

CONSOLIDATED SCRUTINIZERS REPORT

To,
THE CHAIRMAN,
BARAMATI AGRO LIMITED
AT POST PIMPALITAL BARAMATI,
BARAMATI, MAHARASHTRA - 413102.

29th Annual General Meeting of the Shareholders of the Company held on 15th September, 2017 at Appasaheb Pawar Sabhagruh, Sharadanagar (Malegaon), Nira Road, Taluka Baramati, Dist. Pune - 413102 at 11.00 A.M.

Dear Sir,

I, CS Hrishikesh Wagh, Partner of M/s KANJMAG & Co., Practicing Company Secretaries, Pune was appointed as Scrutinizer for E-voting process and for the poll taken at the Annual General Meeting of the Shareholders of the Company held on 15th September, 2017 and the report is as under:

1. The e-Voting process conducted for all the resolutions, as per Section 108 of the Companies Act, 2013 between 12th September, 2017 to 14th September, 2017.
2. After completing the counting of votes cast at the Annual General Meeting, a final electronic report of the e-voting process was generated by me by using the access and authorizations given to me by National Securities Depository Limited (NSDL), i.e. "<https://www.evoting.nsdl.com>". The final report was tabulated by me and the data regarding the final e-Votes as well as the votes casted through the poll process was diligently scrutinized and reconciled with the data available on the above mentioned website.
3. Similarly with respect to the poll taken at the Meeting, after the time fixed for closing of the poll by the Chairman, the ballot box kept for polling was locked in our presence with due identification marks placed by us. Subsequently, after the closing of the poll, the locked ballot box was opened in our presence and poll papers were diligently scrutinized and reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
4. A poll was taken on the resolutions Nos. 1, 2, 3, 4, 5, and 6 as per Section 108 of the Companies Act, 2013 and the Rules made thereunder at the Annual General Meeting of the Company.

A. As an ordinary resolution- Item No. 1 passed unanimously

To receive, consider and adopt the audited Standalone and Consolidated Financial Statements of the Company for the financial year ended on March 31, 2017 and the Report of Board of Directors' and Auditors' thereon.

Series 'A' Equity Shareholder

(I) Voted in favour of the resolution:

	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	25	2,14,98,331	100%
Physical (by poll)	25	7,200	100%
total	50	2,15,05,531	100%

(II) Voted against the resolution:

	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	0	0	0
Physical (by poll)	0	0	0
total	0	0	0

(III) Abstained from Voting/Invalid votes:

	Number of members who abstained from voting or whose shares were declared invalid (in person or by proxy)	Number of votes cast by them
e-voting	0	0
Physical (by poll)	53	14,590
total	53	14,590



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Series 'B' Equity Shareholder

(I) Voted in **favour** of the resolution:

	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	10	4,27,59,36,000	100%
Physical (by poll)	0	0	0
total	10	42,75,936,000	100%

(II) Voted **against** the resolution:

	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	0	0	0
Physical (by poll)	0	0	0
total	0	0	0

(III) **Abstained** from Voting/**Invalid** votes:

	Number of members who abstained from voting or whose shares were declared invalid(in person or by proxy)	Number of votes cast by them
e-voting	0	0
Physical (by poll)	0	0
total	0	0

Total:

	Voted in favour	Voted against	Invalid
Total Votes	42,97,44,1531	0	14,590
% of Total number	98%	0	0.0003%



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B. As an ordinary resolution- Item No. 2 passed unanimously

To declare dividend on Preference Shares for the year ended on 31st March, 2017.

Series 'A' Equity Shareholder

(I) Voted in favour of the resolution:

	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	25	2,14,98,331	100%
Physical (by poll)	25	7,200	100%
total	50	2,15,05,531	100%

(II) Voted against the resolution:

	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	0	0	0
Physical (by poll)	0	0	0
total	0	0	0

(III) Abstained from Voting/Invalid votes:

	Number of members who abstained from voting or whose shares were declared invalid(in person or by proxy)	Number of votes cast by them
e-voting	0	0
Physical (by poll)	53	14,590
total	53	14,590



Series 'B' Equity Shareholder**(I) Voted in favour of the resolution:**

	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	10	4,27,59,36,000	100%
Physical (by poll)	0	0	
total	10	4,27,59,36,000	100%

(II) Voted against the resolution:

	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	0	0	0
Physical (by poll)	0	0	0
total	0	0	0

(III) Abstained from Voting/Invalid votes:

	Number of members who abstained from voting or whose shares were declared invalid(in person or by proxy)	Number of votes cast by them
e-voting	0	0
Physical (by poll)	0	0
total	0	0



A handwritten signature in blue ink, appearing to be "Raghav".

