

नोटीस

सन्मानीय भागधारक

आपल्या कंपनीच्या संचालक मंडळाच्या वतीने आपणास नमस्कार. हे वर्ष तुम्हाला आणि तुमच्या कुटुंबियांना आनंदात गेले असावे आणि येणारे नवीन वर्षसुद्धा आपणास सुखाचे आणि समृद्धीचे जावो ही शुभेच्छा.

आपल्या कंपनीचा कारखाना सुरु झाल्यापासून आपण कंपनी सोबत आहात आणि आपण भागधारकसुद्धा आहात. आपण जाणून आहात की, आपली कंपनी ही सदैव कायद्याचे पालन करून कामकाजामध्ये पारदर्शिता आणण्याचा प्रयत्न करते आणि म्हणूनच आपणास पाठवलेल्या सदर नोटीशी संदर्भात आम्ही तुम्हास माहिती देऊ इच्छितो. सदर नोटीस ही कंपनीच्या दैनंदिन कामकाजाशी निगडित आहे. सदर नोटीस मधील ठराव हे इंग्रजीमध्ये असून ते कायद्याच्या तरतुदी पूर्ण करण्यासाठी इंग्रजीमध्ये आहे; परंतु आपल्या सोयीसाठी ठरावांची संक्षिप्त माहिती पुढे मराठीमध्ये नमूद केली आहे.

ठराव क्रमांक १

कंपनीच्या आर्टिकल्स ऑफ असोसिएशनमध्ये बदल करणे.

कंपनी कायद्याच्या आवश्यक नियमांचे पालन करण्यासाठी आपल्या कंपनीच्या आर्टिकल्स ऑफ असोसिएशनमध्ये काही बदल करणे गरजेचे आहे (आर्टिकल्स ऑफ असोसिएशन म्हणजे कंपनीच्या अंतर्गत कामकाजाविषयीचे नियम) त्यासाठी आपली आणि आपल्या सर्व भागधारकांची संमती अपेक्षित आहे म्हणून हा सदर ठराव आपल्यासमोर ठेवत आहोत.

ठराव क्रमांक २

कंपनी कायदा, २०१३ नुसार कंपनीच्या अधिकृत भांडवलाचे पुनःवर्गीकरण करणे.

कंपनीच्या भविष्यातील योजनांसाठी आणि कंपनी कायद्यामधील नियमांची पूर्तता करण्यासाठी कंपनीच्या अधिकृत भांडवलाचे पुनःवर्गीकरण करणे गरजेचे आहे. त्यासाठी आपली आणि आपल्या सर्व भागधारकांची संमती अपेक्षित आहे म्हणून हा सदर ठराव आपल्यासमोर ठेवत आहोत.

ठराव क्रमांक ३

‘सिरिज बी’ इक्विटी भागधारकांना बोनस शेअर्स देणे.

आपणास माहिती आहे की, आपली कंपनी ही दरवर्षी उत्तम प्रगती करत आहे आणि त्या अनुषंगाने कंपनी भविष्यातील योजना आखत आहे, अशा योजनेस अनुसरून त्यासाठी कंपनीला, कंपनी कायद्यामधील काही नियमांची पूर्तता करणे जरूरी आहे म्हणून सदर ठराव तुमच्यासमोर मांडण्यात आला आहे. सदर ठरावाद्वारे कंपनी आपले भांडवल वाढवू इच्छिते. सदर ठरावाअंतर्गत कंपनी आपल्या ‘सिरिज बी’ इक्विटी शेअरहोल्डर्सला ‘सिरिज बी’ बोनस शेअर्स देऊ इच्छिते आणि सदर बोनस इशूसाठी कुठल्याही भागधारकांकडून पैसे घेतले जाणार नाही आणि वरील नमूद केलेल्या नियमांची पूर्तता करण्यासाठी आपली आणि आपल्या सर्व भागधारकांची संमती अपेक्षित आहे.

तरी आपणास विनंती आहे की वर नमूद केलेल्या ठरावासाठी आपण आपल्या इच्छेनुसार योग्य मतदान करावे. पुन्हा एकदा कंपनीच्या वतीने आपणाकडून वेळोवेळी मिळत असलेल्या सहकार्याबद्दल आणि कायम दाखविलेल्या विश्वासाबद्दल आपले मनापासून आभार व्यक्त करतो.

तुम्हास आणि तुमच्या कुटुंबीयास हार्दिक शुभेच्छा!

