NOTICE

NOTICE is hereby given that the 38th Annual General Meeting of the Members of the Baramati Agro Limited ("the Company") will be held on Thursday, 24th September, 2026 at its Registered Office At Post Pimpali, Tal. Baramati, Dist. Pune – 413102 at 11:00 A.M. (Deemed venue) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") via Zoom, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2026 together with the Report of Board of Directors' and Auditors' thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2026 together with the Report of the Auditors' thereon.
3. To declare dividend of Rs. 32,39,031.00 on 6% Preference shares for the Financial Year ended 31st March, 2026.
4. To declare dividend of Rs. 47,23,752.60 on 9% Preference shares for the Financial Year ended 31st March, 2026.
5. To appoint Director in place of Mr. Rishikesh N. Dabhade (DIN: 06434185) who retires by rotation and being eligible offers himself for re-appointment and that on re-appointment there will not be any break in his service as Non-Executive Director.

SPECIAL BUSINESS:

6. **To ratify the remuneration of Cost Auditor for the Financial Year ending on 31st March, 2027 and in this regard to consider and if thought fit, to pass 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(s) thereof, for the time being in force) and as recommended by the Audit Committee and the Board of Directors of the Company, the members hereby ratified the remuneration amounting to Rs. 1,75,000/- (Rupees One Lakh Seventy-Five Thousand Only) exclusive of applicable taxes and out of pocket expenses, if any, for the Financial Year ending on 31st March, 2027 payable to Harshad S. Deshpande & Associates, Cost Accountants, (Firm Registration No. 00378) appointed as Cost Auditor, to conduct the audit of the cost records of the Company for the Financial Year ending on 31st March, 2027;

   RESOLVED FURTHER THAT any one Director or the Company Secretary of the Company be and is hereby 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."

7. **To regularize the appointment of Mrs. Vrushali R. Bandal (DIN: 11027188) as an Independent Director of the Company and in this regard to consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:**

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Vrushali Rahul Bandal (DIN: 11027188) who had been appointed as an Additional Director of the Company by the Board of Directors with effect from 24th March, 2026 and shall hold the office till the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years from 24th March, 2026 to 23rd March, 2031, subject to satisfaction of the criteria of independence in terms of the Companies Act, 2013 and the Rules made thereunder and that Mrs. Vrushali R. Bandal shall not be liable to retire by rotation;

   RESOLVED FURTHER THAT any one Director or the Company Secretary of the Company be and is hereby authorised to seek the necessary approval as may be required in the matters incidental thereto and to sign and execute agreements, deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such other acts, deeds and things as may be necessary for giving effect to the above resolution;

   RESOLVED FURTHER THAT any one Director or the Company Secretary of the Company be and is hereby authorised to sign and issue a Certified Copy of this Resolution."

8. **To change the terms of appointment of Mr. Subhash M. Kore, Whole-Time Director (DIN: 03626043) of the Company and in this regard to consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:**

   "**RESOLVED THAT** pursuant to the provisions of Sections 2(78), 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies

Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on recommendation by the Board of Directors in its Meeting held on 15th December, 2025, the consent of Members of the Company be and is hereby accorded to pay the remuneration to Mr. Subhash M. Kore, Whole-Time Director (DIN: 03626043) as may be decided by the Board, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year for a period of his appointment i.e. till 14th June, 2027 on the terms and conditions as set out in the Agreement to be entered into between the Company and Mr. Subhash M. Kore, with liberty to the Board/Nomination & Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Directors and Mr. Subhash M. Kore;

RESOLVED FURTHER THAT the remuneration including benefits, amenities and perquisites shall nevertheless be paid and allowed to Mr. Subhash M. Kore as minimum remuneration for any financial year, in case of absence or inadequacy of profits for such year, subject to provisions prescribed under Section 197 and with Schedule V of the Companies Act, 2013 and Rules made thereunder and any other applicable provisions of the Act;

RESOLVED FURTHER THAT any one Director or the Company Secretary of the Company be and is hereby authorised to seek the necessary approval as may be required in the matters incidental thereto and to sign and execute agreements, deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds and things as may be necessary for giving effect to the above resolution."

9. **To change the remuneration payable to Mr. Subhash M. Kore, Whole-Time Director (DIN: 03626043) of the Company and in this regard to consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 2(78), 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as recommended by the Nomination & Remuneration Committee ("NRC") and resolution passed by the Board of Directors in its Meeting held on 09th May, 2026, approval of the Members of Company be and is hereby accorded to increase the remuneration of Mr. Subhash M. Kore, Whole-Time Director (DIN: 03626043) to Rs. 3,40,362/- p.m. including the remuneration to be paid in the event of loss or inadequacy of profits in any financial years during the tenure of appointment of Mr. Subhash M. Kore, i.e. till 14th June, 2027 on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Directors/NRC to alter/vary the terms and conditions of the said appointment in such manner as may be agreed between the Directors and Mr. Subhash M. Kore;

RESOLVED FURTHER THAT the remuneration including benefits, amenities and perquisites as set out in the Explanatory Statement annexed to the Notice of Annual General Meeting, shall nevertheless be paid and allowed to Mr. Subhash M. Kore as minimum remuneration for any financial year, in case of absence or inadequacy of profits for such years, subject to provisions prescribed under Section 197 read with Part II of Section II of Schedule V of the Companies Act, 2013 and Rules made thereunder and any other applicable provisions of the Act;

RESOLVED FURTHER THAT any one Director or the Company Secretary of the Company be and is hereby authorised to seek the necessary approval(s) as may be required in the matters incidental thereto and to sign and execute agreements, deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds and things as may be necessary for giving effect to the above resolution."

10. **To re-appoint and approve the remuneration payable to Mr. Rajendra D. Pawar (DIN: 00226848) as Chairman & Managing Director of the Company and in this regard to consider and if thought, to pass, the following resolution as a SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 2(51), 2(54), 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Audit Committee and the Board of Directors in its Meeting held on 24th March, 2026 and pursuant to the provisions of the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Rajendra D. Pawar (DIN: 00226848) as the Chairman & Managing Director of the Company, designated as the whole-time Key Managerial Personnel (KMP),for a consecutive period of 3 years with effect from 01st April, 2026 till 31st March, 2029 on the terms and conditions including remuneration and perquisites as set out below and as set out in the agreement to be entered into between the Company and Mr. Rajendra D. Pawar, with a liberty to the Board of Directors and/or NRC to alter/vary the terms and conditions including remuneration subject to the provisions of the Section 197 read with Schedule V of the Companie Act, 2013, in such manner as may be agreed between the Board of Directors and Mr. Rajendra D. Pawar and that Mr. Rajendra D. Pawar shall not be liable to retire by rotation;

RESOLVED FURTHER THAT the remuneration including benefits, amenities and perquisites as set out herein below and in accordance with the agreement to be entered into between the Company and Mr. Rajendra D. Pawar, shall nevertheless be paid and allowed to Mr. Rajendra D. Pawar as minimum remuneration for any financial year. In case of absence or inadequacy of profits for such year, subject to provisions prescribed under Section 197 read with Schedule V of the Companies Act, 2013 and Rules framed thereunder and any other applicable provisions of the Act;

The main terms and conditions of re-appointment of Mr. Rajendra D. Pawar are detailed below:

1. **Period of appointment:**

For a period of 3 years i.e. with effect from 01st April, 2026 till 31st March, 2029.

