

SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies [Management and Administration] Rules, 2014)

To,

THE CHAIRMAN,

BARAMATI AGRO LIMITED

AT POST PIMPALI TAL BARAMATI,

BARAMATI, MAHARASHTRA - 413102.

The remote e-voting period had commenced from Sunday, 24th September, 2023 at 09:00 A.M. (IST), till Tuesday, 26th September, 2023, at 05:00 P.M (IST) in respect of the 35th Annual General Meeting of the Shareholders of the Company held through video conferencing facility on Wednesday, 27th September, 2023 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") using Zoom facility.

Dear Sir,

I, CS Hrishikesh Wagh, Partner of M/s. KANJ & Co. LLP, Practicing Company Secretaries, Pune, was appointed as Scrutinizer for the purpose of the e-Voting process being carried out, as per Section 108 of the Companies Act, 2013, in respect of the below mentioned resolutions passed at the Annual General Meeting of the Shareholders of the Company held on Wednesday, 27th September, 2023 at its Registered office at post Pimpali, Tal. Baramati, Dist. Pune – 413102 at 11:00 A.M. through Video Conference submit my report as under:

1. After the time fixed for closing of the e-Voting by the Company, a final electronic report of the whole process was generated by me by using the access and authorizations given to me by NSDL.
2. The final report generated was tabulated by me and the data regarding the final e-votes was diligently scrutinized. The whole data regarding the members who had voted electronically was reconciled as per the data available on the website of National Securities Depository Limited (NSDL), i.e. "<https://www.evoting.nsdl.com>"

The result of the e-voting is as under:



ORDINARY BUSINESS:

a) Resolution No.1 (Ordinary Resolution):

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2023 and the Report of Board of Directors' and Auditors' thereon.

Series 'A' Equity Shareholders:

(i) Voted in favour of the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
18	2,28,10,753	100%

(ii) Voted against the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
0	0	0

(iii) Abstained from Voting:

Total e-votes	Number of votes	% of total number of valid votes cast
0	0	0

Series 'B' Equity Shareholders:

(i) Voted in favour of the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
10	1,25,67,724	100%

(Handwritten Signature)
 FCS-7993
 CP-9023
 Company Secretary

(ii) Voted against the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
0	0	0

(iii) Abstained from Voting:

Total e-votes	Number of votes	% of total number of valid votes cast
0	0	0

The resolution was passed unanimously.

b) Resolution No.2 (Ordinary Resolution):

To declare dividend on 6% Preference shares for the Financial Year ended on March 31, 2023.

Series 'A' Equity Shareholders:

(i) Voted in favour of the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
18	2,28,10,753	100%

(ii) Voted against the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
0	0	0

Handwritten signature
 FCS-7993
 CP-9023
 Company Secretary

(iii) Abstained from Voting:

Total e-votes	Number of votes	% of total number of valid votes cast
0	0	0

Series 'B' Equity Shareholders:

(i) Voted in favour of the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
10	1,25,67,724	100%

(ii) Voted against the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
0	0	0

(iii) Abstained from Voting:

Total e-votes	Number of votes	% of total number of valid votes cast
0	0	0

6% Preference Shareholders:

(i) Voted in favour of the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
24	32,48,173	100%

[Handwritten Signature]
 FCS-7993
 CP-9023
 Company Secretary

(ii) Voted against the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
0	0	0

(iii) Abstained from Voting:

Total e-votes	Number of votes	% of total number of valid votes cast
0	0	0

The resolution was passed unanimously.

c) Resolution No.3 (Ordinary Resolution):

To declare dividend on 9% Preference shares for the Financial Year ended on March 31, 2023.

Series 'A' Equity Shareholders:

(i) Voted in favour of the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
18	2,28,10,753	100%

(ii) Voted against the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
0	0	0


 URISHIKESH S. WAGH
 FCS-7993
 CP-9023
 Company Secretary

(iii) Abstained from Voting:

Total e-votes	Number of votes	% of total number of valid votes cast
0	0	0

Series 'B' Equity Shareholders:

(i) Voted in favour of the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
10	1,25,67,724	100%

(ii) Voted against the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
0	0	0

(iii) Abstained from Voting:

Total e-votes	Number of votes	% of total number of valid votes cast
0	0	0

9% Preference Shareholders:

(i) Voted in favour of the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
7	1750	100%

Handwritten signature
 HRISHIKESH S. WAGH
 FCS-7993
 CP-9023
 Company Secretary

(ii) Voted against the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
0	0	0

(iii) Abstained from Voting:

Total e-votes	Number of votes	% of total number of valid votes cast
0	0	0

The resolution was passed unanimously.

d) Resolution No.4 (Ordinary Resolution):

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 a Non-Executive Director.

