

NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting of the members of Baramati Agro Limited will be held on Saturday, 20th June, 2020 at its Registered office at post Pimpali, Tal- Baramati, Dist-Pune-413102 at 11.00 am. (IST) through Video Conferencing Facility (CISCO **Webex**), to transact the following business:

SPECIAL BUSINESS:

1. APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY:

To consider and, if thought fit to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, if any of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded to appoint M/s. Kirtane and Pandit LLP, Chartered Accountants, Pune (Firm Registration Number 105215W/W100057) as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. S R B C & CO. LLP, Chartered Accountants, Pune (Firm Registration Number 324982E/E300003), and shall hold office as the Statutory Auditors of the Company till conclusion of next Annual General Meeting and shall conduct the Statutory Audit of the Company for the period ended 31st March, 2020, on such remuneration and reimbursement of out of pocket expenses for the purpose of audit as may be approved the Board of Directors including any committee formed by the Board of Directors”

RESOLVED FURTHER THAT any one Director or the Company Secretary of the Company be and is hereby authorized to file necessary E-form(s) with the Registrar of Companies and issue certified copy of this resolution as and when required.”

Date: - 20th May, 2020

Place: - Pune

**By the Order of the Board of Directors
of Baramati Agro Limited**

Devendra Kulkarni

Company Secretary

M No. A27483

Address: Flat No.5, Megha Apt, Anand

Nagar, Sinhagad Road-411051

Notes:

1. Pursuant to section 102 of the Companies Act, 2013, a statement setting out material facts concerning each item of Business to be transacted at the Extra Ordinary General Meeting (EGM) is annexed hereto.

Baramati Agro Limited

Pimpali Baramati
Maharashtra 413 102
India

Tel: +91-2112-663100
Email: mail@baramatiagro.com
CIN: U01134PN1988PLC045873
Website: www.baramatiagro.com

2. Corporate members intending to appoint their authorized representatives to attend the EGM through Video Conferencing Facility (**Webex**) are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. As per the Circular no.14 dated 08th April, 2020 issued by Ministry of Corporate Affairs (MCA) the meeting is being convened through Video Conference mode, where physical attendance of members is not required and hence the facility for appointment of proxies will not be available.
4. The members are further requested to:
 - a. Refer the notice sent to the members on their respective e-mail id and record their attendance **at time of meeting by accessing Webex (Details of the same are given in point no.8F herein below)**. 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. Intimate changes, if any, in their registered e-mail 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.
5. As s per the Circular no.14 dated 08th April, 2020 and Circular no. 17 dated 13th April, 2020 issued by Ministry of Corporate Affairs (MCA) the notice of EGM, E-Mail Registration Form, is being sent in electronic mode to the members whose e-mail addresses are registered with the Company.

Members may also note that Notice of the meeting shall also be available on the Company's website www.baramatiagro.com for being downloaded.

The 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.

6. Since the Meeting is going to be held through Video Conference Facility (**Webex**) Proxy form, Attendance slip and Route map are not enclosed to this notice.
7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members through electronic mode on the website of the Company at www.baramatiagro.com which shall be displayed till the date of the Extra Ordinary General Meeting of the Company.

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8. **Information and other instruction relating to Video Conferencing (VC) are as follows:**

- A. Considering the need to take precautionary steps to overcome the outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide its Circular dated 8th April, 2020 and 13th April, 2020, has decided to relax the requirement of holding EGM by physical presence of the members and has issued various procedural guidelines in respect of conduct of EGM through video conferencing (VC) or other audio visual means (OAVM). Hence, the Company is pleased to provide the facility to its members to exercise their right to attend and vote in the EGM via electronic means i.e. Video Conferencing.
- B. The members are allowed to join the meeting by VC on Saturday, 20th June, 2020 within 10.45 am (IST) to 11.30 am (IST).
- C. The facility for joining the meeting shall be open 15 minutes before the time scheduled to the start of the meeting and shall be closed on the expiry of 15 minutes after the scheduled time.
- D. Attendance of members through video conferencing will be counted for the purpose of quorum.
- E. The members who wish to join the meeting shall download the “**Webex**” software or log in to **Webex** site on your mobile devices/ computers/ laptops/ any other video system etc. whichever is preferable.
- F. The **Webex** link to attend the meeting is reproduced herein below:-

<https://baramatiagro.webex.com/baramatiagro/j.php?MTID=m3597e96a03d87a0cb65133c7a2388d3b>

Password:-1234

After that following steps to be obtained.