2. **Remuneration:**

In terms of Schedule V of the Companies Act, 2013 read together with Section 196, 197 and 203 of the Companies Act, 2013, Mr. Rajendra D. Pawar, Chairman & Managing Director shall be paid the following remuneration:

A. **Salary & Allowances:** The Managing Director shall receive salary as follows:

S. No.	Period	Salary per month (Rs.)
1	1st April, 2026 to 31st March, 2027	60,00,000/-
2	1st April, 2027 to 31st March, 2028	75,00,000/-
3	1st April, 2028 to 31st March, 2029	90,00,000/-

B. **Benefits, Perquisites** as determined by the Board in their Meeting held on 24th March, 2026.

In addition to the above, the Managing Director shall be entitled to the following perquisites subject to a limit of 125 percent of his annual salary with an option to the Managing Director to receive the perquisites as mutually agreed between him and the Board:

i) Gratuity: In accordance with the Rules and Regulations of Code on Social Security, 2020 and amendment thereof from time to time (if applicable), which shall not exceed 15 days' salary for each completed year of service.

ii) Contribution to Provident Fund and Superannuation Fund or Annuity Fund (if applicable) 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.

iii) Reimbursement of actual Medical Expenses incurred in India and/or abroad and including hospitalization and surgical charges for himself and his spouse and in case any medical treatment abroad the travelling boarding and lodging expenses for patient & attendant is also payable.

iv) Leave Travel Assistance for self and his spouse, not exceeding one month's salary, in a financial year.

v) 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.

vi) 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.

vii) The Company shall provide 3 (three) Cars: 1 (one) car for official use and 2 (two) cars for personal use of self and for family members along with the driver. Similarly, a telephone facility (mobile as well as landline) would also be provided by the Company at the Office.

"Immediate Family" means the spouse and dependent children of Managing Director.

C. **Severance Pay:** He shall be entitled for such amount of severance pay on cessation as a Director of the Company as may be decided by the Board. However, such amount of severance pay shall not exceed an amount equivalent to the previous 3 (three) Financial Years' aggregate remuneration paid by the Company (including incentive, commission, etc. as the case may be).

D. Minimum Remuneration: During the currency of his tenure as Managing Director, minimum remuneration by way of salary, incentive and other allowances, if any, shall be paid in accordance with the ceiling as prescribed under Section 197 read with Schedule V to the Companies Act, 2013 (including statutory modification thereof) or the remuneration as approved by Special Resolution as mentioned hereinabove, whichever is higher.

RESOLVED FURTHER THAT any one Director or the Company Secretary of the Company be and is hereby authorised to seek the necessary approval(s) as may be required in the matters incidental thereto and to sign and execute agreements, deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds and things as may be necessary for giving effect to the above resolution;

RESOLVED FURTHER THAT any one Director or the Company Secretary of the Company be and is hereby authorised to issue certified copy of this resolution as and when required."

11. To re-appoint and approve the remuneration payable to Mr. Rohit R. Pawar (DIN: 00590679) as Whole-Time Director of the Company and in this regard to consider and if thought, to pass, the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 2(51), 2(94), 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination & Remuneration Committee ("NRC"), the Audit Committee and the Board of Directors in its meeting held on 24th March, 2026 and pursuant to the provisions of the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Rohit R. Pawar (DIN: 00590679), as Whole-Time Director of the Company for a period of 3 years with effect from 01st April, 2026 till 31st March, 2029 on the terms and conditions including remuneration and perquisites as set out below and as set out in the agreement to be entered into between the Company and Mr. Rohit R. Pawar with a liberty to the Board of Directors and/or NRC to alter/vary the terms and conditions including remuneration in such manner as may be agreed between the Board of Directors and Mr. Rohit R. Pawar;

RESOLVED FURTHER THAT the remuneration including benefits, amenities and perquisites as set out herein below and in accordance with the terms and conditions as set out in the agreement to be entered into between the Company and Mr. Rohit R. Pawar, shall nevertheless be paid and allowed to Mr. Rohit R. Pawar as minimum remuneration for any financial year, in case of absence or inadequacy of profits for such year, subject to provisions prescribed under Section 197 read with Schedule V of the Companies Act, 2013 and Rules framed thereunder and any other applicable provisions of the Act;

The main terms and conditions of appointment of Mr. Rohit R. Pawar are detailed below:

1. Period of appointment:

For a period of 3 years i.e. with effect from 01st April, 2026 till 31st March, 2029.

2. Remuneration:

In terms of Schedule V of the Companies Act, 2013 read together with Sections 196, 197 and 203 of the Companies Act, 2013 and such other approvals as may be required; Mr. Rohit R. Pawar, Whole-Time Director shall be paid the following remuneration:

A. Salary & Allowances: The Whole-Time Director shall receive salary as follows:

S. No.	Period	Salary per month (Rs.)
1	1st April, 2026 to 31st March, 2027	1,25,00,000/-
2	1st April, 2027 to 31st March, 2028	1,50,00,000/-
3	1st April, 2028 to 31st March, 2029	1,75,00,000/-

B. Benefits, Perquisites: as determined by the Board in their meeting held on 24th March, 2026.

In addition to the above, the Whole-Time Director shall be entitled to the following perquisites subject to a limit of 125 percent of his Annual Salary with an option to the Whole-Time Director to receive the perquisites as mutually agreed between him and the Board.

i) Gratuity: In accordance with the Rules and Regulations of Code on Social Security, 2020 and amendment thereof from time to time but shall not exceed 15 days' 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.

iii) Reimbursement of actual Medical Expenses incurred in India and/or abroad and including hospitalization and surgical charges for himself and Immediate Family and in case any medical treatment abroad the travelling boarding and lodging expenses for patient and attendant is also payable.

iv) Leave Travel Assistance for self and his family, not exceeding one month's salary, in a financial year.

v) 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.

vi) 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.

vii) The Company shall provide 3 (three) Cars: 1 (one) car for official use and 2 (two) cars for personal use of self and for family members along with the driver. Similarly, a telephone facility (mobile as well as landline) would also be provided by the Company at the Office.

"Immediate Family" means the spouse, the dependent children and dependent parents of Whole-Time Director.

C. **Commission:** Pursuant to Sections 197 & 198 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Rohit R. Pawar shall be entitled to the commission upto 10% of Total Profit Before Tax of the Company, for each Financial Year ends on 31.03.2027, 31.03.2028 and 31.03.2029. The said commission shall be paid for the entire tenure as a Whole-Time Director for which the approval to be taken at the Annual General Meeting to be held for FY 2026-27, FY 2027-28 and FY 2028-29 respectively;

D. **Severance Pay:** He shall be entitled for such amount of severance pay on cessation as a Director of the Company as may be decided by the Board. However, such amount of severance pay shall not exceed an amount equivalent to the Previous 3 (three) Financial Years' aggregate remuneration paid by the Company (including incentive, commission, etc. as the case may be).

