

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the “**Act**”), read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolutions appended are proposed to be passed as special resolutions by way of postal ballot.

The statement pursuant to Section 102 of the Companies Act, 2013 pertaining to the attached 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 Advocate Anand P. Akut as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions, record your assent (for) or dissent (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 30th day of March 2015.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman. The result shall be declared on 31st day of March 2015 at the registered office of the Company. The aforesaid result would be displayed on the website of the Company viz. www.baramatiagro.com

Baramati Agro Limited

बारामती अॅग्रो लिमिटेड
Pimpali Baramati
Maharashtra 413 102
India

Tel: +91-2112-304118
Fax: +91-2112-221003
Email: cs@baramatiagro.com
CIN: U01134PN1988PLC045873
Website: www.baramatiagro.com

RESOLUTIONS

1. Creation of Charges on the movable and immovable properties of the Company, both present and future under Section 180 (1) (a) of the Companies Act, 2013.

To consider and if thought fit, to pass the following resolution as **SPECIAL RESOLUTION**:

“RESOLVED THAT in supersession of the earlier resolution passed under Section 293(1)(a) of the Companies Act, 1956 in the 24th Annual General Meeting of the Company held on September 28, 2012 and pursuant to Section 180(1)(a) of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013, if any and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and such other approvals as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called “the Board” which term shall be deemed to include any Committee, which the Board may have constituted or hereinafter constitute to exercise its powers including powers conferred by this resolution and with the power to delegate such authority to any person or persons) to mortgage and/or charge and/or hypothecate and/or lease and/or assign, in addition to mortgage(s) and/or charge(s) and/or hypothecations and/or assignment(s) created/to be created by the Company, in such form and manner and with such ranking as to priority and at such time and on such terms as the Board may determine, on all or any of the moveable and/ or immovable, tangible and/or intangible properties of the Company, wherever situate, both present and future, and/or the whole or any part of undertaking(s) of the Company together with a power to take over the management of the business and concern of the Company in certain events of default, in favour of various lender(s), agent(s), trustee(s) for securing the borrowings availed/to be availed by the Company by way of loan(s) (in foreign currency and/or rupee currency) and/or advances including credit facilities and/or securities (comprising fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rate notes/bonds or other debt instruments), issued or to be issued by the Company from time to time of an aggregate value not exceeding Rs. 1000 Crores (Rupees One Thousand Crores Only) together with interest thereon at the respective agreed rates, compound interest, additional interest, accumulated interest, liquidated damages, premia on prepayment or on redemption, costs, charges, expenses including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other moneys payable by the Company in terms of loan agreement(s) or otherwise and other moneys payable

Baramati Agro Limited

बारामती अॅग्रो लिमिटेड
Pimpali Baramati
Maharashtra 413 102
India

Tel: +91-2112-304118
Fax: +91-2112-221003
Email: cs@baramatiagro.com
CIN: U01134PN1988PLC045873
Website: www.baramatiagro.com

by the Company to the lenders in terms of loan agreement(s) and/or any other document(s) entered into/to be entered into between the Company and the lenders(s)/agent(s)/trustee(s) in respect of said loans/ borrowings/debentures/securities and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board (including any Committee thereof) and lender(s), agent(s) and trustee(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or its Committee be and is hereby authorized to negotiate and finalize with the lenders, terms and conditions, including the nature and ranking of charge and/or mortgage, documents / deeds / writings / papers / agreements as may be required for creation of mortgage and/or charge and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulty or doubts relating thereto that may arise in regard to creating mortgage/charge as aforesaid.”

2. To give loans or to make investments and to give guarantees or to provide security in connection with a loan made under Section 186 of the Companies Act, 2013.

To consider and if thought fit, to pass the following resolution as **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to Section 186 and any other applicable provisions of the Companies Act, 2013, if any and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and such other approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to give loan(s) to any person or other body corporate and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made to any other body corporate or person and/or to acquire by way of subscription, purchase or otherwise the securities of any body corporate up to a limit not exceeding Rs. 1,750 Crores (Rupees One Thousand Seven Hundred and Fifty Crores only) notwithstanding that the aggregate of the loans, guarantees or securities so far given or to be given to and/or securities so far acquired or to be acquired in all bodies corporate may exceed the limits prescribed under the said section.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory,

Baramati Agro Limited

बारामती अॅगो लिमिटेड
Pimpali Baramati
Maharashtra 413 102
India

Tel: +91-2112-304118
Fax: +91-2112-221003
Email: cs@baramatiagro.com
CIN: U01134PN1988PLC045873
Website: www.baramatiagro.com

contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to the Board of Directors or the Managing Director or any other person authorised by the Board and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

By Order of the Board of Directors
For **BARAMATI AGRO LIMITED**

Sd/-

Amol Phadke
Company Secretary
M. No. 26061

Date: 27/02/2015
Place: Baramati

Baramati Agro Limited

बारामती अॅग्रो लिमिटेड
Pimpali Baramati
Maharashtra 413 102
India

Tel: +91-2112-304118
Fax: +91-2112-221003
Email: cs@baramatiagro.com
CIN: U01134PN1988PLC045873
Website: www.baramatiagro.com

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

ITEM NO. 1 OF THE NOTICE

An approval was sought from the Members of the Company vide ordinary resolution passed in the Annual General Meeting held on September 28, 2012 under Section 293 (1) (a) of the Companies Act, 1956 for creation of mortgage, lease and/or charge in addition to charge created/to be created by the Company, on all or any of the moveable and/or immoveable, tangible and/or intangible properties of the Company upto an aggregate amount not exceeding Rs. 1000 Crores (Rupees One Thousand Crores Only)

After the Commencement of Companies Act, 2013 a fresh approval of shareholders by means of Special Resolution is necessary.

