or proper and to settle any question, doubt or difficulty that may arise with regard to the issue and allotment of Bonus Shares as aforesaid or any other matter incidental or consequential thereto.

**On behalf of the Board of Director of
Baramati Agro Limited**

Place: Pune
Date: 10/08/2016

Sd/-
Devendra Kulkarni
Company Secretary
M No. A27483

Notes:

- 1 The Explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to 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 (50) 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 The members can avail the facility of nomination. The necessary form is enclosed in this regard.
- 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 at least 7 days before the date of meeting.
 - b. Intimate changes, if any, in their registered addresses to the Company.
 - c. Quote Ledger Folio Number in all correspondences.
 - d. 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, Nomination 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 AGM ('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 casted 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 casted 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/her voting through remote e-Voting shall be considered as Final and vote casted 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.
- D. 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. 10th August, 2016.
- E. 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.
- F. The remote e-voting period commences from Saturday 17th September, 2016 at 09:00 A.M. (IST), and ends on Monday 19th September, 2016, 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.
- G. 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/>
- (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 hrishikesh.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.
- H. 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.
 - I. 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.
 - J. 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).
 - K. 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.
 - L. The Board of Directors has appointed CS Hrishikesh 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.
 - M. 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 casted their votes by availing the remote e-voting facility.
 - N. 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 Executive Director and Chief Operating Officer of the Company within three days of conclusion of the Meeting i.e. on or before 23rd September, 2016.
 - O. 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.

P. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 20th September, 2016.

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.

THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("the Act")

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

Item No. 3 and 4 – Appointment of Joint Statutory Auditors:

M/s. G. S. Thorat & Co., Chartered Accountants (Registration No. 110972W), Pune, have given their consent to act as the Statutory Auditors of the Company and have also provided appropriate certificate as contemplated by Section 139(1) of the Act. M/s. G. S. Thorat & Co. be appointed for one year.

It is pertinent to note that one of the partner of M/s. G. S. Thorat & Co. viz. Mr. G. S. Thorat is associated with the Company as statutory auditor since last 10 years. According to the provisions of section 139 of the Act the firm of auditors can continue to be an auditor for two terms of consecutive five years. Further every Company to which the provisions of section 139(2) are applicable shall comply with the provisions not later than the first AGM from the end of Three years from the commencement of this act. Hence M/s. G. S. Thorat & Co. can be appointment as statutory auditors of the Company to conduct an audit for the financial year 2016-17 and shall not eligible to be re-appointed as an Auditor for further period of five years.

M/s. Chaturvedi & Shah, Chartered Accountants, (Registration No. 101720W), Mumbai were appointed as one of the joint Statutory Auditors of the Company for the first time in the Annual General meeting held on September 30, 2013.

Pursuant to the provisions of Section 139(2) of the Companies Act, 2013 the Company shall appoint an Audit firm as auditor for maximum of two terms of Five consecutive years M/s. Chaturvedi & Shah, Chartered Accountants (Firm Reg. No.101720), one of the Joint Statutory Auditors of the Company were appointed for the period of 2 years in the last AGM and their appointment was liable for ratification at this AGM. Ministry of Corporate Affairs (MCA) has clarified vide Companies (Removal of Difficulties) Third Order 2016 dated June 30, 2016 that the companies can realign the appointments of the existing Auditor up to the third Annual general meeting from the commencement of the New Companies Act, 2013 viz. 1st April, 2014 viz. the realignment can be done up to the Annual general meeting to be held in F.Y. 2016-17 and hence for realigning their appointment with one term of five years it is proposed to appoint them for a further period of Two years instead of ratifying the appointment at the ensuing Annual general meeting. They shall hold office from the conclusion of 28th Annual General Meeting till the conclusion of 30th Annual General Meeting subject to ratification at 29th AGM.

M/s. Chaturvedi & Shah have given their consent to act as the Auditors of the Company and have also provided appropriate certificate as contemplated by Section 139(1) of the Act.

The Board of Directors recommends passing of the resolution as set out at Item No. 3 & 4 as an Ordinary Resolution.

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. 3 & 4 of this Notice.

Item No. 5 - Appointment of Cost Auditor:

In pursuance to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint an individual who is 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 June 27, 2016, the Board has considered and approved the 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 Rs. 1,50,000/- per annum exclusive of service tax and out of pocket expenses for the financial year ending March 31, 2017.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017.

The Board of Directors recommends passing of the resolution as set out at Item No. 5 as an ordinary resolution.