बारामती अॅग्रो लिमिटेड करिता

रोहित राजेंद्र पवार

पूर्णवेळ संचालक

टीप :- सदरील मराठी नोटीस ही फक्त संदर्भासाठी आहे.



Baramati agro 

BARAMATI AGRO LIMITED

Registered Office : A/p. Pimpali, Tal. Baramati, Dist. Pune, 413 102.

POSTAL BALLOT NOTICE
(Pursuant to Section 110 of the Companies Act, 2013)
Sent by Courier

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), read with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that Baramati Agro Limited ("the Company") is seeking the consent of its members for the Special Business to be transacted by means of postal ballot.

The statement pursuant to section 102 of the Companies Act, 2013 pertaining to the attached draft resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto along with a Postal Ballot form (the "Form") for your consideration.

The Board of Directors of the Company (the "Board") has appointed CS Hrishikesh Wagh (FCS 7993, C.P No. 9023) Partner, M/s Kanjmag & Co., Company Secretaries, Pune as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Paper, record your assent (voting in favour) or dissent (voting against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope so as to reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on 8th January 2018.

We also request you to attach self-attested photocopy of your PAN card to the Ballot Paper so as to provide additional document to the scrutinizer for verification of your signature

Institutional shareholders (i.e. other than individuals, HUF, etc.) are required to send, along with Postal Ballot Form, certified copy of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory/(ies) who is/are authorized to vote.

Upon completion of the scrutiny of the Postal Ballot Papers, the Scrutinizer will submit his report to the Chairman. The result shall be declared not later than seven days from the last date of receipt of Postal Ballots at the Registered Office of the Company on or before Friday, 12th January, 2018 at 5.00 pm. The results will be displayed at the notice Board at the Registered Office of the Company and the aforesaid result would be uploaded subsequently on the website of the Company viz. www.baramatiagro.com.

RESOLUTIONS:

1. To consider and, if thought fit to pass, with or without modification(s) the following Resolution for Alteration in Articles of Association the Company as **Special Resolution** :

"**RESOLVED THAT** pursuant to Section 14 and all other applicable provisions of the Companies Act, 2013, (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company be and are hereby amended as follows:

1. Article 7 (Shares with differential rights) be altered and substituted as follows:-

7(i) Subject to the provisions of sections 43 & 47 of the Act and specific rules made there under, the Board may issue equity shares with differential rights as to dividend, voting or otherwise.

Classes Rights

The rights of classified Authorised & paid up capital will be as follows:

Rights of class A equity shares:

Face value - Rs. 10 per share

Voting - one vote for every one share of Rs. 10 each fully paid up

Dividend - Preference over B class of equity shares as & when declared by the Annual General Meeting or interim dividend recommended by the Board

Bonus shares - as may be recommended by the Board by way of capitalisation of reserves pursuant to the provisions of Article 43 & provisions of the Act

Others rights - as may be varied from time to time pursuant to the provisions of Article 7 of these Articles & provisions of section 48 of the Act.

Rights of class B equity shares:

Face value Rs. 10 per share

Voting - one thousand votes for every one share of Rs. 10/- each fully paid up

Dividend - As & when declared by the Annual General Meeting or interim dividend recommended by the Board subject to preferences of other classes

Bonus shares - as may be recommended by the Board by way of capitalisation of reserves pursuant to the provisions of Article 43 & provisions of the Act

Others rights - as may be varied from time to time pursuant to the provisions of Article & provisions of section 48 of the Act.

If variation of rights of any one class would affect the rights of other class then their approval would be taken pursuant to the provisions of this Article & provisions of section 48 of the Act.

7(ii) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of Section 48, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(iii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

Clause 43(a) (Capitalization) be substituted and clause 43(d) be inserted immediately after existing article 43(c) as follows:-

43. (a) Subject to and in accordance with the provisions of Section 63 of the Act and Rules thereunder, if any, the Company in the general meeting may, upon the recommendation of the Board resolve to capitalize any part of the Company's reserves or securities premium account or balance to the credit of the Profit & Loss Account or amounts otherwise available for distribution as per the act from time to time provided that the Company has not made any default in repayment of deposits under Section 74 of the Act

43 (d) The Board may if it is thought fit recommend to the General Meeting capitalisation of reserves for the purpose stated in Article 43 (b) above in such proportion as it may think fit exclusively to any class of equity shareholders or any group of members within the class in exclusion of other members of that class or all members of other class

