

NOTICE

NOTICE is hereby given that the 29th Annual General meeting of the members of Baramati Agro Limited will be held on Friday, September 15, 2017, at 11.00 a.m. 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 financial year ended on March 31, 2017 and the Report of Board of Directors' and Auditors' thereon.
- 2 To declare dividend on Preference shares for the year ended on 31st March, 2017.
- 3 To appoint Director in place of Mr. Rohit R Pawar (DIN : 00590679) who retires by rotation and being eligible offers himself for reappointment and on that reappointment there will not be any break in his service as Whole time Director.
- 4 **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 or re-enactment thereof for the time being in force), the appointment of M/s. Chaturvedi & Shah, Chartered Accountants (Registration No. 101720W), as the joint statutory auditors of the Company be and is 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."

SPECIAL BUSINESS:

- 5 **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 ₹ 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."

- 6 **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: ₹ 75,000/- (Rupees Seventy 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."

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

Place : Pune
Date : 30/06/2017

Devendra Kulkarni
Company Secretary
M No. A27483

Notes:

1. The Explanatory statement pursuant to section 102 of the Companies Act, 2013 relating to 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. The 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 atleast 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.

- 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.
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. The Register of Members of Preference Shares and Share Transfer Book for Equity and Preference Shares of the Company shall remain closed from Friday 08th September, 2017 to Friday 15th September, 2017 (both days inclusive) for the purpose of payment of preference dividend.
 10. The preference dividend shall be paid on or after 15th September, 2017 to those Members or their mandates whose names are registered in the Company's Register of Members as on cutoff date viz. 15th September, 2017.
 11. **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.
- 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. 5th August, 2017.
- 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 / Ballot.
- G. The remote e-voting period commences from Tuesday, 12th September, 2017 at 09:00 A.M. (IST), and ends on Thursday 14th September, 2017, 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.
- 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 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.

- 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 downloads 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 your 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. 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.
- M. 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.
- N. 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.
- O. 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 18th September, 2017.
- P. 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.
- Q. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the meeting i.e. 15th September, 2017.
- 12 The 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.
- 13 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 Business mentioned in the accompanying notice:

Item no.2 - Declaration of Dividend on Preference Shares

During the Financial Year 2016-17, Company on

5th October 2016 allotted by way of Bonus shares, 53,98,385 6% non-cumulative redeemable Preference Shares(RPS) of Rs.10/- each redeemable upto 15 years in the ratio of 3 RPS Shares of Rs.10/- each for every 20 Ordinary Equity (Series A) Shares.

Since the Preference Shares were issued during the year dividend is being recommended to be paid on pro rata basis.

Item no. 3- Appointment of Mr. Rohit R Pawar who is liable to retire by rotation and being eligible offers himself for re-appointment

For the Financial Year 2016-17, Mr. Cheluvayaswamy Gopaldaswamy, (DIN: 00742732) was liable to retire by rotation. However, Mr. Cheluvayaswamy Gopaldaswamy has resigned due to his health issue as Director w.e.f 30th June, 2017.

Mr. Prakash J Jagtap (DIN: 00656410), Independent Director of the Company has also resigned due to his health issues as Director w.e.f 30th June, 2017.

Post these resignations, the total number of Directors are four, out of which one is independent director and the other three are non independent executive directors.

As per section 152 (6) of the Companies Act, 2013, two-third of total Directors are liable to retire by rotation. However, as per explanation to the said sub-section, 'total no. of Directors' shall not include Independent Directors. Hence only two Directors are liable to retire by rotation and out of such two, only one would retire in the ensuing Annual General Meeting.

Accordingly, pursuant to section 152 Mr. Rohit R Pawar (DIN:00590679) is liable to retire by rotation at the ensuing Annual General Meeting (AGM) and being eligible has offered himself for re-appointment. Mr Rohit Pawar has been working as Whole time executive Director since 18th February, 2012 there will not be any break in his service if he is reappointed in the ensuing AGM.