E. **Minimum Remuneration:** During the currency of his tenure as Whole-Time Director, minimum remuneration by way of salary, incentive and other allowances, if any, shall be paid in accordance with the ceiling as prescribed under Section 197 read with Schedule V to the Companies Act, 2013 (including statutory modification thereof) or the remuneration as approved by Special Resolution as mentioned hereinabove, whichever is higher.

RESOLVED FURTHER THAT any one Director or the Company Secretary of the Company be and is hereby authorised to seek the necessary approval(s) as may be required in the matters incidental thereto and to sign and execute agreements, deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds and things as may be necessary for giving effect to the above resolution;

RESOLVED FURTHER THAT any one Director or Company Secretary of the Company be and is hereby authorised to issue certified copy of this resolution as and when required."

12. To approve the payment of commission to Mr. Rohit R. Pawar, Whole-Time Director (DIN: 00590679) of the Company for FY 2025-26 and in this regard to consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 197 & 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder read with Schedule – V of the Act, and pursuant to the resolution passed by the Members in the Annual General Meeting held on 27th September, 2024 and based on the recommendation of Nomination and Remuneration Committee and approval of Board in its meeting held on 03rd August, 2026, a commission upto 10% per annum of the Total Profit Before Tax of the Company calculated in accordance with the provisions of Section 198 of the Act, be paid to Mr. Rohit R. Pawar, Whole-Time Director of the Company, for a period of FY 2025-26;

RESOLVED FURTHER THAT any one Director or the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be required and to file the necessary forms with the Registrar of Companies and to issue the Certified Copy of this resolution as and when required."

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

sd/-
Devendra Kulkarni
Company Secretary
M. No. A27483
A/P Pimpali, Tal. Baramati,
Dist. Pune - 413102

Place: Pune
Date: 03.08.2026

Notes:

1. The Ministry of Corporate Affairs (MCA) in continuation to its General Circular No. 20/2020 dated 05.05.2020, 02/2022 dated 05.05.2022, 10/2022 dated 28.12.2022, 09/2023 dated 25.09.2023, 09/2024 dated 19.09.2024 has issued General Circular vide No. 03/2025 dated 22.09.2025 and through the same has allowed Companies to conduct their Annual General Meetings (AGMs) through Video-Conferencing (VC) or Other Audio-Video Means (OAVM), till the further orders. The Company has decided to hold AGM through VC or OAVM. Hence, the Company is pleased to provide the facility to its Members to exercise their right to attend and vote in the AGM via electronic means i.e. Video Conferencing on Zoom Meeting.
2. Pursuant to the above mentioned MCA Circulars, the physical attendance of the Members to the AGM venue is not required and AGM be held through VC/ OAVM. Hence, Members can attend and participate in the ensuing AGM via electronic means i.e. Video Conferencing on Zoom Meeting.
3. Pursuant to Section 102 of the Companies Act, 2013, a statement setting out material facts concerning each item of Businesses to be transacted at the AGM is annexed hereto.
4. The details required as per the Secretarial Standard-2 issued by the Institute of Company Secretaries of India, in respect of the directors seeking appointment / re-appointment under this Notice, are annexed and marked as **Annexure – I, Annexure – II** and **Annexure – III.**
5. Corporate Members intending to appoint their authorized representatives to attend the meeting through Video Conferencing Facility (Zoom) are requested to send to the Company a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf, at the meeting.
6. The Members can avail the facility of nomination. The necessary form is enclosed in this regard.
7. The Members are further requested to:
   a. Refer to the notice sent to the Members on their respective e-mail id and record their attendance at the time of the meeting by accessing Zoom (Details of the same are given in point no. 16(V) herein below). In the 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 the changes, if any, in their registered e-mail addresses to the Company.
   c. Quote Ledger Folio Number in all correspondence.
   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.
8. Also, as a part of "Green Initiative in the Corporate Governance", the notice of AGM, is being sent in electronic mode to the Members whose e-mail addresses are registered with the Company.
9. Members may also note that the Notice of the meeting shall be available on the Company's website www.baramatiagro.com in downloadable form.
10. The Members who have not registered their e-mail address with the Company can now register the same by submitting the form for registration of e-mail address, the said form is available on the website of the Company i.e. www.baramatiagro.com.
11. Since, the AGM is going to be held through Video Conference Facility (Zoom), the facility for the appointment of Proxy is not available for this AGM and hence the Proxy form, the Attendance slip and the Route Map is not enclosed to this Notice.
12. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the Members till the date of AGM.
13. 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 Registered Office of the Company upto and including the date of AGM.
14. The Register of Members of Preference Shares and Share Transfer Book for Preference Shares of the Company shall remain closed from Firday, 18th September, 2026 to Thursday, 24th September, 2026 (both days inclusive) for the purpose of payment of preference dividend.
15. The preference dividend will be paid to those Members or their mandates whose names are registered in the Company's Register of Members of Preference Shareholders as on cut-off date viz. Thursday, 24th September, 2026.
16. Information and other instruction relating to Video Conferencing (VC) are as follows:
   I. The members are allowed to join the meeting by VC on Thursday, 24th September, 2026 between 10:45 A.M. (IST) to 11:15 A.M. (IST).
   II. The facility for joining the meeting shall be opened for 15 minutes before the time scheduled for the start of the meeting and shall be closed on the expiry of 15 minutes after the scheduled time.
   III. Attendance of Members through video conferencing will be counted for the purpose of quorum.

IV. The Members who wish to join the meeting can download the “Zoom Workplace” software or log in to Zoom site on your mobile devices / computers / laptops / any other video system device etc. whichever is preferable.

V. The Zoom link to attend the meeting is reproduced herein below:

https://us06web.zoom.us/j/82845407547?pwd=0dwDPLGGvw9xQ9Cvqv3matvmbJbwbE.1

After that the following steps to be taken:

OPTION – 1: JOINING FROM LAPTOP OR COMPUTER:

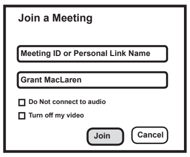
i. If this is the first time you’re joining a Zoom meeting, you can download Zoom Workplace application from the link: https://zoom.us/download (Zoom Client for Meetings)

ii. Open the Zoom desktop client.

iii. Click ‘Join a Meeting’ if you want to join without signing in, as follows:

iv. Enter the MEETING ID NUMBER: **828 4540 7547** and PASSWORD: **693156**

Click 'Join' as follows and make sure access is given to microphone (to speak) and camera (to see):



OPTION – 2: JOINING FROM MOBILE PHONE:

v. Download the Zoom Workplace Mobile App from the Application Store (Google Play Store, iOS App Store etc.)

vi. Join a Meeting by ‘Join a Meeting’ or ‘Sign in to Zoom' then tap 'Join'.

vii. Enter the meeting ID and your name.

viii. Tap 'Join Meeting'.

VI. The recorded transcript of the meeting shall be made available on the website of the Company at www.baramatiagro.com on or before Saturday, 03rd October, 2026.