Preference Shareholder

(I) Voted in favour of the resolution:

	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	22	31,45,800	100%
Physical (by poll)	21	995	100%
total	43	31,46,795	100%

(II) Voted against the resolution:

	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	0	0	0
Physical (by poll)	0	0	0
total	0	0	0

(III) Abstained from Voting/Invalid votes:

	Number of members who abstained from voting or whose shares were declared invalid(in person or by proxy)	Number of votes cast by them
e-voting	0	0
Physical (by poll)	57	8,075
total	57	8,075

Total:

	Voted in favour	Voted against	Invalid
Total Votes	4,30,05,88,326	0	22,665
% of Total number	98.16%	0	0.00052%



C) As an ordinary resolution- Item No. 3 passed unanimously

To appoint Director in place of Mr. Rohit R. Pawar (DIN: 00590679), who retires by rotation and being eligible, offers himself for re-appointment and on that re-appointment there will not be any break in his service as Whole time Director.

Series 'A' Equity Shareholder

(I) Voted in favour of the resolution:

	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	25	2,14,98,331	100%
Physical (by poll)	25	7200	100%
total	50	2,15,05,531	100%

(II) Voted against the resolution:

	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	0	0	0
Physical (by poll)	0	0	0
total	0	0	0

(III) Abstained from Voting/Invalid votes:

	Number of members who abstained from voting or whose shares were declared invalid (in person or by proxy)	Number of votes cast by them
e-voting	0	0
Physical (by poll)	53	14,590
total	53	14,590



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Series 'B' Equity Shareholder

(I) Voted **in favour** of the resolution:

	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	10	4,27,59,36,000	100%
Physical (by poll)	0	0	0
total	10	4,27,59,36,000	100%

(II) Voted **against** the resolution:

	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	0	0	0
Physical (by poll)	0	0	0
total	0	0	0

(III) **Abstained** from Voting/**Invalid** votes:

	Number of members who abstained from voting or whose shares were declared invalid (in person or by proxy)	Number of votes cast by them
e-voting	0	0
Physical (by poll)	0	0
total	0	0

Total:

	Voted in favour	Voted against	Invalid
Total Votes	42,97,44,1531	0	14,590
% of Total number	98%	0	0.0003%



D. As an ordinary resolution- Item No. 4 passed unanimously

To ratify the appointment of the statutory auditor 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), the appointment of M/s. Chaturvedi & Shah, Chartered Accountants (Registration No. 101720W), as a Joint Statutory Auditors of the Company be and hereby ratified, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of the Company, to be held in the year 2018 on such remuneration, as may be determined by the Board of Directors in consultation with the auditors and audit committee."

Series 'A' Equity Shareholder

(I) Voted in favour of the resolution:

	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	25	2,14,98,331	100%
Physical (by poll)	25	7,200	100%
total	50	2,15,05,531	100%

(II) Voted against the resolution:

	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	0	0	0
Physical (by poll)	0	0	0
total	0	0	0



(III) **Abstained from Voting/Invalid votes:**

	Number of members who abstained from voting or whose shares were declared invalid(in person or by proxy)	Number of votes cast by them
e-voting	0	0
Physical (by poll)	53	14,590
total	53	14,590

Series 'B' Equity Shareholder

(I) **Voted in favour** of the resolution:

	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	10	4,27,59,36,000	100%
Physical (by poll)	0	0	0
total	10	4,27,59,36,000	100%

(II) **Voted against** the resolution:

	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	0	0	0
Physical (by poll)	0	0	0
total	0	0	0

(III) **Abstained from Voting/Invalid votes:**

	Number of members who abstained from voting or whose shares were declared invalid(in person or by proxy)	Number of votes cast by them
e-voting	0	0
Physical	0	0



(by poll)		
total	0	0

Total:

	Voted in favour	Voted against	Invalid
Total Votes	4,29,74,41,531	0	14,590
% of Total number	98%	0	0.0003%

E. As an ordinary resolution- Item No. 5 passed unanimously

To approve the remuneration of the Cost Auditors for the financial year ending on March 31, 2018 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, 2018, be paid remuneration amounting to Rs. 1,50,000/- (Rupees One Lac Fifty Thousand only) exclusive of applicable taxes 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."

