

BARAMATI AGRO LIMITED

CIN: U01134PN1988PLC045873

Registered Office: At Post Pimpali, Taluka Baramati, Dist-Pune – 413 102

Tel. No. 02112 663100, **E-mail ID:** cs@baramatiagro.com, **Website:** www.baramatiagro.com

NOTICE TO EQUITY AND PREFERENCE SHAREHOLDERS

**NOTICE OF THE MEETING OF THE EQUITY AND PREFERENCE SHAREHOLDERS OF BARAMATI AGRO LIMITED
CONVENED TO BE HELD THROUGH VIDEO CONFERENCING FACILITY (CISCO WEBEX)**

**PURSUANT TO THE ORDER DATED 20th FEBRUARY, 2020 AND PURSUANT TO THE HEARING DATED 11th, JUNE, 2020
OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH**

Day	Thursday
Date	2nd July, 2020
Time	11.00 am
Venue and Mode	Through Video Conferencing. Deemed Place: A/p Pimpali, Tal- Baramati, Dist : Pune Baramati - 413102

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**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH
COMPANY APPLICATION NO. C.A.(CAA)/1067/MB/2019
IN THE MATTER OF SECTIONS 230 TO 232 READ WITH OTHER APPLICABLE PROVISIONS OF THE
COMPANIES ACT, 2013 AND RULES FRAMED THEREUNDER
AND
IN THE MATTER OF SCHEME OF ARRANGEMENT OF
PROTRANS SUPPLY CHAIN MANAGEMENT PRIVATE LIMITED AND AG-VET GENETICS PRIVATE LIMITED
WITH BARAMATI AGRO LIMITED THEIR RESPECTIVE SHAREHOLDERS**

BARAMATI AGRO LIMITED

(CIN: U01134PN1988PLC045873), a Company incorporated under the provisions of the Companies Act, 1956 and having its Registered Office at A/p Pimpali, Tal-Baramati, Dist-Pune-413102

APPLICANT/ TRANSFEREE COMPANY

FORM NO. CAA-2

NOTICE CONVENING THE MEETING OF THE EQUITY AND PREFERENCE SHAREHOLDERS OF BARAMATI AGRO LIMITED, THE APPLICANT COMPANY THROUGH VIDEO CONFERENCING FACILITY (CISCO WEBEX), PURSUANT TO THE ORDER DATED 20th FEBRUARY, 2020 AND PURSUANT TO THE HEARING HELD ON 11th JUNE, 2020 AND AS DIRECTED THEREIN BY THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH.

To,
The Equity and Preference Shareholders of Baramati Agro Limited ("**Applicant Company**" or "**BAL**" or "**Transferee Company**" or "**Company**")

TAKE NOTICE that by an Order dated 20th February, 2020, the Mumbai Bench of the Hon'ble National Company Law Tribunal ("**Hon'ble NCLT**"), has directed a meeting of Equity and Preference Shareholders ("**Shareholders**") of the Transferee Company to be held for the purpose of considering, and if thought fit, approving the compromise or arrangement ("**Scheme of Arrangement**" or "**Scheme**") proposed to be made between **Protrans Supply Chain Management Private Limited & Ag-vet Genetics Private Limited ("Transferor Companies") with Baramati Agro Limited ("Transferee Company") and their respective shareholders** under Sections 230 to 232 read with other applicable provisions of the Companies Act, 2013 and the rules made thereunder.

TAKE FURTHER NOTICE that vide order dated 20th February 2020 as referred above, the said meeting was scheduled on Thursday, 26th March 2020, at 11.00 am at the registered office of the Company situated at post Pimpali, Tal-Baramati, Dist : Pune – 413102, however considering the current situation of pandemic, the said meeting was postponed from time to time, and the Hon'ble NCLT vide its hearing dated 11th June, 2020 has permitted to conduct the said meeting through Video conferencing facility/ Audio-Visual means.

TAKE FURTHER NOTICE that in pursuance of the hearing dated 11th June, 2020 and as directed therein, a meeting of the Shareholders (both Equity and Preference) of the Transferee Company will be held through Video Conferencing Facility (CISCO WebEx) on Thursday, 2nd July, 2020 at 11:00 AM at the registered office of the Company at post Pimpali, Tal:- Baramati, Dist - Pune - 413 102 (deemed venue) and you are requested to attend the same.