VII. 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.

17. **Information and other instructions relating to e-voting are as follows:**

A. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and the Circulars issued by the Ministry of Corporate Affairs dated 08.04.2020, 13.04.2020 and 05.05.2020, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an Agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

B. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.baramatiagro.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:

The remote e-Voting period will begin on Monday, 21st September, 2026 at 09:00 A.M. and ends on Wednesday, 23rd September, 2026 at 05:00 P.M. The remote e-Voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 03rd August, 2026, may cast their vote electronically. The voting right of Members shall be in proportion to their share in the paid-up share capital of the Company as on the cut-off date, being 03rd August, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

a. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by the Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and

Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/ mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then enter your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also link provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 – 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting, for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eser vices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you

log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders:

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to hrishikesh.wagh@kanjcs.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request at evoting@nsdl.co.in

PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E-MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN and Aadhaar Card (self-attested scanned copy) by email to cs@baramatiagro.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN & Aadhaar Card (self-attested scanned copy) to cs@baramatiagro.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by the Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members, who will be present in the AGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

18. Member will be provided with a facility to attend the AGM through VC through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against Company name. You are requested to click on VC link placed under Join Meeting menu. The link for VC will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

19. Members are encouraged to join the Meeting through Laptops for better experience.

20. Further Members will be required to allow Camera and use the Internet with a good speed to avoid any disturbance during the meeting.

21. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

22. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/ folio number, email id, mobile number at cs@baramatiagro.com. The same will be replied by the Company suitably.

23. The Board of Directors has appointed CS Hrishikesh Wagh (FCS 7993, C.P. No. 9023) Designated Partner, KANJ & Co. LLP, Company Secretaries in Practice, Peer reviewed Firm based in Pune, as a Scrutinizer to scrutinize the e-voting process in a fair & transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.

24. At the AGM, 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 AGM but have not casted their votes by availing the remote e-Voting facility.

25. The Scrutinizer, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-Voting and 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 of the Company within three working days of conclusion of the meeting i.e. on or before 28th September, 2026.

26. 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.

27. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the meeting i.e. 24th September, 2026.

28. The Members desiring any information with regards to the financial statements are requested to write to the Company at an early date to enable the management to keep the information ready.

Pursuant to Section 102 of the Companies Act, 2013, a statement setting out material facts concerning each item of business mentioned in the accompanying notice:

Item No. 3 – Declaration of Dividend on 6% Preference Shares:

The preference dividend, as per the agreed terms, will be paid before 23rd October, 2026 to those Preference Shareholders or their mandates whose names are registered in the Company’s Register of 6% Non-Cumulative Non-Participative Non-Convertible Redeemable Preference Shareholders as on 24th September, 2026.

All Members are requested to update Bank Account details for transferring the dividend amount in their Bank.

S. No.	Description	Details
1	Folio No.	
2	Name of the Bank	
3	Bank Account No.	
4	IFSC Code	
5	Branch Name	

Item No. 4 – Declaration of Dividend on 9% Preference Shares:

The preference dividend, as per the agreed terms, will be paid before 23rd October, 2026 to those Preference Shareholders or their mandates whose names are registered in the Company’s Register of 9% Non-Cumulative Non-Participative Optionally Convertible Redeemable Preference Shareholders as on 24th September, 2026.

The Equity Shares (250 and less than 250) were converted to the preference shares pursuant to the scheme of arrangement approved vide Hon’ble National Company Law Tribunal, Mumbai Bench (NCLT) dated 20th September, 2021.

Presently the matter is sub judice at Hon’ble National Company Law Appellate Tribunal, New Delhi (“NCLAT”) and hence as per the order dated 21st December, 2021 of the Hon’ble NCLAT, the preference shares are not yet credited to the demat account of the respective shareholders.

All Members are requested to update Bank Account details in the format mentioned in the item no. 3 hereinabove, for transferring the dividend amount in their Bank Account.

Item No. 5 – Appointment of Mr. Rishikesh N. Dabhade (DIN: 06434185) who retires by rotation and being eligible offers himself for re-appointment:

As per Section 152 (6) of the Companies Act, 2013, two-third of total number of 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. The total number of Directors liable to retire by rotation are 5. Hence two third of the same is 3.33 i.e. 3 Directors are liable to retire by rotation. However, Mr. Rajendra D. Pawar, Chairman & Managing Director of the Company is not liable to retire by rotation and hence out of remaining 4 Directors, only 1 would retire at the ensuing Annual General Meeting (AGM). Accordingly, pursuant to Section 152 and as per the above explanation, Mr. Rohit R. Pawar, Mr. Rishikesh N. Dabhade, Mr. Subhash J. Gulave and Mr. Subhash M. Kore are liable to retire by rotation.

In pursuance of sub section (6) of Section 152, the Director who has been longest in the office since their last appointment shall retire by rotation. Accordingly, to determine who is liable to retire by rotation in the ensuing AGM between the above mentioned Directors, it is required to consider their respective dates of appointment and/or re-appointment. Therefore, Mr. Rishikesh N. Dabhade (DIN: 06434185), being longest in the office (according to his date of appointment) is liable to retire by rotation at the ensuing AGM and being eligible has offered himself for re-appointment. Further, on re-appointment there will not be any break in his service as Non-Executive Director.

Accordingly, consent of the Members is sought by passing an Ordinary Resolution as set out at Item No. 5 of the notice for Appointment of Director who retires by rotation.

The Board of Directors recommends passing of the resolution as set out at Item No. 5 as an Ordinary Resolution.

Disclosures under Secretarial Standard – 2 with reference to Item No. 5 is set out in Annexure - I of the Notice.

Nature of concern/interest (as per Section 102 (1) (a) of the Companies Act, 2013):

None of the Directors/Key Managerial Personnel of the Company/their relatives except Mr. Rishikesh N. Dabhade are in any way concerned or interested, financially or otherwise, in the proposed Resolution as set out at Item No. 5 of this Notice.

Item No. 6 – To ratify the remuneration of the Cost Auditor for the Financial Year 2026-27:

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 needs to appoint firm/individual who is a Cost Accountant in practice and on the recommendations of the Audit Committee, which shall also recommend remuneration for such Cost Auditor. The remuneration recommended by the 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 03rd August, 2026, the Board has considered and approved the appointment of 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 Rs.1,75,000/- (Rupees One Lakh Seventy-Five Thousand Only) per annum exclusive of applicable taxes and out of pocket expenses for the Financial Year ending 31st March, 2027.

Accordingly, consent of the Members is sought by passing an Ordinary Resolution as set out at Item No. 6 of the notice for ratification of the remuneration payable to the Cost Auditor for the Financial Year ending 31st March, 2027.

The Board of Directors recommends passing of the resolution as set out at Item No. 6 as an Ordinary Resolution.

Nature of concern/interest (as per Section 102 (1) (a) of the Companies Act, 2013):

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. 6 of this Notice.

Item No. 7 – Regularization of appointment of Mrs. Vrushali R. Bandal (DIN: 11027188) as an Independent Director of the Company:

In terms of Sections 149(4), 150(2), 160 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV of the Companies Act, 2013, appointment of Independent Directors of the Company shall be approved by the Members in the General Meeting.