Series 'A' Equity Shareholders:

(i) Voted in favour of the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
18	2,28,10,753	100%

(ii) Voted against the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
0	0	0


 RISHIKESH S. WAGH
 FCS-7993
 CP-9023
 Company Secretary

(i) Abstained from Voting:

Total e-votes	Number of votes	% of total number of valid votes cast
0	0	0

Series 'B' Equity Shareholders:

(i) Voted in favour of the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
10	1,25,67,724	100%

(ii) Voted against the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
0	0	0

(i) Abstained from Voting:

Total e-votes	Number of votes	% of total number of valid votes cast
0	0	0

The resolution was passed unanimously.


 KRISHIKESH S. WAGH
 FCS-7993
 CP-9023
 Company Secretary

SPECIAL BUSINESS:

e) Resolution No.5 (Ordinary Resolution):

To approve the remuneration of Cost Auditor for the Financial Year ending on March 31, 2024 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 thereof, for the time being in force), Harshad Deshpande and Associates , Cost Accountants, (Firm Registration No.00378) appointed as Cost Auditors by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending on March 31, 2024, be paid remuneration amounting to ₹ 1,75,000/- (Rupees One Lakh Seventy FiveThousand only) exclusive of applicable taxes and out of pocket expenses, if any;

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

Series ‘A’ Equity Shareholders:

(i) Voted in favour of the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
18	2,28,10,753	100%

(ii) Voted against the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
0	0	0

Handwritten signature
 HRISHIKESH S. WAGH
 FCS-7993
 CP-9023
 Company Secretary

(iii) Abstained from Voting:

Total e-votes	Number of votes	% of total number of valid votes cast
0	0	0

Series 'B' Equity Shareholders:

(i) Voted in favour of the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
10	1,25,67,724	100%

(ii) Voted against the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
0	0	0

(iii) Abstained from Voting:

Total e-votes	Number of votes	% of total number of valid votes cast
0	0	0

The resolution was passed unanimously.

f) Resolution No.6 (Ordinary Resolution):

To regularize the appointment of Mrs. Sushama S. Mane (DIN: 10061431) as Independent Director of the Company and in this regard to consider and if thought fit, to pass the following resolution as **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

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[Signature]



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. Sushama S. Mane (DIN: 10061431) had been appointed as an Additional Director of the Company by the Board of Directors with effect from the date of approval and allotment of her Director Identification Number (DIN) from the MCA i.e. 03rd March, 2023 and shall hold the office till the date of this Annual General Meeting. The Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying intention to propose Mrs. Sushama S. Mane as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years from March 03, 2023 to March 02, 2028 subject to Mrs. Sushama S. Mane satisfying the criteria of independence in terms of the Companies Act, 2013, and the Rules made thereunder and that Mrs. Sushama S. Mane shall not be liable to retire by rotation."

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company be and are hereby severally authorized 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."

Series 'A' Equity Shareholders:

(i) Voted in favour of the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
18	2,28,10,753	100%

(ii) Voted against the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
0	0	0

[Handwritten Signature]
 SHIKESH S. WAGH
 FCS-7993
 CP-9023
 Company Secretary

(iii) Abstained from Voting:

Total e-votes	Number of votes	% of total number of valid votes cast
0	0	0

Series 'B' Equity Shareholders:

(i) Voted in favour of the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
10	1,25,67,724	0

(ii) Voted against the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
0	0	0

(iii) Abstained from Voting:

Total e-votes	Number of votes	% of total number of valid votes cast
0	0	0

The resolution was passed unanimously.

g) Resolution No.7 (Special Resolution):

To rectify the re-appointment of Mrs. Vijaya S. Hiremath (DIN: 07385209) as an Independent Director of the Company and in this regard to consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

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“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory amendment(s) thereto or enactment(s) thereof for the time being in force, re-appointment of Mrs. Vijaya Shivyogi Hiremath (DIN: 07385209), Independent Director of the Company, who has submitted a declaration that she meets the criteria of Independence under Section 149 (6) of the Companies Act, 2013 and who is eligible for re-appointment and based on the recommendation of Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company, be and is hereby ratified as an Independent Director of the Company up to 27th December, 2025;

RESOLVED FURTHER THAT any one Director or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things required to give effect to the aforesaid Resolution and to file necessary e-forms with the Registrar of Companies, as may be required;

RESOLVED FURTHER THAT any one Director or the Company Secretary of the Company be and are hereby severally authorized to sign and issue a Certified Copy of this Resolution.”