TAKE FURTHER NOTICE that the Company had sent a detailed notice of the said meeting among the shareholders of the Company through courier service whereby, all the disclosures as stated Section 230 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 were made. The said notice is also available for inspection on the website of the Company at www.baramatiagro.com along with the copy of Scheme of Arrangement and Amalgamation and other relevant papers.

TAKE FURTHER NOTICE that the Company is hereby issuing this addendum to the original notice which is in accordance with the hearing held on 11th June, 2020 and as directed therein by the Hon'ble NCLT and in compliance with Circular no. 14/2020 and 17/2020 dated 8th April, 2020 and 13th April, 2020 respectively issued by the Ministry of Corporate Affairs ("MCA").

TAKE FURTHER NOTICE that the Hon'ble NCLT has appointed Mr. Rajendra D Pawar, Chairman and Managing Director, failing him Mr. Rohit R Pawar, Whole Time Director failing him Mr. Subhash J Gulve, Executive Director as the Chairperson of the said meeting. The abovementioned Scheme of Arrangement, if approved by the Shareholders, will be subject to the subsequent approval of the Hon'ble NCLT and other applicable regulatory authorities.

This notice is given for transacting the business mentioned below to be passed through voting via e-voting system at such Hon'ble NCLT Convened Meeting. Members are requested to note that remote e-voting facility was provided to the members from Tuesday, 25th February, 2020 at 9:00 am which ended on Wednesday, 25th March, 2020 at 05:00 pm.

The Board of Directors of the Company, at its meeting held on February 25, 2019, approved the above-mentioned Scheme of Arrangement, subject to approval of the Shareholders of the Company, as may be required, and subject to

the sanction of the Hon'ble NCLT and of such other authorities as may be necessary.

The voting rights of Shareholders shall be in proportion to their shareholding in the Company as on the close of business hours on Friday, 31st January, 2020 ("**Cut-off Date**"). Voting by Equity and Preference Shareholders will be done independently.

The Shareholders are requested to consider and, if thought fit, approve the following resolution under Sections 230 to 232 of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company or approval of the Scheme of Arrangement (Scheme) for merger of **Protrans Supply Chain Management Private Limited & Ag-vet Genetics Private Limited ("Transferor Companies") with Baramati Agro Limited ("Transferee Company") and their respective shareholders.**

*"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013, rules, circulars, notifications, if any, made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Hon'ble National Company Law Tribunal, Mumbai Bench and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble National Company Law Tribunal, Mumbai Bench or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ("**Board**")), which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any person(s) authorized by the Board to exercise its powers including the powers conferred by this resolution), the Scheme of Arrangement (scheme) for merger of **Protrans Supply Chain Management Private Limited & Ag-vet Genetics Private Limited ("Transferor Companies") with Baramati Agro Limited ("Transferee Company") and their respective shareholders be and is hereby approved;***

***RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Arrangement/ merger embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/ or imposed by the Hon'ble National Company Law Tribunal, Mumbai Bench or such other regulatory/ statutory authorities while sanctioning the Arrangement/ merger embodied in the Scheme or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme or for any other such reason, as the Board may deem fit and proper."*

TAKE FURTHER NOTICE that in compliance with the provisions of (i) Sections 230, 232 read with Sections 108 of the Companies Act, 2013; (ii) Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iii) Rule 20, 22 and other applicable provisions of the Companies (Management and Administration) Rules, 2014; and (iv) Secretarial Standards on General Meetings, the Transferee Company had also provided the facility of remote e-voting to the members of the Company which was conducted from Tuesday, 25th February, 2020 at 9:00 am and ended on Wednesday, 25th March, 2020 at 05:00 pm, so as to enable the Shareholders, to consider and approve the Scheme by way of the aforesaid resolution. Accordingly, now voting by the Shareholders of the Transferee Company on the Scheme shall be carried out through facility of e-voting system at the meeting to be held on Thursday, 2nd July, 2020 at 11:00 am.

The Explanatory Statement under Sections 230, 232 of the Companies Act, 2013, Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable rules is enclosed.