The Company has received consent to act as a Director in form DIR-2 from Mrs. Vrushali Rahul Bandal (DIN: 11027188), intimation to the effect that she is not disqualified to be appointed as a Director in form DIR-8 and declaration in writing that she meets the criteria of independence as provided in sub-Section 6 of Section 149 of the Companies Act, 2013. In the opinion of the Board, Mrs. Vrushali R. Bandal fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder to be appointed as an Independent Director of the Company. The Company has also received a notice in writing from a Member under Section 160 of the Companies Act, 2013 signifying the intention to propose Mrs. Vrushali R. Bandal as a candidate for the office of a Director of the Company.

Mrs. Vrushali R. Bandal is a practicing advocate, having experience of more than 20 years. Hence, the Board considers that the association of Mrs. Vrushali R. Bandal will be beneficial to the Company and it would be prudent to appoint Mrs. Vrushali R. Bandal as an Independent Director. Accordingly, the appointment of Mrs. Vrushali R. Bandal is approved by the Board of Directors in its Meeting held on 24th March, 2026 and recommended to the Members for their approval.

A copy of the letter of appointment of the above mentioned Independent Director setting out the terms and conditions is available on the website of the Company and also available for the inspection at the Registered Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11:00 A.M. to 5:00 P.M. till the date of the AGM.

The aforesaid letter of appointment will also be available for inspection at the deemed venue of the AGM.

Accordingly, consent of the Members is sought by passing an Ordinary Resolution as set out at Item No.

7 of the notice for regularization of appointment of Mrs. Vrushali R. Bandal as Independent Director.

The Board of Directors recommends passing of the resolution as set out at Item No. 7 as an Ordinary Resolution.

Disclosures under Secretarial Standard - 2 with reference to Item No. 7 is set out in Annexure - II of the Notice.

Nature of concern/ interest (as per Section 102 (1) (a) of the Companies Act, 2013):

None of the Directors/Key Managerial Personnel of the Company/their relatives except Mrs. Vrushali R. Bandal, are in any way concerned or interested, financially or otherwise, in the proposed Resolution as set out at Item No. 7 of this Notice.

Item No. 8 – Change in the terms of appointment of Mr. Subhash M. Kore, Whole-Time Director (DIN: 03626043) of the Company:

Mr. Subhash M. Kore was working as Chief Financial Officer (CFO) of the Company and the Board has appointed Mr. Subhash M. Kore as a Whole-Time Director which was approved by the Members in the Annual General Meeting held on 27th September, 2024.

Mr. Subhash M. Kore was not entitled for any remuneration as a Director. Mr. Subhash M. Kore has resigned from the post of CFO w.e.f. 14th January, 2026.

Mr. Subhash M. Kore is continuing as a Whole-Time Director of the Company. Therefore, the Board of Directors in its Meeting held on 15th December, 2025, changed the terms of his appointment for payment of remuneration.

He shall be eligible for salary, perquisites and other benefits as per his employment terms as a Whole-Time Director in the Company.

The copies of the relevant documents will remain open for inspection by the Members at the Registered Office of the Company upto and including the date of AGM.

Accordingly, consent of the Members is sought by passing a Special Resolution as set out at Item No. 8 of the notice for change in terms of appointment of Mr. Subhash M. Kore as a Whole-Time Director.

The Board of Directors recommends passing of the resolution as set out at Item no. 8 as a Special Resolution.

Statement as required under Section II, Part II of the Schedule V to the Companies Act, 2013 and disclosures under Secretarial Standard – 2 with reference to Item No. 8 is set out in Annexure - II of the Notice.

Nature of concern/ interest (as per Section 102 (1) (a) of the Companies Act, 2013):

None of the Directors/Key Managerial Personnel of the Company/their relatives except Mr. Subhash M. Kore, are, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution as set out at Item no. 8 of this Notice.

Item No. 9 – Change in the remuneration payable to Mr. Subhash M. Kore, Whole-Time Director (DIN: 03626043) of the Company:

Mr. Subhash M. Kore was working as Chief Financial Officer (CFO) of the Company and the Board has appointed Mr. Subhash M. Kore as a Whole-Time Director which was approved by the Members in the Annual General Meeting held on 27th September, 2024 and considering the efforts taken by Mr. Subhash M. Kore, it was proposed to increase the remuneration payable to him for the period of appointment of Mr. Subhash M. Kore, i.e. till 14th June, 2027.

i. Salary: Rs. 3,40,362/- per month (Rupees Three Lakhs Forty Thousand Three Hundred and Sixty-Two Only).

ii. Other benefits, incentives and perquisites as per the policy of the Company formed time to time.

Accordingly, consent of the Members is sought by passing a Special Resolution as set out at Item No. 9 of the notice for Change in remuneration of Mr. Subhash M. Kore.

The Board of Directors recommends passing of the resolution as set out at Item No. 9 as a Special Resolution.

Statement as required under Section II, Part II of the Schedule V to the Companies Act, 2013 and disclosures under Secretarial Standard - 2 with reference to Item No. 9 is set out in Annexure - II of the Notice

Nature of concern/ interest (as per Section 102 (1) (a) of the Companies Act, 2013):

None of the Directors/Key Managerial Personnel of the Company/their relatives except Mr. Subhash M. Kore, are in any way concerned or interested, financially or otherwise, in the proposed Resolution as set out at Item No. 9 of this Notice.

Item No. 10 – Re-appointment and approval of the remuneration payable to Mr. Rajendra D. Pawar (DIN: 00226848) as the Chairman & Managing Director of the Company:

Mr. Rajendra D. Pawar has been the Director of the Company since October, 1989. Further, the Members in the 36th Annual General meeting of the Company had appointed Mr. Rajendra Pawar as Whole-time Key Managerial Personnel (KMP) and as the Chairman & Managing Director of the Company with effect from 18th February, 2024 till 31st March, 2026.

The tenure of Mr. Rajendra D. Pawar is supposed to be completed on 31st March, 2026. Accordingly, the Board at its Meeting held on 24th March, 2026 subject to the approval of the Members of the Company has resolved to re-appoint Mr. Rajendra D. Pawar as Chairman &

Managing Director of the Company, not liable to retire by rotation.

The Remuneration payable to Mr. Rajendra D. Pawar has been recommended and approved by the Nomination & Remuneration Committee (NRC) at its meeting held on 24th March, 2026 and Audit Committee at its meeting held on 24th March, 2026 and the same has been approved by the Board.

The terms & conditions and the remuneration payable to the Managing Director is subject to the approval of the Members at the forthcoming Annual General Meeting (AGM) and such other approvals as may be required.

Mr. Rajendar D. Pawar will attain the age of 70 (Seventy) years on 17th June, 2028. Therefore, in accordance with the provisions of Section 196 of the Companies Act, 2013, a separate Special Resolution will be proposed in the next AGM to be held in the calendar year 2027, for his appointment as Chairman & Managing Director of the Company.

