



## SCRUTINIZER'S CONSOLIDATED REPORT

To,  
Chairman,  
Baramati Agro Limited  
A/p. Pimpali, Tal. - Baramati,  
Dist. Pune, 413102.

Dear Sir,

I, CS Hrishikesh Wagh (FCS 7993, C.P. No. 9023), Partner of M/s KANJMAG & Co., Company Secretaries, Pune was appointed as Scrutinizer for the postal ballot voting process conducted for obtaining approvals for the special resolution and ordinary resolution specified in the Notice.

I report as under:

1. The Postal ballot process through e-Voting as well as in physical form was conducted in respect of the special resolution and ordinary resolution, as per Section 108 and Section 110 of the Companies Act, 2013 between 15<sup>th</sup> November, 2016 and 14<sup>th</sup> December, 2016.
2. As per the information given to me the Company on 15<sup>th</sup> November, 2016 completed the dispatch of the following documents by email and Courier;
  - a. Notice to the members of the Company containing the proposed resolutions under Section 180 (1) (a) and Section 62 and all other applicable provisions, if any of the Companies Act, 2013.
  - b. Postal Ballot Form.
  - c. Postage Prepaid envelop.
  - d. Authentication details
1. After the time fixed for closing of the e-Voting and Postal Ballot process, i.e. at 5.00 PM on 14<sup>th</sup> December, 2016, a final electronic report of the e-Voting process was generated by accessing the data available on the website of National Securities Depository Limited (NSDL), i.e. "<https://www.evoting.nsdl.com>". The final report was tabulated and the data regarding the final e-Votes was diligently scrutinized and reconciled with the data available on the above mentioned website.
3. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company.



4. As per the information given to me the documents referred to in (2) above were sent to the members / beneficiary holders whose names appeared on the Register of Members / List of Beneficiaries as 20<sup>th</sup> September, 2016.
5. As per the information available on record and explanations given to me the Company has paid proper and due postage wherever required with reference to the above.
6. 2 (Two) Postal ballot papers were rejected and votes were treated as invalid for the following reason;
  - a. Signature not done. (unsigned ballot paper )
7. Envelopes containing Postal Ballot Forms received up to 5 PM on 14<sup>th</sup> December, 2016 were considered by me for scrutiny.
8. I received no postal ballot paper in defaced / mutilated condition.
9. Total 29 postal ballots and 16 E-Voting ballots have been received from the shareholders which have been scrutinized by me to ascertain the assent or dissent of the shareholders and the cumulative result of the e-Voting process and the postal ballot papers received is as under:

**Special Resolution- Item No. 1 passed with requisite majority**

To approve creation of charge/encumbrance on assets of the Company u/s 180 (1) (a) of the Companies, Act, 2013:

• **E-Voting process:**

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
16	2,05,67,981	100%

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

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

(III) **Abstained** from Voting:

Number of members who abstained from Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

• **Postal Ballot papers received:**

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

Number of Ballot Papers Received	Number of votes cast	% of total number of valid votes cast
27	15,250	100%

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

Number of Ballot Papers Received	Number of votes cast	% of total number of valid votes cast
0	0	0

(III) **Invalid** votes:

Number of Ballot Papers Received	Total number of votes cast
2	500

**Cumulative Result:**

	Voted in favour	Voted against	Invalid
Total Votes	2,05,83,231	0	500
% of Total number	99.998 %	0%	0.002 %

**Special Resolution- Item No. 2 passed with requisite majority**

To Issue 72,11,929 ' Series B' Equity shares of 10/- each with Differential Voting Rights as per Section 62 of the Companies Act, 2013:

• **E-Voting process:**

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
16	2,05,67,981	100%

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

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

(III) **Abstained** from Voting:

Number of members who abstained from Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

• **Postal Ballot papers received:**

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

Number of Ballot Papers Received	Number of votes cast	% of total number of valid votes cast
27	15,250	100%

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

Number of Ballot Papers Received	Number of votes cast	% of total number of valid votes cast
0	0	0

(III) **Invalid** votes:

Number of Ballot Papers Received	Total number of votes cast
2	500

**Cumulative Result:**

	Voted in favour	Voted against	Invalid
Total Votes	2,05,83,231	0	500
% of Total number	99.998 %	0%	0.002 %

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

5. A Compact Disc (CD) containing exhaustive details of the voting on the aforementioned resolution for the e-Voting process and ballot papers have been handed over to the Company Secretary of the Company.

Thanking you,  
Yours faithfully,



**CS Hrishikesh Wagh**  
(FCS 7993, C.P. No. 9023),  
M/s KANJMAG & Co.,  
Practicing Company Secretaries  
Scrutinizer

Place: Pune  
Date: 17.12.2016