Series ‘A’ Equity Shareholders:

(i) Voted in favour of the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
18	2,28,10,753	100%

(ii) Voted against the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
0	0	0

jsch


(iii) Abstained from Voting:

Total e-votes	Number of votes	% of total number of valid votes cast
0	0	0

Series 'B' Equity Shareholders:

(i) Voted in favour of the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
10	1,25,67,724	100%

(ii) Voted against the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
0	0	0

(iii) Abstained from Voting:

Total e-votes	Number of votes	% of total number of valid votes cast
0	0	0

The resolution was passed unanimously.

h) Resolution No.8 (Special Resolution):

To change the remuneration payable to Mr. Subhash J. Gulve - Executive Director (DIN: 02625022) of the Company and in this regard to consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

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 HRISHIKESH S. WAGI
 FCS-7993
 CP-9023 14
 Company Secretary

“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 and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), and resolution passed by the Board of Directors in its Board Meeting held on 21st April, 2023, approval of the Members of Company be and is hereby accorded to increase the remuneration of Mr. Subhash J. Gulve – Executive Director (DIN: 02625022) from ₹ 2,25,000/- p.m. to ₹ 2,50,000/- 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 J. Gulve, for a period of 2 (two) years from 1st April, 2023 to 31st March, 2025 on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Directors/Nomination and 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 J. Gulve;

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 J. Gulve 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 and with Schedule V of the Companies Act, 2013 and Rules framed thereunder and any other applicable provisions of the Act;

RESOLVED FURTHER THAT any one Director and/or the Company Secretary of the Company be and are hereby severally authorized 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.”

Series ‘A’ Equity Shareholders:

- (i) Voted in favour of the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
18	2,28,10,753	100%




(ii) Voted against the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
0	0	0

(iii) Abstained from Voting:

Total e-votes	Number of votes	% of total number of valid votes cast
0	0	0

Series 'B' Equity Shareholders:

(i) Voted in favour of the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
10	1,25,67,724	100%

(ii) Voted against the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
0	0	0

(iii) Abstained from Voting:

Total e-votes	Number of votes	% of total number of valid votes cast
0	0	0

The resolution was passed unanimously.


 SHIKESH S. WAGH
 FCS-7993
 CP-9023
 Company Secretary

i) Resolution No.9 (Special Resolution):

To alter the Object Clause of Memorandum of Association (MOA) 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 Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“The Act”) and the Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and subject to such approval(s), permission(s) as may be required and resolution passed by the Board of Directors in its Board Meeting held on 21st April, 2023 and 11th August, 2023, the consent of the members of the Company be and is hereby accorded for effecting the additions in the existing Object Clause of the Memorandum of Association (“MOA”) of the Company in the following manner:

Clause III of the MOA be altered by insertion of following clauses after existing clause No. 4:

1) To carry on the business of manufacturers, designers, processors, extruders, converters, formulators, fabricators, job workers, makers, machinist, consultants, wholesales, retailers, stockists, buyers, sellers, importers, exporters and dealers in all types of water purification membranes filters, purification systems and devices, machineries, appliances, equipments, and allied products required for various applications whether industrial, domestic, commercial or otherwise and made from any synthetic, thermosetting and thermoplastic or such other related metal or material including water treatment plants and activities for creating awareness of the ecology and environment through various means and to carry out or undertake scientific researches, development, design and experimental work in relation to manufacture of membrane filters.

2) To establish and maintain Research Centres and to carry out or undertake scientific and technical researches, investigation, design, development and inventions including experimenting, testing and standardising and to promote studies in all branches of science, engineering and technology for producing, discovering, inventing, marking improvements in, modifications to, effecting cost reduction or energy savings and tests of all kinds.

3) To collaborate with foreign enterprises for acquiring or offering technical know-how for the purpose of the business of the Company and employ foreign technicians or experts or advisers on a contract basis in the interest of the Company.



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4) To carry on business as brewers, distillers and manufactures, buyers, sellers, importers, exporters, distributors, dealers, merchants, bottlers, packers, canners, in wines, beer, whisky, rum, gin, spirits, alcohols including grain alcohols, cognac and liquors, fruit extracts/juices, essence, flavours, concentrates, soft drinks, mineral waters, aerated water.