The copies of the relevant resolutions of the Board of Directors with respect to the appointment of Chairman & Managing Director and pursuant to the provisions of the Section 190 of the Companies Act, 2013 a copy of the draft agreement to be entered into between the Company and Mr. Rajendra D. Pawar etc. referred to in the notice and the accompanying Explanatory Statement will remain open for inspection by the Members at the Registered Office of the Company upto and including the date of AGM.

Accordingly, consent of the Members is sought by passing a Special Resolution as set out at Item No. 10 of the notice for re-appointment and approval of remuneration payable to Mr. Rajendra D. Pawar as Chairman & Managing Director.

The Board of Directors recommends passing of the resolution as set out at Item no. 10 as a Special Resolution.

Statement as required under Section II, Part II of the Schedule V to the Companies Act, 2013 and disclosures under Secretarial Standard – 2 with reference to Item No. 10 is set out in Annexure - III of the Notice.

Nature of concern/ interest (as per section 102 (1) (a) of the Companies Act, 2013):

Mr. Rajendra D. Pawar and Mr. Rohit R. Pawar cumulatively holds 44,70,933 'Series A' equity shares and 26,04,979 'Series B' equity shares and holds 6,69,851 6% Preference shares of the Company. Mr. Rohit R. Pawar being relative of Mr. Rajendra D. Pawar is interested in the proposed resolution along with Mr. Rajendra D. Pawar and their relatives.

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 Special Resolution as set out at Item No. 10 of this Notice.

Item No. 11 – Re-appointment and approval of the remuneration payable to Mr. Rohit R. Pawar (DIN: 00590679) as a Whole-Time Director of the Company:

Mr. Rohit R. Pawar was appointed as the Executive Director of the Company on 01st April, 2009 and was re-appointed as the Whole-Time Director of the Company by the Members in the 36th Annual General Meeting (AGM) of the Company with effect from 18th February, 2024 till 31st March, 2026.

The tenure of Mr. Rohit R. Pawar as the Whole-Time Director is supposed to be completed on 31st March, 2026. Accordingly, the Board at its Meeting held on 24th March, 2026 has resolved to re-appoint Mr. Rohit R. Pawar as Whole-Time Director of the Company liable to retire by rotation, subject to approval of the Members of the Company.

The Remuneration payable to Mr. Rohit R. Pawar has been recommended and approved by the Nomination & Remuneration Committee (NRC) at its meeting held on 24th March, 2026 and Audit Committee at its meeting held on 24th March, 2026 and subsequently approved by the Board.

The terms & conditions and the remuneration payable to the Whole-Time Director is subject to the approval of the Members at the forthcoming AGM and such other approvals as may be required.

The copies of the relevant resolutions of the Board of Directors with respect to the appointment of Whole-Time Director and pursuant to the provisions of the Section 190 of the Companies Act, 2013 a copy of the draft agreement to be entered into between the Company and Mr. Rohit R. Pawar etc. referred to in the notice and the accompanying Explanatory Statement will remain open for inspection by the Members at the Registered Office of the Company.

Accordingly, consent of the Members is sought by passing a Special Resolution as set out at Item No. 11 of the notice for re-appointment and approval of remuneration payable to Mr. Rohit R. Pawar as a Whole-Time Director.

The Board of Directors recommends passing of the resolution as set out at Item no. 11 as a Special Resolution.

Statement as required under Section II, Part II of the Schedule V to the Companies Act, 2013 and disclosures under Secretarial Standard - 2 with reference to Item No. 11 is set out in Annexure - III of the Notice.

Nature of concern/ interest (as per section 102 (1) (a) of the Companies Act, 2013):

Mr. Rajendra D. Pawar and Mr. Rohit R. Pawar cumulatively holds 44,70,933 'Series A' equity shares and 26,04,979 'Series B' equity shares and holds

6,69,851 6% Preference shares of the Company. Mr. Rajendra D. Pawar being relative of Mr. Rohit R. Pawar is interested in the proposed resolution along with Mr. Rohit R. Pawar and their relatives.

None of the other 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 Special Resolution as set out at Item No. 11 of this Notice.

Item No. 12 – Approval for the payment of commission to Mr. Rohit R. Pawar, Whole-Time Director (DIN: 00590679) of the Company for FY 2025-26:

Mr. Rohit R. Pawar was re-appointed as a Whole-Time Director of the Company in the Annual General Meeting held on 27th September, 2024.

As per the terms of the re-appointment, Mr. Rohit R. Pawar is entitled to the commission upto 10% of the Total Profit Before Tax of the Company for the Financial Year 2025-26, subject to the approval of the Members of the Company.

Mr. Rohit R. Pawar is actively involved in various decision making process and makes his valuable contributions towards business development, governance, long term strategy and compliances.

The Board of Directors in its meeting held on 03rd August, 2026, based on the recommendation by the Nomination and Remuneration Committee and subject to the approval of the Members, approved the payment of commission upto 10% of the Total Profit Before Tax of the Company to Mr. Rohit R. Pawar, Whole-Time Director of the Company for FY 2025-26.

Accordingly, consent of the Members is sought by passing a Special Resolution as set out at Item No. 12 of the notice for approval of payment of Commission to Mr. Rohit R. Pawar, Whole-Time Director of the Company.

The Board of Directors recommends passing of the resolution as set out at Item no. 12 as a Special Resolution.

Nature of concern/ interest (as per Section 102 (1) (a) of the Companies Act, 2013):

Mr. Rajendra D. Pawar and Mr. Rohit R. Pawar cumulatively holds 44,70,933 'Series A' equity shares and 26,04,979 'Series B' equity shares and holds 6,69,851 6% Preference shares of the Company. Mr. Rajendra D. Pawar being relative of Mr. Rohit R. Pawar is interested in the proposed resolution along with Mr. Rohit R. Pawar and their relatives.

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 Special Resolution as set out at Item No. 12 of this Notice.

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

sd/-
Devendra Kulkarni
Company Secretary
M. No. A27483
A/P Pimpali, Tal. Baramati,
Dist. Pune – 413102

Date: 03.08.2026
Place: Pune

ANNEXURE I TO THE NOTICE

Statement as required under Section II, Part II of Schedule V of the Companies Act, 2013 and Disclosures under Secretarial Standard – 2 (SS-2) issued by the ICSI, with reference to the Ordinary Resolution at Item No. 5 of the Notice.

I. General Information:

1. **Nature of Industry:** Agricultural and allied Activities. Production & Trading of Sugar and its by products, Poultry & Poultry Products, Animal Feed etc.
2. **Date or expected date of commencement of commercial production:** Existing Company in operation since 1988.
3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
4. Financial performance based on given indicators

(Amount in Rs. Crores)

S. No.	Particulars	2025-26	2024-25	2023-24
1	Total Income	6,173.57	5,489.72	4,623.71
2	Total Expenses	6,046.85	5,401.62	4,442.28
3	Profit/(Loss) before Tax	126.72	88.10	181.43
4	Profit/(Loss) after Tax	85.17	87.49	138.06
5	Earnings Per Share (in Rs.)	21.07	20.61	30.94

5. **Foreign investments or collaborators, if any:** Company have two wholly-owned subsidiary companies. One is named as 'Baramati Agro Singapore Pte. Ltd.' and another named as 'Baramati Agro Tanzania Ltd.'