The Company proposes to approve the limit of mortgage of and/or creation of security on the moveable and/or immoveable properties of the Company, in order to commensurate the same with the borrowing limit. As per the provisions of Section 180(1)(a) of the Companies Act, 2013, the consent of Members is required to authorize the Board of Directors of the Company to mortgage, lease and/or create charge in addition to charge created/to be created by the Company, on all or any of the moveable and/or immoveable, tangible and/or intangible properties of the Company.

Pursuant the provisions of Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 the above referred approval needs to be obtained by means of postal ballot.

Therefore, the Board of Directors recommends the proposed resolution for your approval.

None of the Directors and Key Managerial Personnel is concerned or interested, financial or otherwise, in the resolution set out at Item No. 1.

ITEM NO. 2 OF THE NOTICE

The Company is proposing to make substantial expansions in its areas of business and diversify its product range. For this purpose, the Company may require to make investment in any body corporate, to make loans or give guarantee or to provide security as and when required. As a measure of achieving greater financial flexibility and to enable optimal financial structuring, to facilitate speedy implementation of various projects, it is proposed that the Board

Baramati Agro Limited

बारामती अॅग्रो लिमिटेड
Pimpali Baramati
Maharashtra 413 102
India

Tel: +91-2112-304118
Fax: +91-2112-221003
Email: cs@baramatiagro.com
CIN: U01134PN1988PLC045873
Website: www.baramatiagro.com

of Directors be authorized to invest in any body corporate by way of subscription and/or purchase of shares and/or debentures, grant of loan, guarantee and/or providing of security in connection with the loan taken by any body corporate or person from time to time not exceeding Rs. 1,750 Crores (Rupees One Thousand Seven Hundred and Fifty Crores only)

As per provisions of Section 186 (2) of the Companies Act, 2013, no company shall directly or indirectly —

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

Exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more unless prior approval of shareholders is obtained by special resolution

Pursuant to the provisions of Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 the above referred approval needs to be obtained by means of postal ballot.

The funds required for the investment will be sourced through internal accruals, equity proceeds and/or borrowings.

The Board of Directors recommends the proposed resolution for your approval.

None of the Directors and Key Managerial Personnel is concerned or interested, financial or otherwise, in the resolution set out at Item No. 2.

By Order of the Board of Directors
For **BARAMATI AGRO LIMITED**

Sd/-

Amol Phadke
Company Secretary
M. No. 26061

Date: 27/02/2015
Place: Pune

Baramati Agro Limited

बारामती अॅग्रो लिमिटेड
Pimpali Baramati
Maharashtra 413 102
India

Tel: +91-2112-304118
Fax: +91-2112-221003
Email: cs@baramatiagro.com
CIN: U01134PN1988PLC045873
Website: www.baramatiagro.com

INSTRUCTIONS FOR VOTING

- This form should be duly completed and signed by the shareholder. In case of joint holding, this form should be completed and signed as per the specimen signature registered with the Company in respect of shares held in the physical form by the first named shareholder and in his absence, by the next named joint shareholder.
- Unsigned/Incomplete Postal Ballot Forms will be rejected.
- Duly completed Postal Ballot Form should reach the Scrutinizer on or before 5.00 p.m. on 30th day of March 2015. Postal Ballot Form received after this date will be strictly treated as if the reply from the shareholder has not been received.
- Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders as on the cut-off date i.e. 23rd day of February, 2015.
- A shareholder may request for a duplicate Postal Ballot Form, if so required. The Postal Ballot Form can also be downloaded from the website www.baramatiagro.com
- The exercise of vote through Postal Ballot is not permitted through a proxy.
- The Scrutinizer's decision on the validity of the Postal Ballot Form would be final.
- Shareholders are requested not to send any other paper/documents along with the Postal Ballot Form. If sent, the same paper/document will not be acted upon.
- Shareholders are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by erasable writing medium/s like pencil etc.).
- There will be one Postal Ballot Form for every Folio, irrespective of the number of joint holders.

Baramati Agro Limited

बारामती अॅग्रो लिमिटेड
Pimpali Baramati
Maharashtra 413 102
India

Tel: +91-2112-304118
Fax: +91-2112-221003
Email: cs@baramatiagro.com
CIN: U01134PN1988PLC045873
Website: www.baramatiagro.com

POSTAL BALLOT FORM

Sr. No.	Particulars	Details of Shareholders
1.	Name(s) of Shareholder(s) (in block letters)	
2.	Registered Address of sole/first named Shareholder (in block letters)	
3.	Registered Folio Number	
4.	No. of Equity Shares held	

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the Businesses stated in the Notice of Postal Ballot dated 27th February, 2015 of the Company by sending my/our assent or dissent to the said Resolutions by placing the tick mark(✓) at the appropriate box below:

Item No.	Description	I / We assent (agree) to the Resolution (FOR)	I / We dissent (disagree) to the Resolution (AGAINST)
1.	Creation of Charges on the movable and immovable properties of the Company, both present and future under Section 180 (1) (a) of the Companies Act, 2013.		
2.	To give loans or to make investments and to give guarantees or to provide security in connection with a loan made under Section 186 of the Companies Act, 2013.		

Place:

Date:

Signature of the Shareholder

Note : Please read the instructions carefully before exercising your vote.

Baramati Agro Limited

बारामती अॅग्रो लिमिटेड
Pimpali Baramati
Maharashtra 413 102
India

Tel: +91-2112-304118
Fax: +91-2112-221003
Email: cs@baramatiagro.com
CIN: U01134PN1988PLC045873
Website: www.baramatiagro.com