**For and on behalf of the Board of Directors of
Baramati Agro Limited**

**Rajendra D Pawar
Chairman & Managing Director
DIN- 00226848
Chairperson appointed for the meeting**

**Place: Baramati
Date: 19.06.2020**

Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, along with applicable rules thereunder and provisions of Sections 230, 232 setting out material facts forms part of this Notice.
2. The members are requested to take a note that, originally, the said meeting was originally scheduled on Thursday, 26th March 2020, at 11:00 am at the registered office of the Company situated at post Pimpali, Tal:- Baramati, Dist - Pune - 413 102. However, due to the outbreak of COVID-19, lockdown was imposed in the state of Maharashtra and other states of the Union of India from 23rd March 2020 to 14th April, 2020 and which was further extended till 3rd May, 2020 and thereafter till 17th May, 2020 and 31st May, 2020 respectively. Therefore, the said meeting was rescheduled on Wednesday, 10th June, 2020.
3. Further, on 30th May 2020, Govt. of India decided to extend the lock-down till 30th June, 2020 and restricted all kinds of public gatherings. Therefore, in view of the above facts and giving priority to safety of the members of the Company and public at large, the meeting scheduled on Wednesday, 10th June, 2020 shall be now held on **Thursday, 2nd July, 2020 at 11:00 AM, through Video Conferencing Facility (CISCO WebEx) at the registered office of the Company at post Pimpali, Tal:- Baramati, Dist - Pune - 413 102 (deemed venue)**. The agenda for this meeting would be same as that of the original meeting.
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. A(vii) 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 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.
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. Corporate members intending to appoint their authorized representatives to attend the meeting 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.
8. As a part of "**Green Initiative in the Corporate Governance**" the notice, E-mail registration form, is being sent in electronic mode to the members whose e-mail addresses are registered with the Company.
9. 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 upto and including the date of the Meeting of the Company 2nd July, 2020.

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

- (i) 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 General Meetings by physical presence of the members and has issued various procedural guidelines in respect of conduct of General Meetings through video conferencing (VC) or other audio visual means (OAVM). Hence, giving priority to the safety of the members of the Company and public at large, Company made an application to the Hon'ble National Company Law Tribunal, Mumbai Bench to grant permission to hold the meeting of Equity and Preference Shareholders of the Company via audio visual means, for the purpose of considering, and if thought fit, approving the compromise or arrangement proposed to be made between Protrans Supply Chain Management Private Limited & Ag-vet Genetics Private Limited ("Transferor Companies") with Baramati Agro Limited ("Transferee Company") and their respective shareholders.
- (ii) Therefore, pursuant to the hearing dated 11th, June 2020 and as directed therein by the Hon'ble NCLT, Mumbai Bench, the Company is pleased to provide the facility to its members to exercise their right to attend and vote in the Meeting via electronic means i.e. Video Conferencing.
- (iii) The members are allowed to join the meeting by VC on Thursday, 2nd July, 2020 within 10.45 am (IST) to 11.15 am (IST).
- (iv) 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.

- (v) Attendance of members through video conferencing will be counted for the purpose of quorum.
- (vi) 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.

(vii) **The WebEx link to attend the meeting is reproduced herein below:-**

<https://baramatiagro.webex.com/baramatiagro/j.php?MTID=m635017f76e48f7660a0e904e535418ff>

Password:- 020720

After that following steps to obtained.

- a. click “**Join.**”
- b. 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.
- c. Enter your name and email address, and click “Next”.
- d. If you're asked for a meeting password, enter the meeting password –given herein above - and click “Next”.
- e. 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 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.
- f. 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**”.



g. Click “**Join Meeting.**”

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

- a. Open the invite/ link to when it's time to join the meeting and Tap “**Join**”.
- b. 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.
- c. Tap “**Open**” after the app is installed and accept the Terms of Service and Privacy Statement.
- d. Tap “**Join Meeting**”, enter the meeting number - it's in the email invitation - and tap “Join”.
- e. Enter the meeting password – (020720) and tap “OK”.
- f. When the Webex Meetings app opens, your video preview lets you see how you'll look to others before you join the meeting.
- g. **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.
- h. Click **Connect to a device** to join the meeting from a compatible video device.
- i. Tap “**Join**”.

(viii) The recorded transcript of the Meeting will be made available on the website of the Company at www.baramatiagro.com.

(ix) 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.

B. Information and other instructions relating to E-Voting are as follows:

1. 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 and as provided in the earlier notice of the compromise or arrangement of the Company, which was issued to the members on 23rd February, 2020, the Company had provided to its members, a facility to exercise their right to vote on resolution proposed to be passed in the meeting by remote e-voting. The Company had engaged the services of National Securities Depository Limited (“NSDL”) as the Agency to provide e-voting facility.