II. Information as required under Secretarial Standard – 2 (SS-2) issued by the ICSI for Mr. Rishikesh N. Dabhade

Sr. No.	Particulars	Mr. Rishikesh N. Dabhade
1)	Father's Name	Namdeo Dabhade
2)	Date of Birth	May 27, 1988
3)	Age (Years)	38
4)	Date of appointment	September 29, 2017
5)	Background Details	Mr. Rishikesh Dabhade holds a Bachelor's Degree in Engineering with a specialization in Electronics and Telecommunications. He has extensive experience in the Poultry Industry and other related businesses. Leveraging his diverse business expertise and industry experience, Mr. Rishikesh Dabhade makes a significant contribution to strengthening the Company's business and supporting its continued growth.
6)	List of outside directorships held	1. Ag-Vet Genetics Private Limited 2. HRCV Resources Private Limited (Dabhade Motors and Services Private Limited) 3. Digipment Digital Solution Private Limited 4. Maval Developers and Builders Private Limited 5. Sarv Polypack India Private Limited 6. Maval Development Foundation
7)	No. of Board Meetings attended during the Financial Year 2025-26	5
8)	Member of the Committees of the Board of the Company	1) Nomination & Remuneration Committee
9)	Relationship with other Directors or Key Managerial Personnel of the Company	NIL
10)	Past Remuneration	Not Applicable
11)	Recognition and Awards	-
	Job Profile	Please refer to point no. 5

	Remuneration proposed	Mr. Rishikesh Dabhade shall be entitled for the remuneration by way of sitting fees, as may be decided by the Board from time to time.
12)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The remuneration payable to Mr. Rishikesh Dabhade is by way of sitting fees only.
13)	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	NIL

III. OTHER INFORMATION:

(1) Reasons for loss or inadequate profits: The remuneration may exceed the limits specified under:

Section 197 of the Companies Act even though Company might have profits during the relevant period.

(2) Steps taken or proposed to be taken for improvement: N.A.

(3) Expected increase in productivity and profit in measurable terms: N.A.

IV. DISCLOSURES:

Disclosures in the Board of Directors' report under the heading 'Corporate Governance' is not applicable to the Company.

ANNEXURE II TO THE NOTICE

Statement as required under Section II, Part II of Schedule V of the Companies Act, 2013 and Disclosures under Secretarial Standard – 2 (SS-2) issued by the ICSI, with reference to the Special Resolution at Item No. 7 and 8 & 9 of the Notice.

I. General Information:

1. **Nature of Industry:** Agricultural and allied Activities. Production & Trading of Sugar and its by products, Poultry & Poultry Products, Animal Feed etc.
2. **Date or expected date of commencement of commercial production:** Existing Company in operation since 1988.
3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
4. Financial performance based on given indicators

(Amount in Rs. Crores)

S. No.	Particulars	2025-26	2024-25	2023-24
1	Total Income	6,173.57	5,489.72	4,623.71
2	Total Expenses	6,046.85	5,401.62	4,442.28
3	Profit/(Loss) before Tax	126.72	88.10	181.43
4	Profit/(Loss) after Tax	85.17	87.49	138.06
5	Earnings Per Share (in Rs.)	21.07	20.61	30.94

5. **Foreign investments or collaborators, if any:** Company have two wholly-owned subsidiary companies. One is named as 'Baramati Agro Singapore Pte. Ltd.' and another named as 'Baramati Agro Tanzania Ltd.'

II. Information as required under Secretarial Standard – 2 (SS-2) issued by the ICSI for Mrs. Vrushali R. Bandal and Mr. Subhash M. Kore

Sr. No.	Particulars	Mrs. Vrushali R. Bandal	Mr. Subhash M. Kore
1)	Father's Name	Vijaysinh Chavan	Mallikarjun Kore
2)	Date of Birth	July 15, 1983	June 15, 1964
3)	Age (Years)	43	62
4)	Date of appointment	March 24, 2026	June 15, 2024
5)	Background Details	Mrs. Vrushali R. Bandal is a Law Graduate and has been practicing as an advocate for more than 20 years. With her extensive legal expertise and professional experience, Mrs. Vrushali R. Bandal will contribute significantly to strengthening the Company's focus on good governance practices and ensuring high standards of corporate governance.	Mr. Subhash M. Kore is associated with the Company since its inception and he was the very first employee of the Company. Mr. Subhash M. Kore has also worked as Chief Financial Officer of the Company, till 14th January, 2026. Mr. Subhash M. Kore will continue to work as Whole-Time Director of the Company.
6)	List of outside directorships held	NIL	1. Avineo Systems Private Limited (Profarm Agrotech Private Limited) 2. Provet Genetics Private Limited 3. Prospirit Distilleries Private Limited 4. Ag-Vet Marketing Limited
7)	No. of Board Meetings attended during the Financial Year 2025-26	Not Applicable (post her appointment as Additional Director w.e.f. 24th March, 2026)	6
8)	Member of the Committees of the Board of the Company	1.Audit Committee 2.Nomination & Remuneration Committee 3.Corporate Social Responsibility Committee	Not Applicable

Sr. No.	Particulars	Mrs. Vrushali R. Bandal	Mr. Subhash M. Kore
9)	Relationship with other Directors or Key Managerial Personnel of the Company	NIL	NIL
10)	Past Remuneration	Not Applicable	Not Applicable (as a Director)
11)	Recognition and Awards	-	-
	Job Profile	Please refer to point no. 5	Please refer to point no. 5
	Remuneration proposed	Mrs. Vrushali Bandal shall be entitled for the remuneration by way of sitting fees, as may be decided by the Board from time to time.	As stated in the explanatory statement to the special resolution at Item no. 8 and 9 of the notice.
12)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his/her origin)	The remuneration payable to Mrs. Vrushali R. Bandal by way of sitting fees only.	Considering the size of the Company, profile of Subhash M. Kore and the responsibilities shouldered by him, the proposed revised remuneration is reasonable, justified and commensurate with the diverse nature of the Company's businesses.
13)	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	NIL	Mr. Subhash M. Kore is Whole-Time Director and shareholder of the Company with equity shareholding of 0.035% in the Company.

III. OTHER INFORMATION:

(1) Reasons for loss or inadequate profits: The remuneration may exceed the limits specified under:

Section 197 of the Companies Act even though Company might have profits during the relevant period.

(2) Steps taken or proposed to be taken for improvement: N.A.

(3) Expected increase in productivity and profit in measurable terms: N.A.

IV. DISCLOSURES:

Disclosures in the Board of Directors' report under the heading 'Corporate Governance' is not applicable to the Company.

ANNEXURE III TO THE NOTICE

Statement as required under Section II, Part II of Schedule V of the Companies Act, 2013 and Disclosures under Secretarial Standard – 2 (SS-2) issued by the ICSI, with reference to the Special Resolution at Item No. 10 and 11 of the Notice.