- (i) click “**Join.**”
- (ii) If this is the first time you’re joining a **Webex** meeting, **Webex** automatically downloads the app. Click the installer file to install the app.
- (iii) Enter your name and email address, and click “**Next**”.
- (iv) If you’re asked for a meeting password, enter the meeting password – given herein above - and click “**Next**”.
- (v) Next, you choose how you want to hear.
 - **Use computer for audio** (default) – Use your computer with a headset or speakers.
 - **Call in** – If you prefer to use your phone for audio, dial in when the meeting starts. A list of the global call-in numbers is available

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in your meeting invite. Choose this option if your Internet connection is slow.

- **Call me** – Enter a phone number and **Webex** calls you. Depending on your **Webex** plan, you may or may not see this option.
 - **Don't connect audio** - Use this option when you need to join a meeting and share content, and don't need audio. For example, you're in a conference room with your team, or someone already connected to the meeting from a video device.
- (vi) By default, your microphone and camera are turned off. The video and microphone buttons are both red.

- To join with your video on, click “**Start video**” 
 - To join with your microphone on, click “**Unmute**” 
 - To connect to a compatible video device, click “**Use video system**”.
- (vii) Click “**Join Meeting.**”

If the Member is joining meeting from their Apple or Android phone, tablet or Apple watch using Webex mobile app.

- (i) Open the invite/ link to when it's time to join the meeting and Tap “**Join**”.
- (ii) Tap “**Download**” to install the Cisco Webex Meetings app and join the video conference. To join the meeting by phone only, tap the number on your screen.
- (iii) Tap “**Open**” after the app is installed and accept the Terms of Service and Privacy Statement.
- (iv) Tap “**Join Meeting**”, enter the meeting number - it's in the email invitation - and tap “**Join**”.
- (v) Enter the meeting password – (1234)—and tap “**OK**”.
- (vi) When the Webex Meetings app opens, your video preview lets you see how you'll look to others before you join the meeting.
- (vii) **Change your audio and video settings** before joining your meeting.
 - **Use Internet for audio (default)** - Use your phone with a headset or speakers.
 - **Call in** - If you prefer to use your phone for audio, dial in when the meeting starts. A list of the global call-in numbers is available in your meeting invite. Choose this option if your Internet connection is slow.
 - **Call me** - Enter a phone number and Webex calls you. Depending on your Webex plan, you may or may not see this option.
 - **Don't connect audio** - Use this option when you need to join a meeting and share content, and don't need audio. For example, you're in a conference room with your team, or someone already connected to the meeting from a video device.
- (viii) Click **Connect to a device** to join the meeting from a compatible video device.
- (ix) Tap “**Join**”.

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- G. The recorded transcript of the meeting shall be made available on the website of the Company www.baramatiagro.com on or before Tuesday 30th June, 2020.
- H. The members are given facility to pose questions in the meeting or they can submit their questions in advance by writing to the company at cs@baramatiagro.com.
- I. The copy of consent and eligibility certificate received from M/s. Kirtane and Pandit LLP shall be made available for inspection of members on the website of the Company at www.baramatiagro.com till the date of Extra-Ordinary General Meeting.

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 resolution proposed to be passed in the EGM by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the EGM ('Remote e-voting').
- B. The facility for casting the vote through e-voting system 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 e-voting system at the meeting. The instructions for casting the votes through e-voting system shall be separately given 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 e-voting system 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 e-voting system at the meeting shall be considered as invalid.
- D. The Company has engaged the services of National Securities Depository Limited ("NSDL") as the Agency to provide e-voting facility.
- E. Voting rights shall be reckoned on the number of shares registered in the name of the member as on the cut-off date i.e. 31st March, 2020.
- F. A person, whose name is recorded in the Register of Members as on the cut-off date only shall be entitled to avail the facility of remote e-voting/ e-voting system at the meeting.
- G. The remote e-voting period commences from Wednesday, 17th June, 2020 at 09:00 A.M. (IST), and ends on Friday, 19th June, 2020 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

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disabled by NSDL for voting thereafter and members will not be allowed to vote electronically beyond the said date and time. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

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

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

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

b. In case a member receives copy of the notice of EGM via e-mail:

- (i) Initial password is provided in a separate attachment along with the notice of the EGM.
- (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) mentioned above, to cast vote electronically.