2. The remote e-voting period was commenced from Tuesday, 25th February, 2020 at 9:00 am and ended on Wednesday, 25th March, 2020 at 05:00 pm. Accordingly, during this period, members of the Company, holding shares as on the cut-off date i.e. 31st January, 2020 have casted their vote by remote e-voting. The remote e-voting module was disabled by NSDL for voting thereafter.
3. 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.
4. 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 shall be considered as invalid.
5. 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 January, 2020. 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 e-voting system at the meeting.
6. 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 they have communicated their willingness to be appointed and will be available for the same purpose.
7. At the Meeting, at the end of discussion on the resolutions on which voting is to be held, voting by use of “electronic voting system” will be allowed for all those members who are present at the Meeting but have not casted their votes by availing the remote e-voting facility.
8. The Scrutinizer, after scrutinizing the votes cast through remote e-voting and at the Meeting through e-voting system, will prepare a consolidated report and submit the same to the Chairman and Managing Director or Whole Time Director or Company Secretary of the Company within three days of conclusion of the meeting i.e. on or before 5th July, 2020.
9. 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.
10. Subject to receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of the meeting i.e. Thursday, 2nd July, 2020.
11. 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.

**For and on behalf of the Board of Directors of
Baramati Agro Limited**

**Rajendra D Pawar
Chairman & Managing Director
DIN- 00226848
Chairperson appointed for the meeting**

**Place: Baramati
Date: 19.06.2020**

**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH
COMPANY APPLICATION NO C.A.(CAA)/1067/MB/2019
IN THE MATTER OF SECTIONS 230 TO 232 READ WITH OTHER APPLICABLE PROVISIONS OF THE
COMPANIES ACT, 2013 AND RULES FRAMED THEREUNDER
AND
IN THE MATTER OF SCHEME OF ARRANGEMENT
OF
PROTRANS SUPPLY CHAIN MANAGEMENT PRIVATE LIMITED AND AG-VET GENETICS PRIVATE LIMITED
WITH BARAMATI AGRO LIMITED AND THEIR RESPECTIVE SHAREHOLDERS**

BARAMATI AGRO LIMITED

(CIN: U01134PN1988PLC045873), a Company incorporated under the provisions of the Companies Act, 1956 and having its Registered Office at A/p Pimpali, Tal-Baramati, Dist-Pune-413102

APPLICANT/ TRANSFEREE COMPANY

**EXPLANATORY STATEMENT UNDER SECTIONS 230, 232 READ WITH READ WITH RULE 6 OF THE
COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 AND SECTION 102
AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013**

1. This is the Statement accompanying the Notice convening the meeting of the Equity and Preference Shareholders ("**Shareholders**") of the Applicant Company pursuant to the Order dated 20th February, 2020 and pursuant to the hearing dated 11th June, 2020 and as directed therein by the Hon'ble National Company Law Tribunal, Mumbai Bench ("**NCLT**"), in the matter of Company Application Number C.A(CAA)/1067/MB/2019, to be held through video conferencing facility (CISCO WEBEX) on Thursday, 2nd July, 2020 at 11:00 am at the registered office of the Company situated at post Pimpali, Tal-Baramati, Dist-Pune-413102 (deemed venue), for the purpose of considering and, if thought fit, approving the Scheme of Arrangement (the "**Scheme of Arrangement**" or "**Scheme**") for merger of **Protrans Supply Chain Management Private Limited & Ag-vet Genetics Private Limited ("Transferor Companies") with Baramati Agro Limited ("Transferee Company") and their respective shareholders** under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.
2. This statement explaining the terms of the Scheme of Arrangement is being furnished as required under Sections 230, 232 read and other applicable provisions, if any of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 of the Companies Act, 2013.

A copy of the Scheme which has been approved by the Board of Directors of the Company is available for inspection on the website of the Company at www.baramatiagro.com. The other definitions contained in the Scheme shall also apply to this Explanatory Statement.