2 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 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 Crores Only) divided into 3,90,00,000 (Three Crores Ninety Lacs) 'Series A' Ordinary Equity Shares of Rs. 10/- each and 1,20,00,000 (One Crore Twenty Lacs) 'Series B' Equity Shares of Rs. 10/- each and 70,00,000 (Seventy Lacs) Preference Shares of Rs.10/- each be and is hereby reclassified into Rs. 58,00,00,000 (Rupees Fifty Eight Crores only) divided into 3,83,43,000 (Three Crores Eighty Three Lacs Forty Three Thousand) Ordinary Equity Shares (Series A) of Rs. 10/- each and 1,26,57,000 (One Crore Twenty Six Lacs Fifty Seven Thousand) 'Series B' Equity Shares of Rs.10/- each and 70,00,000 (Seventy Lacs) 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 3,83,43,00 Ordinary Equity Shares (Series A) of Rs. 10/- each and 1,26,57,000 'Series B' Equity Shares of Rs.10/- each and 70,00,000 Preference Shares of Rs. 10/- each with the rights, privileges as may be determined at the time of issue or 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 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 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 of the Company be and are hereby severally authorised to take all such steps and to take actions and to give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate.

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

"**RESOLVED THAT** subject to approval of members of the company for reclassification of share capital of the Company as stated in item no. 2 and in accordance with provisions of Section 48, & 63 of Companies Act, 2013 and all other applicable provisions, if any of the Companies Acts, 2013 and the Rules made thereunder read with 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. 8,31,69,510/- (Rupees Eight Crores Thirty One Lac Sixty Nine Thousand Five Hundred and Ten 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 'Series B' Equity Shares of Rs. 10/- (Rupees Ten) each with differential voting rights as Bonus Shares to the existing holders of 'Series B' Equity Shares of the Company, whose name shall appear in the Register of Members on the 'Record Date' for the said purpose in the proportion of 23 (Twenty three) fully paid up 'Series B' Equity Shares of Rs.10/- each for every 12 (Twelve) 'Series B' Equity Shares held by the existing 'Series B' Equity Shareholders 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. In case the number of shares to be issued as Bonus Shares are in fraction, the said fraction to be ignored for the purpose of issue of Bonus Shares."

RESOLVED FURTHER THAT the Bonus shares so allotted shall rank paripassu in all respects with fully paid-up Equity Shares of the Company as existing on the Record Date.

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.

By order of the Board of Directors
For **Baramati Agro Limited**

Sd/-
Devendra Kulkarni
Company Secretary

29th September, 2017

Baramati

ACS-27483

NOTES :-

Voting through electronic means

1. In compliance with Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their

votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Members.

The instructions for e-voting are as follows :

1. Members whose email addresses are registered with the Company will receive an email from NSDL informing them of their User-ID and Password. Once the Member receives the email, he or she will need to go through the following steps to complete the e-voting process:
 - a. Open email and open the PDF file titled 'remote e-Voting.pdf', using your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that this password is an initial password.
 - b. Launch your internet browser and type out the following URL: <https://www.evoting.nsd.com>.
 - c. Click on Shareholder - Login.
 - d. Enter the user ID and password (the initial password noted in step (a) above). Click on Login.
 - e. The Password change menu will appear. Change the password to a password of your choice. The new password should have a minimum of 8 digits / characters or combination thereof. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
 - f. The homepage of e-voting will open. Click on e-voting : Active Voting Cycles.
 - g. Select "EVEN" of Baramati Agro Limited for Series A & Series B
 - h. Now you are ready for e-voting as the Cast Vote page opens.
 - i. Cast your vote by selecting the option of your choice and click on 'submit'. Remember to 'Confirm' when prompted.
 - j. On confirmation, the message 'Vote cast successfully' will be displayed.
 - k. Once you have voted on a resolution, you will not be allowed to modify your vote.
 - l. Institutional Members (i.e. other than individuals, HUF, etc.) are required to send a scanned copy (PDF / JPG Format) of the relevant Board resolution / authorization letter etc., together with attested specimen signature of the authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer via e-mail, to cs@baramatiagro.com, with a copy marked to evoting@nsdl.co.in
2. For Members whose email IDs are not registered with the Company and who receive the physical Postal Ballot Forms, the following instructions may be noted:
 - a. The initial password is provided at the bottom of the Postal Ballot Form.
 - b. Please follow all the steps from a. to l. mentioned above, in order to successfully cast your vote.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Members available in the 'Downloads' section of www.evoting.nsd.com. Or member can send mail to cs@baramatiagro.com or contact to company secretary (020-67482975)
4. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.
5. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
6. The e-voting period commences on 10th December, 2017 (9:00 AM IST) and ends on 08th January, 2018 (05:00 PM IST). During this period, Members of the Company holding shares, as on the relevant date (cut off date/record date), i.e. Monday, 23rd day of October 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it subsequently. Member cannot vote both by postal ballot and e-voting, if he/she votes by postal ballot and e-voting, his/her vote by postal ballot shall be treated as invalid
7. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the relevant date (cut-off date/record date) i.e. Monday, 23rd day of October 2017.