None of the Directors/Key Managerial Personnel of the Company/their relatives except Mr. Rajendra D Pawar and Mr. Rohit R Pawar are, in any way, concerned or interested, financially or otherwise, in the proposed Ordinary Resolution as set out at Item no. 3 of this notice. Mr. Rajendra D Pawar being father of Mr. Rohit R Pawar and Mr. Rohit Pawar himself be treated as interested in passing this resolution.

Item no. 4- Ratification of the appointment of the statutory auditors:

Pursuant to the provisions of section 139(2) of the Companies Act, 2013 M/s Chaturvedi & Shah were appointed as Joint statutory auditors of the Company along with M/s G.S. Thorat & Co.

M/s G. S. Thorat & Co. holds office up to the conclusion of ensuing annual General meeting and due to applicability of section 139 (2) viz. mandatory rotation (Term of 5 years) of auditors are not eligible to get reappointed as the statutory auditor of the Company for next five years.

M/s Chaturvedi & Shah were appointed for a term of 2 years to comply with the requirements of section 139 (2) and the appointed is required to be ratified by the shareholders of the Company in ensuing annual General meeting. Accordingly resolution for ratification of their appointment is mentioned in the notice of ensuing Annual general meeting.

The Board of Directors recommends passing of the resolution as set out at Item no. 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. 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 30, 2017, 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 ₹ 1,50,000/- per annum exclusive of applicable taxes and out of pocket expenses for the financial year ending March 31, 2018.

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, 2018.

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 - The confirmation of the remuneration payable to Mr. Subhash J Gulve as Executive Director of the Company:

The Board at its meeting held on September 24, 2016 had changed the Designation of Mr. Subhash J Gulve from Whole-Time Director to Executive Director of the Company. The Remuneration payable to Mr. Subhash J Gulve has been approved by the Board based on the recommendation of nomination and remuneration committee.

The Remuneration payable to Mr. Subhash J Gulve as Executive Director of the Company is subject to the approval of the members at the forthcoming annual General meeting.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the notice for confirmation of the remuneration payable to Mr. Subhash J Gulve as Executive Director of the Company.

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 except Mr. Subhash J Gulve 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.

By the Order of the Board of Director of
Baramati Agro Limited

Place : Pune
Date : 30/06/2017

Devendra Kulkarni
Company Secretary
M No. A27483

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 annual reports, notices of general meetings/postal ballot 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 pan card or passport 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)

Form No. SH-13

Nomination Form

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014]

To
 Baramati Agro Limited
 A/P. Pimpali, Tal - Baramati

I/We the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE/S -

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail id:
- (h) Relationship with the security holder:

(3) IN CASE NOMINEE IS A MINOR-

- (a) Date of birth:
- (b) Date of attaining majority
- (c) Name of guardian:
- (d) Address of guardian:

Name: _____

Address: _____

Name of the Security Holder (s) _____

Holder (s) _____

Signature _____

Witness with name and address _____

**FORM 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: A/P. Pimpali, Tal - Baramati, Dist - Pune 413 102.

TWENTY NINETH ANNUAL GENERAL MEETING

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

I/ We, being the member(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 29th Annual General Meeting of the Company on Friday, September 15, 2017 at Appasaheb Pawar Sabhagruh, Shardanagar (Malegaon), Nira Road, Taluka – Baramati, District - Pune - 413102 at 11.00 a.m. 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 financial year ended on March 31, 2017 and the Report of Board of Directors' and Auditors ' thereon
2.	To declare dividend on Preference shares for the year ended 31st March, 2017
3.	To appoint in place of Mr. Rohit R Pawar(DIN:-00590679) who retires by rotation and being eligible offers himself for reappointment
4.	To ratify the appointment of the statutory auditors and fix their remuneration.
SPECIAL BUSINESS:	
5.	To approve the remuneration of the Cost auditors for the financial year ending March 31, 2018.
6.	To confirm the remuneration payable to Mr. Subhash J Gulve as Executive Director of the Company.

Signed this _____ day of _____ 2017

Signature of Member

Affix a
Revenue
Stamp

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 29th Annual General Meeting of the Company.