I. General Information:

1. **Nature of Industry:** Agricultural and allied Activities. Production & Trading of Sugar and its by product, Poultry & Poultry Products, Animal Feed etc.
2. **Date or expected date of commencement of commercial production:** Existing Company in operation since 1988.
3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
4. Financial performance based on given indicators

(Amount in Rs. Crores)

S. No.	Particulars	2025-26	2024-25	2023-24
1	Total Income	6,173.57	5,489.72	4,623.71
2	Total Expenses	6,046.85	5,401.62	4,442.28
3	Profit/(Loss) before Tax	126.72	88.10	181.43
4	Profit/(Loss) after Tax	85.17	87.49	138.06
5	Earnings Per Share (in Rs.)	21.07	20.61	30.94

5. **Foreign investments or collaborators, if any:** Company have two wholly owned subsidiary companies. One is named as ‘Baramati Agro Singapore Pte. Ltd.’ and another named as ‘Baramati Agro Tanzania Ltd.’

II. Information as required under Secretarial Standard – 2 (SS-2) issued by the ICSI for Mr. Rajendra D. Pawar and Mr. Rohit R. Pawar:

Sr. No.	Particulars	Mr. Rajendra D. Pawar	Mr. Rohit R. Pawar
1)	Father’s Name	Mr. Dinkarrao Pawar	Mr. Rajendra Pawar
2)	Date of Birth	June 17, 1958	September 29, 1985
3)	Age (Years)	68	40
4)	Date of appointment	October 25, 1989	April 01, 2009
5)	Background Details	Mr. Rajendra D. Pawar, Chairman and Managing Director of Baramati Agro Limited have completed his higher education in Agriculture Technology from Institute of Michigan State University, U.S.A. and has also Completed One Year Agricultural Exchange Program from University of Minnesota. Mr. Rajendra D. Pawar has been serving the Company since 1989 and as a member of the Senior Management team, he has brought the latest technology in Sugar, Poultry and Feed and transformed the Company for the future. Mr. Rajendra D. Pawar oversees a professionally managed business with interest in sugar, poultry and feed spreading in India and abroad. He is the guiding force behind the Company’s sustained and profitable growth.	Mr. Rohit R. Pawar is a Bachelor of Management Studies from Mumbai University. He started his career as the Deputy General Manager of Baramati Agro Limited in the year 2009. At the age of 24, Mr. Rohit R. Pawar accepted a huge responsibility to manage the Company in challenging economic conditions. By using wide perception and sound management skills, Mr. Rohit R. Pawar, has developed a work culture wherein every employee of the Company devotes its best efforts for the overall development of the Company and accept the challenges for better returns. Mr. Rohit R. Pawar plays a leading role in envisioning and formulating the Company’s strategies in the business. The Company’s business has been driven by his foresight and his sharp business acumen has played

Sr. No.	Particulars	Mr. Rajendra D. Pawar	Mr. Rohit R. Pawar
		Mr. Rajendra D. Pawar developed this Company from grass root level to the Thousand Crores Company. Since incorporation, the Company has achieved many milestones under his leadership. Having a wide knowledge and expertise in Agriculture, Mr. Rajendra D. Pawar always guided the Company towards stability and growth.	an immeasurable role in driving Baramati Agro Limited towards growth and sustainability in the challenging economic conditions. Mr. Rohit R. Pawar is the chief strategist and leverages his in-depth understanding of the business to enhance the growth of the Company. Mr. Rohit R. Pawar leads a strong team of managers with a mission of delivering premium value to all stakeholders. With a vision and keen understanding of the dynamic market trends, his implicit sense of business has enabled Baramati Agro Limited to carve a niche for itself in the Sugar, Poultry and Feed sector. With a strong business strategy, Mr. Rohit R. Pawar has ensured that the Company has been consistently growing. The strategies implemented under his guidance and the projects launched will yield results in the coming years.
6)	List of outside directorships held	1. Subhadra Buildcon Private Limited 2. ECOF Scholastic Private Limited 3. Ravish Greenfields Private Limited 4. Anshuman Greenfields Private Limited 5. Dinkar Greenfields Private Limited 6. Krushik Charitable Foundation 7. ADT AI Training Foundation	1. Ravish Greenfields Private Limited 2. Anshuman Greenfields Private Limited 3. Dinkar Greenfields Private Limited 4. Rajas Agro Private Limited 5. Suhit Trading Private Limited 6. Karjat - Jamkhed Integrated Development Foundation 7. MCA Sports Association
7)	No. of Board Meetings attended during the Financial Year 2025-26	6	3
8)	Member of the Committees of the Board of the Company	1) Corporate Social Responsibility Committee 2) Stakeholder’s Relationship Committee 3) Executive Committee 4) Finance Committee 5) Share Transfer Committee	1) Corporate Social Responsibility Committee 2) Audit Committee 3) Executive Committee 4) Finance Committee 5) Share Transfer Committee 6) Stakeholder’s Relationship Committee
9)	Relationship with other Directors or Key Managerial Personnel of the Company	Mr. Rohit R. Pawar – Son	Mr. Rajendra D. Pawar – Father

Sr. No.	Particulars	Mr. Rajendra D. Pawar	Mr. Rohit R. Pawar
10)	Past Remuneration	For FY 2025-26 Rs. 7,57,05,000/- For FY 2024-25 Rs. 6,30,97,000/- For FY 2023-24 Rs.13,74,93,000/-	For FY 2025-26 Rs. 32,49,99,000/- For FY 2024-25 Rs. 27,68,02,000/- For FY 2023-24 Rs.13,74,93,000/-
11)	Recognition and Awards	Mr. Rajendra D. Pawar is Chairman of Agricultural Development Trust, Baramati	-
	Job Profile	Please refer to point no. 5	Please refer to point no. 5
	Remuneration proposed	As stated in the explanatory statement to the special resolution at Item no. 10 of the notice.	As stated in the explanatory statement to the special resolution at Item no. 11 of the notice.
12)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	Considering the size of the Company, profile of Mr. Rajendra D. Pawar and the responsibilities shouldered by him, the proposed revised remuneration is reasonable, justified and commensurate with the diverse nature of the Company's businesses.	Considering the size of the Company, profile of Mr. Rohit R Pawar and the responsibilities shouldered by him, the proposed revised remuneration is reasonable, justified and commensurate with the diverse nature of the Company's businesses.
13)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Rajendra D. Pawar is Shareholder and Director in the Company with equity shareholding of 3.38% in the Company and he is Father of Mr. Rohit R. Pawar who is Whole-Time Director of the Company.	Mr. Rohit R. Pawar is Shareholder and Director in the Company with equity shareholding of 11.78% in the Company and he is Son of Mr. Rajendra D. Pawar who is Chairman & Managing Director of the Company.

III. OTHER INFORMATION:

(1) Reasons for loss or inadequate profits: The remuneration may exceed the limits specified under:

Section 197 of the Companies Act even though Company might have profits during the relevant period.

(2) Steps taken or proposed to be taken for improvement: N.A.

(3) Expected increase in productivity and profit in measurable terms: N.A.

IV. DISCLOSURES:

Disclosures in the Board of Directors' report under the heading 'Corporate Governance' is not applicable to the Company.