Details of the Transferor Companies & Transferee Company:

3. Protrans Supply Chain Management Private Limited, CIN: U63090PN2011PTC140933, PAN-AAGCP2289K (Transferor Company I) is a private limited company incorporated under the Companies Act, 1956 on 30/09/2011 having its registered office at Gunawadi, Baramati-Indapur Road, Tal Baramati, Pune 413102 and having email address complianceprotrans@gmail.com is mainly engaged in the business of running, establishing, maintaining, let on hire, buy and sale for hire purchase, exchanging, replacing, repairing, servicing, assembling, coach or body building, booking of motor lorries, motor taxis, trucks, tankers, tractors, cranes, jeeps, trailers, trolleys, lorries coaches, cars, buses, oil and patrol tankers, milk tankers, cargo and movers, heavy and medium vehicles, vans, rickshaws, animal drawn vehicles, utility vehicles, temperature control trucks and vans, light and all types of passenger transport, combines, motor omnibuses tank, and to undertake transportation activity in various types of transport including road, air, sea, and to provide logistic facilities which includes all types of warehousing, godowns, cold storages, material handling equipments and machineries, packing equipments in India and Abroad and to act as a transporter, lorry operator, lorry and vehicle operators, packers, movers, job masters, store keepers, warehousemen's, cargo and mover operators, passenger operators, carriers and forwarding agents, travel agents, arranger and tours operators
4. Ag-Vet Genetics Private Limited, CIN: U01200PN2012PTC142117, PAN-AAQCS9825E (Transferor Company II) is a private limited company incorporated under the Companies Act, 1956 on 01/02/2012 having its registered office at Flat No. 23 Tejpratik Apartment, Suryanagri, Baramati 413102 and having email address compliancegenetics@gmail.com. The main operations of Transferor Company II are producing, selling, importing, exporting, storing, dealing, processing of the frozen bovine semen, bovine embryos and bovine bulls and to breed, raise, process, maintain, develop, buy, sell, import, export and deal in poultry, dairy, seeds and agricultural products.
5. Baramati Agro Limited, CIN: U01134PN1988PLC045873, PAN-AAACB7067M (Transferee Company) is a public limited company incorporated under the Companies Act, 1956 on 14/01/1988 having its registered office at

Post Pimpali Tal Baramati, Maharashtra 413102 and having email address cs@baramatiagro.com. The Transferee Company is engaged in the business of farming, agriculture and horticulture dairy, poultry and farm produce and products.

6. As on 31st December, 2019, the Transferor Company I has 1 secured creditor amount due and payable to them is Rs. 96,89,670/- and 108 unsecured creditors and the total amount due and payable to them is Rs.55,43,059/- The Transferor Company II does not have secured creditors and 1 unsecured creditor as on 31st December 2019, and the total amount due and payable to them is Rs. 28,090 /-.
7. There has been no change in the Registered Office and Objects of the Transferor Company I, during the last five years.
8. The Registered Office of the Transferor Company II was shifted from 5, Godse Bhavan Niwasika, Mehendale Garage, Erandwane, Pune-411004 to Flat No.23, Tejpratik Apartment, Surya Nagari, Tal:- Baramati, Dist-Pune-413102 with effect from May 30, 2018. There has been change in the object clause of the Transferor Company II.
9. The main objects as per the Memorandum of Association and the main business carried on by the Transferor Company II are as follows:
To carry on the business of producing, selling, importing, exporting, storing, dealing, processing of the frozen bovine semen, bovine embryos and bovine bulls and to breed, raise, process, maintain, develop, buy, sell, import, export and deal in poultry, dairy, seeds and agricultural products.
10. The name of Transferor Company II was changed from 'Semex-Provet Genetics (India) Pvt Ltd' to 'Ag-Vet Genetics Private Limited' w.e.f.23.02.2017
11. The Transferor Companies & Transferee Company are not listed on any stock exchange.
12. As on the date of this Notice, the Board of Directors/ Managers of Transferor Companies along with their addresses are as follows:

13.

i) Protrans Supply Chain Management Private Limited (Transferor Company I)

S.N.	Name of Directors	Address	DIN
1	Mr. Sambhaji S Nikam	Shetphal Haveli, Indapur Pune-413103	06363946
2	Mr. Vasant L Salunke	Shree Jain Mandir, Baramati Pune-41310	08077943

ii) Ag-vet Genetics Private Limited (Transferor Company II)

S.N.	Name of Directors	Address	DIN
1	Mr. Subhash J Gulve	A/p Takali, Karmala, Solapur-413203	02625022
2	Mr. Sadashiv L Wabale	Ft. No.23, Tejpratik Apt, Suryanagari, Baramati, Pune-413102	02929768