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 1 Changes in Articles of Association of the Company

The Board of Directors of the Company at its meeting held on 30th June, 2017 recommended that the existing articles 7 & 43 of Article of Association be altered to bring the same in line with the provisions of the Companies Act, 2013

and the rules made there under & to correctly reflect the existing capital structure, with the text as set out in the resolution, which is self-explanatory.

Consent of the Members by way of Special Resolution is required for such alteration of Articles of Association in terms of the provisions of Section 14 of the Act place at item no. 1 of the Notice.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, are financially or otherwise interested in this Special Resolution set out in Item no.1 of the Notice except to the extent of their shareholding.

Copy of existing articles with proposed changes would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturdays, between 11.00 a.m. to 2.00 p.m.

The Board recommends this Special Resolution for your approval.

ITEM NO. 2 Reclassification of Authorised Share Capital

The present Authorised Share Capital of the Company is Rs. 58,00,00,000 (Rupees Fifty Eight Crores only) divided into 3,90,00,000 (Three Crores Ninety Lacs) 'Series A' Ordinary Equity Shares of Rs. 10/-each, and 1,20,00,000 (One Crore Twenty Lacs) 'Series B' Equity Shares of Rs.10/- each and 70,00,000 (Seventy Lacs) Preference Shares of Rs. 10/- each.

Further it is proposed to issue and allot different class(es) of Equity shares in near future. The capital is proposed to be re-classified in the following manner : Authorised Share Capital of the Company is Rs. 58,00,00,000 (Rupees Fifty Eight Crores only) divided into 3,83,43,000 (Three Crores Eighty Three Lacs Forty Three Thousand) Ordinary Equity Shares (Series A) of Rs. 10/- each and 1,26,57,000 (One Crore Twenty Six Lac Fifty Seven Thousand) 'Series B' Equity Shares of Rs.10/- each and 70,00,000 (Seventy Lacs) 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		
Ordinary Equity Shares of Rs. 10/- each ('Series A')	3,90,00,000	390,000,000	Ordinary Equity Shares of Rs. 10/- each ('Series A')	3,83,43,000	38,34,30,000
'Series B' Equity Shares of Rs. 10/- each	1,20,00,000	120,000,000	'Series B' Equity Shares of Rs. 10/- each	1,26,57,000	12,65,70,000
Preference Shares of Rs. 10/-each	7,000,000	70,000,000	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		
Ordinary Equity shares of 'Series A' Rs. 10/- each fully paid up	36,059,649	360,596,490	Ordinary Equity shares of 'Series A' Rs. 10/- each fully paid up	36,059,649	360,596,490
'Series B' Equity Shares of Rs.10/- each fully paid up	43,39,303	4,33,93,030	'Series B' Equity Shares of Rs.10/- each fully paid up	43,39,303	4,33,93,030
6% Non cumulative Redeemable Preference Shares of Rs.10/-each	5,398,385	5,39,83,850	6% Non cumulative Redeemable Preference Shares of Rs.10/-each	5,398,385	5,39,83,850
Total Issued, Subscribed & Paid Up Share Capital	4,57,97,337	45,79,73,370	Total Issued, Subscribed & Paid Up Share Capital	4,57,97,337	45,79,73,370

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.

Copy of existing Memorandum with proposed changes would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturdays, between 11.00 a.m. to 2.00 p.m. The Board of Directors of your Company recommends the Special Resolution as set out in Item No. 2 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. 2 of this Notice except to the extent of their shareholding.