Series 'A' Equity Shareholder

(I) Voted in favour of the resolution:

	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	25	2,14,98,331	100%
Physical (by poll)	25	7,200	100%
total	50	2,15,05,531	100%



(II) Voted **against** the resolution:

	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	0	0	0
Physical (by poll)	0	0	0
total	0	0	0

(III) **Abstained** from Voting/**Invalid** votes:

	Number of members who abstained from voting or whose shares were declared invalid(in person or by proxy)	Number of votes cast by them
e-voting	0	0
Physical (by poll)	53	14,590
total	53	14,590

Series 'B' Equity Shareholder

(I) Voted **in favour** of the resolution:

	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	10	4,27,59,36,000	100%
Physical (by poll)	0	0	0
total	10	4,27,59,36,000	100%



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(II) Voted **against** the resolution:

	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	0	0	0
Physical (by poll)	0	0	0
total	0	0	0

(III) **Abstained** from Voting/**Invalid** votes:

	Number of members who abstained from voting or whose shares were declared invalid(in person or by proxy)	Number of votes cast by them
e-voting	0	0
Physical (by poll)	0	0
total	0	0

Total:

	Voted in favour	Voted against	Invalid
Total Votes	42,97,44,15,31	0	14,590
% of Total number	98%	0	0.0003%

F. As an ordinary resolution- Item No. 6 passed unanimously

To confirm the remuneration payable to Mr. Subhash J Gulve as Executive 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 an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of sections 196, 197 & 198 read with schedule V of the Companies Act, 2013 and Rules made thereunder Mr. Subhash J Gulve be paid following remuneration as Executive Director of the Company:

A. Salary: Rs. 75,000/- (Rupees Seventy five Thousand only) per month with annual increment not exceeding 50% of the existing Salary; as may be decided by the Board based on the merit and taking into account the Company's performance for the year.

B. Benefits, Perquisites, Allowances determined by the Board in terms of authority as may granted by the shareholders at their forthcoming annual General meeting.



In addition to the above, the Executive 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 Executive 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 Medical Expenses incurred for self and his family subject to a ceiling of one month's salary in a year or three months' salary over a period of three years.
- iv. Leave Travel Assistance for self and his family once in a year incurred in accordance with the rules specified by the Company.
- v. Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fee.
- vi. 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.
- vii. 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.
- viii. Provision of Company car and telephone will not be considered as perquisites.

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

Remuneration: In the event of loss, absence or inadequacy of profits in any financial year, during the term of office of Executive Director, he shall be entitled to above remuneration as 'Minimum Remuneration'.

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."

Series 'A' Equity Shareholder

(I) Voted in favour of the resolution:

	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	25	2,14,98,331	100%



Physical (by poll)	25	7200	100%
total	50	2,15,05,531	100%

(II) Voted **against** the resolution:

	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	0	0	0
Physical (by poll)	0	0	0
total	0	0	0

(III) **Abstained** from Voting/**Invalid** votes:

	Number of members who abstained from voting or whose shares were declared invalid(in person or by proxy)	Number of votes cast by them
e-voting	0	0
Physical (by poll)	53	14,590
total	53	14,590

Series 'B' Equity Shareholder

(I) Voted **in favour** of the resolution:

	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	10	4,27,59,36,000	100%
Physical (by poll)	0	0	0
total	10	4,27,59,36,000	100%



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(II) Voted **against** the resolution:

	Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e-voting	0	0	0
Physical (by poll)	0	0	0
total	0	0	0

(III) **Abstained** from Voting/**Invalid** votes:

	Number of members who abstained from voting or whose shares were declared invalid(in person or by proxy)	Number of votes cast by them
e-voting	0	0
Physical (by poll)	0	0
total	0	0

Total:

	Voted in favour	Voted against	Invalid
Total Votes	4297441531	0	14,590
% of Total number	98%	0	0.0003%

Note: The figures in percentage have been calculated and rounded off.

Thanking You,
Yours faithfully,



Hrishikesh Wagh
Partner
KANJMAG & Co.,
Company Secretaries, Pune
FCS - 7993, CP No.9023
Place: Pune
Date: 18/09/2017