14. There has been no change in name, registered office and objects of the Transferee Company during the last five years.
15. Details of the capital structure of the Transferee Company including Authorized, Issued, Subscribed and Paid up Share Capital as on March 31, 2019 are as follows:

Particulars	Rs.
Authorized Share Capital:	
3,83,43,000 ordinary equity shares (Series A) of Rs.10/-each	38,34,30,000
1,26,57,000 'Series B' equity shares of Rs. 10/-each	12,65,70,000
70,00,000 preference shares of Rs. 10/- each	7,00,00,000
(Total :- 58,000,000 Shares of Rs. 10/- each.)	580,000,000
Subscribed and Paid up Share Capital:	
3,60,59,649 ordinary equity shares(Series A) of Rs.10/-each fully paid up	36,05,96,490
1,26,56,254 'Series B' equity shares of Rs. 10/-each fully paid up	12,65,62,540
53,98,385 6% Non-cumulative Redeemable Preference Shares of Rs.10/- each	5,39,83,850
Total 54,114,288 Shares of Rs. 10/- each	541,142,880

The summary sheet of the details of the capital structure of the Transferor company I and Transferor Company II is available for inspection and download on the website of the Company (www.baramatiagro.com) upto and including the date of the meeting i.e. Thursday, 2nd July, 2020.

16. As on 31st December, 2019, the Transferee Company has 7632 unsecured creditors and the total amount due and payable by the Transferee Company to the said unsecured creditors is Rs.145,80,92, 672/-. As on 31st December, 2019, the Transferee Company has 9 secured creditors and the total amount due and payable by the Transferee Company to the said secured creditors is Rs.356,98,45,000/-
17. The share exchange ratio of the transferor company I (Protrans Supply Chain Management Private Limited) is 1:8 i.e. for every eight (8) shares of Protrans Supply Chain Management Private Limited one (1) : share of Baramati Agro Limited and for transferor company II (Ag-vet Genetics Private Limited) the share exchange ratio is 8:69 i.e. for every 69 (sixty nine) shares of Ag-vet Genetics Private Limited : 8 (eight) shares of Baramati Agro Limited will be issued and allotted. No certificates shall be issued by the Transferee Company in respect of the fractional entitlements, if any, to which the shareholders of the Transferor Companies may be entitled. The fractional entitlements arising, if any, shall be ignored and the shareholders of Transferor Companies shall not claim any right, title or interest in such fractional entitlements.
18. The details of Promoters and Directors of Transferee Company are as follows:

Sl. No.	Name of Promoters & Directors	Address	DIN
1.	Mr. Rajendra Dinkarrao Pawar (Promoter & Director)	601, Subhadra Bag, Pimpali, Taluka Baramati Dist. Pune Pimpali 413102	00226848
2.	Mr. Rohit Rajendra Pawar (Promoter & Director)	601, Subhadra Bag, Pimpali, Taluka Baramati Dist. Pune Pimpali 413102	00590679
3.	Mr. Subhash J Gulve (Executive Director)	A/P. Takali, Tal.Karmala Dist. Solapur Karmala 413203	02625022
4.	Mr. Rafique Taibali Bhorl (Independent Director)	Ezzivilla Patas Road Baramati 413102	02924798
5.	Mr. Rishikesh Namdeo Dabhade (Non-Executive Director)	191 Malwadi Chakan Road Talegaon Dabhade Tal Maval Pune 410507	06434185
6.	Mrs. Vijaya Hiremath (Independent Director)	Rajmudra, Flat No.8, House No.424/8 near Ganesh Mandir ,Ashok Nagar, Baramati-413102	07385209