Item No. 3 - Issue of Bonus Shares:

The Board proposes to issue 'Series B' Equity Shares as Bonus shares to the existing holders of 'Series B' Equity Shares. This Bonus issue would entitle the existing 'Series B' Equity Shareholders to get additional Series B equity shares in the proportion of 23 (Twenty Three) 'Series B' Equity Shares of Rs.10/- each as Bonus shares for every existing 12 'Series B' Equity Shares of Rs.10/- each held as on the record date.

The existing & proposed Issued, Subscribed & Paid Up Share Capital structure after considering the issue of Bonus shares would be as follows:

Existing			Proposed			change in shareholding %
Particulars	No. of Shares	Share Capital (In Rs.)	Particulars	No. of Shares	Share Capital (In Rs.)	
Issued, Subscribed & Paid Up Share Capital			Issued, Subscribed & Paid Up Share Capital			
Ordinary Equity shares of 'Series A' Rs. 10/- each fully paid up	36,059,649	360,596,490	Ordinary Equity shares of 'Series A' Rs. 10/- each fully paid up	36,059,649	360,596,490	0
'Series B' Equity Shares of Rs.10/- each fully paid up	43,39,303	4,33,93,030	'Series B' Equity Shares of Rs.10/- each fully paid up	1,26,56,254	12,65,62,540	15.09
6% Non cumulative Redeemable Preference Shares of Rs.10/- each fully paid up	5,398,385	5,39,83,850	6% Non cumulative Redeemable Preference Shares of Rs.10/- each fully paid up	5,398,385	5,39,83,850	0
Total Issued, Subscribed & Paid Up Share Capital	4,57,97,337	45,79,73,370	Total Issued, Subscribed & Paid Up Share Capital	5,41,14,288	54,11,42,880	

(i) **Securities to be issued** : The resolution set out at item No. 3 of the accompanying Notice is an enabling resolution, allowing the Board to issue upto 83,16,951 'Series B' Equity Shares of Rs. 10/- each with Differential Voting Rights with respect to voting power of a 1000 votes per 'Series B' equity share as Bonus shares.

Reason and Justification for the issue : The Company wants to broaden the equity capital base and create more liquidity option for 'Series B' shares and By issuing Bonus Shares to the 'Series B' Shareholders and the Company may resolve to capitalize any undivided profits of the Company standing to the credit of the Securities Premium Account / Capital Redemption Reserve Account / the Reserve Fund or other funds of the Company available for this purpose.

(ii) The percentage of the shares with differential voting rights to the total post issue paid up equity shares capital including equity share with differential rights issued at any point of time will be 25.98%.

(iii) **Pricing of Equity Shares** : The Board of Directors propose to issue the 'Series B' Equity Shares with differential rights by capitalizing the amount by issuing bonus shares of face value Rs. 10/- each. The newly allotted shares shall rank paripaasu with existing 'Series B' equity shares. The 'Series B' has Differential Voting Rights with respect to voting power of a 1000 votes per equity.

(iv) The Percentage of voting right which the equity share capital with differential voting right shall carry to the total voting right at the aggregate equity share capital is 99.72%.

(v) **The scale or proportion in which the voting rights of such class or type of shares shall vary** : Shares are being allotted as bonus to the existing of 'Series B' equity shareholders and there would not be any change in the voting power except the increase in voting power due to allotment of additional shares under bonus issue. Voting powers of 'Series A' Equity shares would be diluted to the extent of additional shares allotted to 'Series B' shareholders.

(vi) **Change in Control** : Consequent to the proposed bonus issue of 'Series B' Equity Shares, the controlling power shall vary to the extent of diluted voting rights.

(vii) Diluted Earnings Per Share (EPS) (as per the last audited Balance sheet as on 31.03.2017 : Rs.11.51
Profit after tax (F.Y. 2016-17) = Rs. 56,09,46,350/-

No. of Equity Shares after Bonus issue = 4,87,15,903 (3,60,59,649 + 1,26,56,254)

The diluted EPS figure has been calculated assuming all the shares are issued and allotted.

The Board of Directors recommends the Resolution as set out in Item no. 3 of the accompanying Notice for the approval of Equity shareholders of the Company. Therefore, the Board of Directors recommends the proposed resolution for your approval to be passed as Special Resolution.

None of the Directors and Key Managerial Personnel and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 3. Except to the extent of their shareholding.

By Order of the Board of Directors
For Baramati Agro Limited

Sd/-

Devendra Kulkarni
Company Secretary
ACS-27483

29th September, 2017
Baramati