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- I. In case of any queries, members may refer the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- J. If the members are already registered with NSDL for remote e-voting then they can use their existing User ID and Password for casting their vote.
- K. The members can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- L. The Board of Directors has appointed CS Hrishikesh Wagh (FCS 7993, C.P No. 9023) Partner, M/s KANJ & Co. LLP, Company Secretaries, Pune as the Scrutinizer to scrutinize the remote e-voting process and voting through e-voting system in the video conferencing in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
- M. At the EGM, at the end of discussion on the resolution on which voting is to be held, voting by use of "electronic voting system" will be allowed for all those members who are present for the EGM 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, shall prepare a consolidated report and submit the same to the Chairman and Managing Director or Executive Director of the Company within three days of conclusion of the meeting i.e. on or before Tuesday, 23rd June, 2020.
- O. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company (www.baramatiagro.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. Saturday, 20th June, 2020.

EXPLANATORY STATEMENT

Baramati Agro Limited

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Pursuant to section 102 of the Companies Act, 2013, a statement setting out material facts concerning Business item mentioned in the accompanying notice.

The following statement sets out all material facts relating to the Business-

Item no. 1- Appointment of Statutory Auditor of the Company:

M/s. S R B C & Co LLP, Chartered Accountants, Pune (Firm Registration No.: 324982E/E300003) have tendered their resignation from the post of Statutory Auditors of the Company vide letter dated 20th March 2020, as there was no consensus between M/s. S R B C & Co LLP and the Company regarding the revision of their remuneration. The said resignation has resulted into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). According to the provisions of the said section, casual vacancy caused by the resignation of auditors shall be filled by the Board of Directors of the Company and the said appointment shall also be approved by the members of the Company in General Meeting which is to be convened within three months of the recommendation of the Board.

After taking into account the recommendations of Audit Committee, the Board of Directors issued a letter to M/s. Kirtane and Pandit LLP seeking their consent and eligibility certificate to be appointed as the Statutory Auditor of the Company with respect to the provisions of the Companies Act, 2013,

M/s. Kirtane and Pandit LLP, Chartered Accountants, Pune (Firm Registration Number 105215W/W100057) vide letter dated 23rd March, 2020, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, the Board of Directors in their meeting held on 24th March, 2020 appointed M/s. Kirtane and Pandit LLP, Chartered Accountant, Pune (Firm Registration Number 105215W/W100057) as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. S R B C & Co LLP, Chartered Accountants, Pune (Firm Registration No.: 324982E/ E300003), subject to the approval of members in the General Meeting and they shall conduct the Statutory Audit of the Company for the period ended 31st March, 2020.

The said consent and eligibility certificate received from M/s. Kirtane and Pandit LLP, Chartered Accountant, Pune (Firm Registration Number 105215W/W100057) shall be available for inspection at the website of the Company at www.baramatiagro.com till the date of Extra-Ordinary General Meeting.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

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None of the Directors, Key Managerial Personnel or their relatives, financially or otherwise, concerned or interested in the said resolution except to the extent of their shareholding, if any, in the Company.

**By the Order of the Board of Directors
of Baramati Agro Limited**

Date: - 20th May, 2020

Place: - Pune

Devendra Kulkarni

Company Secretary

M No. A27483

Address: Flat No.5, Megha Apt, Anand
Nagar, Sinhagad Road-411051

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REGISTRATION OF E-MAIL ADDRESS FORM

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

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

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

Folio No. _____

Name of the first/ sole shareholder _____

Name of joint shareholder(s) if any _____

Registered Address _____

E-mail address (to be registered) _____

Place:

Date:

(Signature of Shareholder)

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