19. For salient features of the scheme. Please refer to the Scheme of Arrangement available on the website of the Company for complete details.
- a) The Scheme envisages the Arrangement of the Protrans Supply Chain Management Pvt Ltd (Transferor Company I) and Ag-vet Genetics Pvt Ltd (Transferor Company II) with Baramati Agro Limited (Transferee Company) and their respective shareholders in accordance with the provisions of Sections 230 to 232 of the Companies Act, 2013.
- b) The appointed date of the Scheme is April 1, 2018.
- c) Effective Date of the Scheme of Arrangement shall mean the last of dates on which all the sanctions, approvals, consents are obtained and filings of the Scheme of Arrangement is complete.
- d) Upon coming into effect of the Scheme of Arrangement and with effect from the Appointed Date, and subject to the provisions of the Scheme of Arrangement including in relation to the mode of transfer and vesting, the entire business and Undertaking of the Transferor Companies including all of the assets, both movable and immovable, tangible and intangible, investments, rights, title and interests shall, under the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the act and pursuant to the order of the National Company Law Tribunal sanctioning the Scheme and without further act, instrument or deed, but subject to the charges affecting the same as on the Effective Date, be transferred and/ or deemed to be transferred to and vested in the Transferee Company, so as to become the properties, assets, rights, business and Undertaking of the Transferee Company.
- e) Upon the Scheme of Arrangement becoming effective, the Transferor Companies shall stand dissolved without being wound up and without any further act or deed on the part of the Transferor Companies.
- f) it is proposed to convert certain A class Equity Shares of Baramati Agro Limited into 9% non-cumulative optionally convertible redeemable Preference shares of Rs 10/- each.
- g) The Transferor Companies and Transferee Companies group Companies and the Shareholders are requested to refer the scheme available on the website of the Company for the details of relationship subsisting between Transferor and Transferee Companies who are parties to such scheme of compromise or arrangement,
20. Consequent to the coming into effect of this scheme the promoters holding in Equity Capital of the transferee company will increase.

21. Valuation of Shares of Transferor Company I was done based on Discounted Cash Flow (DCF) Method whereas Valuation of Shares of Transferor Company II was done based on Net asset Value (NAV) Method. The valuation reports are available for inspection on the website of the Transferee company.

Approvals

22. The Scheme is conditional upon and subject to necessary sanctions and approvals as set out in the Scheme.
23. The Board of Directors of the Transferor Company I & II has approved the Scheme on February 25, 2019.
24. Similarly, the Transferee Company at its Board Meeting held on February 25, 2019, approved the Scheme of Arrangement and all Directors of the Board were present at the meeting in person and voted in favour of the resolution. (Names of all Directors are mentioned in point No. 18 of this notice who voted in favour of the resolution)

Rationale and Benefits of the Arrangement

25. For detailed rationale and benefits of the Arrangement Members are requested to refer the Scheme of Arrangement available on the website of the Company:
26. the Board of Directors of the Transferee Company, at its meeting held on 11th June, 2019 has noted that, inter alia, explaining the effect of the Scheme on Shareholders, Key Managerial Personnel, Promoter and Non-Promoter Shareholders. A copy of the report adopted by the Board of Directors of the Transferee Company is available for the inspection at the website of the Company.
27. In compliance with Section 232(2) of the Companies Act, 2013, the Balance Sheet, Profit and Loss account and Cash Flow statement of the Transferee Company and the Transferor Companies as at March 31, 2019 have been annexed to the original Notice which was already sent to the members. For the sake of brevity, the schedules and notes to the financial statements have not been annexed. However, the complete Financial Statements of the Transferee Company and the Transferor Companies as at March 31, 2019 are available for the inspection at the website of the Company.
28. The Transferee Company will file a petition under Sections 230-232 and read with other relevant provisions of the Companies Act, 2013 and Companies (Compromises, Arrangements and Arrangement s) Rules, 2016, with the Hon'ble National Company Law Tribunal, Mumbai Bench, for sanctioning of the Scheme.
29. There are no investigations or proceedings under the provisions of Chapter XIV of the Companies Act, 2013 or winding up proceedings instituted and/or pending against the Transferor Companies and/or the Transferee Company. However, ROC, Pune had sought for some information regarding issuance of preference shares of Transferee Company. The said information has been submitted to ROC.
30. The Scheme does not involve any debt restructuring and therefore the requirement to disclose details of debt restructuring is not applicable.
31. In the event that the Scheme is terminated or withdrawn in the manner set out therein, the Scheme shall stand revoked, cancelled and be of no effect and null and void and in such event each party hereto shall bear and pay respective costs, charges and expenses for and/ or in connection with the Scheme.
32. Considering the rationale and benefits, the Board of Directors of the Transferee Company recommends the Scheme as it is in the best interest of the Company and its stakeholders.
33. None of the Directors and KMP or their relatives are interested except to the extent of their shareholdings in the Transferee Company and the Transferor Companies, if any.