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. 5 of this Notice.

Item No. 6 – Appointment of Independent Director:

The appointment of Mrs. Vijaya S Hiremath, Bachelor of Arts (Mathematics) and having Master's degree in Music as an independent director is hereby recommended by the Board. The Board considers that her association as an Independent Director would be immense benefit to the Company. Mrs. Vijaya S Hiremath would bring with her hands on experience to the Company in the areas of Management and administration.

Profile of Mrs. Vijaya S. Hiremath:

S. No.	Particulars	Description
1.	Name of Director	Mrs. Vijaya S Hiremath
2.	Father's Name	Mr. Rudrayya Channabassayya Hiremath
3.	Date of Birth	October 05, 1956
4.	Age (Years) on the date of this signing of this notice	60
5.	Date of Appointment	December 28, 2015
6.	Qualifications	Bachelor of Arts in (Mathematics) Master of Arts (Music)
7.	List of outside directorships held@	Nil
8.	No. of Board Meetings attended during the financial year 2015-16	1 (One)
9.	Member of the Committees of the Board of the Company@	Audit Committee Nomination and Remuneration Committee Corporate Social Responsibility Committee
10.	Chairmanship / Member of the Committees in other companies	NIL

	in India	
11.	Shareholding in the Company@ (Equity Shares of Rs. 10/- each)	**7380
12.	Relationship with other Directors or Key Managerial Personnel of the Company	NIL

@ As on August 10, 2016

**Out of the total shares, 4500 number of Shares are held Jointly with Mr. Shivyogi S. Hiremath.

The copies of the relevant resolution passed by the Board of Directors with respect to the appointment of Independent Director and other necessary documents is mentioned in the Notice. The 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 Sundays, 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	None
Key Managerial Personnel	None
Relatives of Directors/Key Managerial Personnel	None

The Board of Directors recommends passing of the resolution as set out at Item No. 6 as an ordinary resolution.

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.

Item No. 7 - Increase in Borrowing Powers of the Board of Directors of the Company:

The Shareholders of the Company by way of Special Resolution passed in Extra Ordinary General Meeting held on July 22, 2014 had authorized the Board of Directors to raise both domestic and foreign currency borrowings through loans, credits etc. upto a limit of Rs. 1000 Crore (including Public Deposits but excluding temporary loans obtained from the Company's bankers in the ordinary course of business). The Companies Act, 2013 has been notified to become effective from 1st April 2014. The provisions of Section 180(1)(c) of the Companies Act 2013, provide that the Board of Directors of a Company shall exercise the power to borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business only with the consent of the company by a special resolution.

Considering the expansion plans and proposed diversification in the product range of the Company, Company will require to borrow funds more than the limits allowed under Companies Act, 2013. Approval of the shareholders to be required to increase the borrowing limits upto Rs. 2000,00,00,000/- (Rupees Two Thousand Crore Only) (apart from temporary loans obtained from company's bankers in the ordinary course of business) for both domestic and foreign currency borrowings by way of a Special Resolution.

The Board of Directors of your Company recommends the Special Resolution as set out in Item No. 7 for approval of the shareholders.

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 Special Resolution as set out at Item No. 7 of this Notice.

Item No. 8 - Reclassification of Shares:

The present authorised capital of the Company is Rs. 58,00,00,000 (Rupees Fifty Eight Crore only) divided into 5,10,00,000 (Five Crore Ten Lac) Equity Shares of Rs. 10/-each, and 70,00,000 (Seventy Lac) 9% Redeemable Cumulative Preference Shares of Rs. 10/- each.

Further it is proposed to issue and allot different class(es) of Equity and Preference shares in near future. The capital is proposed to be re-classified in the following manner: Ordinary Equity Shares ('Series A') and unissued portion of Equity Share Capital to extent of Rs. 12,00,00,000/- will be classified as 'Series B' Equity Shares and unissued portion 9% Redeemable Cumulative Preference Shares will be classified as Preference Shares.

The proposed re-classification of Authorised Capital of the Company will be Rs. 58,00,00,000 (Rupees Fifty Eight Crore only) divided into 3,90,00,000 Ordinary Equity Shares (Series A) of Rs. 10/- each and 'Series B' 1,20,00,000 Equity Shares of Rs.10/- each and 70,00,000 Preference Shares of Rs. 10/- each.