5) To carry on the business as manufacturers, distillers, procurers, importers, exporters, agents, brokers, suppliers, wholesalers, dealers, stockists, distributors of brewers and maltsters and to deal in mineral water soft and hard drink, spirit, wine, beer, ale, port, stout, whiskies intoxicating or not, produced from all kinds of ingredients, raw materials and/or malt, malt products, hops, yeast, essences, flavours, concentrates and so on.

6) To carry on the business of manufacturers, importers, exporters, agents, suppliers, stockists of coopers and bottlers, bottle makers, bottle stopper makers, potters, manufacturers of and dealers in aerated and mineral waters and other drinks, licensed victuallers.

7) To carry on business of generation, accumulation, storage, conversion, transmission, distribution, purchase, sell and supply of power generated by conventional and non-conventional methods of necessary supported by hybrid systems or otherwise deal in electric power by establishment, erection of diesel genset power plants, gas based combined power plants, thermal power plants, solar power plants, wind power plants, hydraulic power plants, Compressed Biogas Plant or any other power plants based on any source of energy as may be developed or invented in future and to construct, lay down, establish, fix and carry out and execute all necessary work in respect of power stations, cables, wires, lines, accumulators, and transformers.

8) To carry on business as exporters, manufacturers, researchers, importers, buyers, sellers and dealers of and in alkalis, cordials, paints, soaps, toilet goods, petrochemicals, sanitiser, fertilizers, Bio-Stimulant & its derivatives, salts, graphite, perfumes scents, sprays, fragrance, powders, lavenders and other raw & finished cosmetics, starches, industrial solvents, polishes and intermediate products, by-products and derivatives, tannins, essences and pharmaceuticals, photographic, sizing, medical, industrial and other preparations.



FCS-7993
CP-9023
Company Secretary

9) To carry on the business of developing, maintaining and operating of all types of aircrafts, helicopters as Non-Scheduled operators by acquiring, purchase, exchange, rent, lease, sell, ownership or disposing of the same.

10) To establish, organize, manage, run, charter, conduct, contract, develop, handle, own and operate all types of aircrafts, aeroplanes, seaplanes, hover crafts, helicopters and other crafts used in air transport for the carriage of passengers, goods, mails and other items on all routes and lines on national & international level as a Non-Schedule Operator Permit subject to the laws in force.

11) To carry on the business as a wholesaler or retailer for the purchase and/or sell of petrol, diesel, ethanol, oil, lubricants or any other petroleum products through the retail outlet whether acquired or on lease and of a service station for motor vehicles, refueling, cleaning of all kinds of motors cars, motor cycles, scooters and other vehicles of every description.

12) To carry on the business of Software designing, development, customisation, implementation, maintenance, testing and benchmarking, designing, developing and dealing in the computer software and solutions and to import, export, sell, purchase, distribute, host (in data centres or over the web) or otherwise deal in own and third party computer software packages, programs and solutions and to provide internet/web based applications, services and solutions, provide or take up Information technology related assignments on sub-contracting basis, offering services on-site/offsite or through development centres using owned/hired or third party infrastructure.

RESOLVED FURTHER THAT any one Director or the Company Secretary of the Company be and are hereby severally 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.”

Series 'A' Equity Shareholders:

(iv) Voted in favour of the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
18	2,28,10,753	100%




(v) Voted against the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
0	0	0

(vi) Abstained from Voting:

Total e-votes	Number of votes	% of total number of valid votes cast
0	0	0

Series 'B' Equity Shareholders:

(iv) Voted in favour of the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
10	1,25,67,724	100%

(v) Voted against the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
0	0	0

(vi) Abstained from Voting:

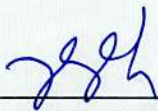
Total e-votes	Number of votes	% of total number of valid votes cast
0	0	0

The resolution was passed unanimously.

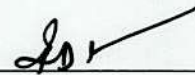
Handwritten signature
 HRISHIKESH S. WAGH
 FCS-7993
 CP-9023
 Company Secretary

- j) A Compact Disc (CD) containing a list of equity shareholders/custodians/ proxies who voted "FOR", "AGAINST" and those who "ABSTAINED FROM VOTING" for each resolution is enclosed.
- k) The electronic data and other relevant records related to this e-Voting process were handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking You,
Yours faithfully,



CS Hrishikesh Wagh



Chairman/ Company Secretary

Partner
KANJ& Co. LLP
Company Secretaries, Pune
FCS - 7993, CP No.9023
UDIN: F007993E001121996

Place: Pune

Date: 29.09.2023