Inspection

34. The following documents will be available to the Members for inspection and downloading purpose on the website of the Company www.baramatiagro.com, upto and including 2nd July, 2020:
- (a) Audited financial statements of the Transferee Company including consolidated financial statements as on March 31, 2019;
 - (b) Financial Statements of the Transferor Companies as on March 31, 2019;
 - (c) Memorandum and Articles of Association of Transferee Company and Transferor Companies;
 - (d) Constitutional documents of Transferor Company I & II;
 - (e) Copy of scheme of compromise and arrangement filed with Hon'ble NCLT.
 - (f) Copy of the Order dated 20th February, 2020 passed by Hon'ble NCLT, Mumbai Bench in C.A(CAA)/1067/MB/2019 directing convening the meeting of the Equity/ Preference Shareholders of the Transferee Company & Transferor Companies;
 - (g) Copy of the order sheet of the hearing held on 11th June 2020 passed by Hon'ble NCLT, Mumbai Bench permitting convening the meeting of the Equity/ Preference Shareholders of the Transferee Company & Transferor Companies by audio visual means.
 - (h) Report adopted by the Board of Directors of the Transferee Company and Transferor Companies under section

232(2)(c) of the Companies Act, 2013;

- (i) Copy of the resolutions passed by the Board of Directors of the Transferor Companies and the Transferee Company;
- (j) Register of Directors' shareholding of the Transferee Company;
- (k) The certificate dated March 06, 2019 issued by S R B C & Co, the Statutory Auditors of the Transferee Company, to the effect that the accounting treatment proposed in the Scheme of Arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.
- (l) Documents as mentioned in this notice and other supporting documents to the Scheme.

Pre and Post shareholding pattern

35. Member are requested to refer to the scheme of Arrangement which is available for inspection at the website of the Company www.baramatiagro.com, which contains the corrected capital structure :

Report adopted by the Board of Directors in accordance with the provisions of section 232(2)(c) of the Companies Act, 2013 was attached to the original notice of the meeting which is available for inspection on the website of the Company at www.baramatiagro.com.

**For and on behalf of the Board of Directors of
Baramati Agro Limited**

**Rajendra D Pawar
Chairman & Managing Director
DIN- 00226848
Chairperson appointed for the meeting**

**Place: Baramati
Date: 19.06.2020**

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)

**IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH :C-I**

SPECIAL BENCH

C.A.(C.A.A.) NO. 1067 OF 2019

CORAM:

SHRI RAJASEKHAR V.K.
MEMBER (J)

SHRIV. NALLASENAPATHY
MEMBER (T)

ORDER SHEET OF THE HEARING HELD ON **11.06.2020**

NAME OF THE PARTIES:

PROTRANS SUPPLY CHAIN MANAGEMENT PRIVATE
LIMITED

CIN:- U63090PN2011PTC140933 'First Applicant
Company'/

Registered office at- Gunawadi, Baramati Indapur Road
'Transferor Company I'

Tal:- Baramati, Dist-Pune-413102

AG-VET GENETICS PRIVATE LIMITED 'Second
Applicant Company'/CIN:- U01200PN2012PTC142117
'Transferor Company II'

Registered office at- Flat No.23, Tejpratik Apt,
Suryanagari, Tal-Baramati, Dist-Pune-413102

BARAMATI AGRO LIMITED 'Third Applicant Company'/

CIN:- U01134PN1988PLC045873 'Transferee Company'

Registered office at- A/p Pimpali

Tal-Baramati, Dist-Pune-413102

(Hereinafter Transferor Companies and Transferee Company
collectively referred to as

"Applicant Companies")

SECTION: 230-232 OF THE COMPANIES ACT, 2013.

ORDER

1. Mr. Hemant Sethi, learned counsel for the petitioner present.
2. Time for compliance with the order dated 20.02.2020 is hereby enlarged. Newspaper advertisements in the same newspapers may be effected by way of publication in online editions in case physical publication is not possible in the current lockdown situation, clearly indicating the next date of meeting scheduled to be held on 2nd July 2020 . Meetings are permitted to be held by audio-visual means, so long as the same is recorded and the raw footage is preserved. The order dated 20.02.2020 shall stand modified to that extent.

V. NALLASENAPATHY
Member (Technical)

RAJASEKHAR V.K.
Member (Judicial)