The existing & proposed capital structure after considering the reclassification is as follows:

Existing			Proposed		
Particulars	No. of Shares	Share Capital (In Rs.)	Particulars	No. of Shares	Share Capital (In Rs.)
Authorised Share Capital			Authorised Share Capital		
Equity shares of Rs. 10 each	51,000,000	510,000,000	Ordinary Equity Shares of Rs. 10/- each ('Series A')	3,90,00,000	390,000,000
9% Redeemable Cumulative Preference Shares of Rs. 10/- each	7,000,000	70,000,000	'Series B' Equity Shares of Rs. 10/- each	1,20,00,000	120,000,000
Total Authorised Share Capital	58,000,000	580,000,000	Preference Shares of Rs. 10/- each	7,000,000	70,000,000
			Total Authorised Share Capital	58,000,000	580,000,000
Issued, Subscribed & Paid Up Share Capital	36,059,649	360,596,490	Issued, Subscribed & Paid Up Share Capital	36,059,649	360,596,490
Equity shares of Rs. 10/- each fully paid up			Equity shares of Rs. 10/- each fully paid up		

On reclassification of Authorised Capital, it would be necessary to amend Clause V of the Memorandum of Association. The Resolution seeks approval of Members to reclassify the Share Capital and to amend the said Clause.

The Board of Directors of your Company recommends the Special Resolution as set out in Item No. 8 for approval of the shareholders.

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 Special Resolution as set out at Item No. 8 of this Notice.

Item No. 9 - Issue of Bonus Shares:

The proposal for issuance of bonus shares is made to provide liquidity to reward the members by issuing 54,08,949 fully paid up 6% non-cumulative Redeemable Preference Shares (RPS) of Rs.10/- (Rupees Ten) each redeemable upto 15 (Fifteen) years, by way of bonus shares.

Further your Directors propose to issue bonus shares in the proportion of 3 (three) fully paid up RPS of Rs.10/- each for every 20 (Twenty) Ordinary Equity Shares ('Series A') held. Such fully paid-up bonus shares shall be distributed to the members of the Company whose names shall appear in the Register of Members as on the record date.

The existing & proposed capital structure after considering the issue of RPS is as follows:

Existing			Proposed		
Particulars	No. of Shares	Share Capital (In Rs.)	Particulars	No. of Shares	Share Capital (In Rs.)
Authorised Share Capital			Authorised Share Capital		
Equity shares of Rs. 10 each	51,000,000	510,000,000	Ordinary Equity Shares of Rs. 10/- each ('Series A')	3,90,00,000	390,000,000
9% Redeemable Cumulative Preference Shares of Rs. 10/- each	7,000,000	70,000,000	'Series B' Equity Shares of Rs. 10/- each	1,20,00,000	120,000,000
			Preference Shares of Rs. 10/- each	7,000,000	70,000,000
Total Authorised Share Capital	58,000,000	580,000,000	Total Authorised Share Capital	58,000,000	580,000,000
Issued, Subscribed & Paid Up Share Capital			Issued, Subscribed & Paid Up Share Capital		
Equity shares of Rs. 10/- each fully paid up	36,059,649	360,596,490	Equity shares of Rs. 10/- each fully paid up	36,059,649	360,596,490
			6%non-cumulative Redeemable Preference Shares of Rs. 10/- each	54,08,949	54,089,490
Total	36,059,649	360,596,490	Total	41,468,598	414,685,980

The proposal for issuance of Bonus of Shares is beneficial to the members of the Company as well as to the Company. The Board recommends passing of ordinary resolution for aforesaid proposal. None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out in Item No. 9 of the Notice, except to the extent of their shareholding in the Company.

The Board of Directors of your Company recommends the Ordinary Resolution as set out in Item No. 9 for approval of the shareholders.

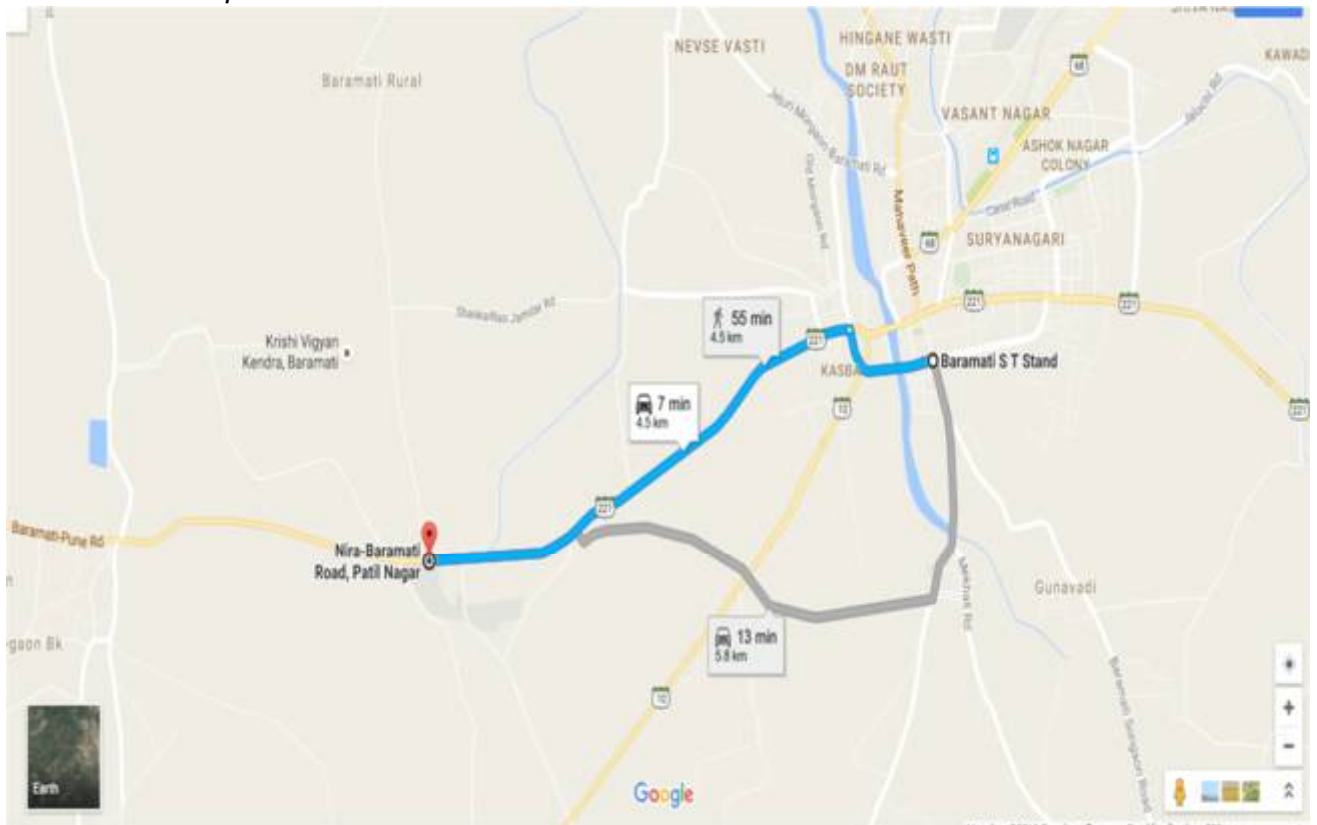
**On behalf of the Board of Director of
Baramati Agro Limited**

Place: Pune
Date: 10/08/2016

Sd/-
Devendra Kulkarni
Company Secretary
M No. A27483

Route Map

Appasaheb Pawar Sabhagruh, Shardanagar (Malegaon) Nira Road, Taluka- Baramati, District – Pune, 413 102



FORM NO. 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: At Post Pimpali, Tal - Baramati, Dist – Pune 413 102

TWENTY EIGHTH ANNUAL GENERAL MEETING

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

I/We, being the holder(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 EIGHTH ANNUAL GENERAL MEETING of the Company, to be held on Tuesday, 20th September, 2016 at 11.30.AM at Appasaheb Pawar Sabhagruh, Shardanagar (Malegaon) Nira Road, Taluka - Baramati, District - 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, 2016 and the Report of Board of Directors' and Auditors' thereon.
2.	To appoint Director in place of Mr. Subhash J. Gulve (DIN: 02625022), who retires by rotation and being eligible, offers himself for re-appointment.
3.	To appoint the Joint statutory auditors and fix their remuneration.
4.	To appoint the Joint statutory auditors and fix their remuneration.
SPECIAL BUSINESS:	
5.	To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2017.
6.	To regularise the appointment of additional director Mrs. Vijaya S. Hiremath in independent capacity.
7.	To increase the borrowing limits of the Board of Directors.
8.	Re-classification of Authorised Capital of the Company.
9.	Issue of 54,08,949 fully paid up 6% Non-Cumulative Redeemable Preference Shares (RPS) of Rs. 10/- each as Bonus Shares.

Signed this _____ day of _____ 2016

Affix a Revenue Stamp

Signature of Member

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 28th Annual General Meeting.