

NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of the members of Baramati Agro Limited will be held on Tuesday, 15th December, 2020 at its Registered office at post Pimpali, Tal- Baramati, Dist - Pune - 413102 at 11.00 am. (deemed venue) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") using CISCO WebEx facility, to transact the following business:

ORDINARY BUSINESS:

- 1 To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2020 and the Report of Board of Directors' and Auditors' thereon.
- 2 To declare dividend on Preference shares for the Financial Year ended on March 31, 2020.
- 3 To appoint Director in place of Mr. Rishikesh Namdeo Dabhade (DIN: 06434185) who retires by rotation and being eligible offers himself for reappointment and that on reappointment there will not be any break in his service as Non-Executive Director.
- 4 To appoint the statutory auditor and fix their remuneration and in this regard to consider and if thought fit, to pass, the following resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, if any of the Companies Act, 2013, M/s. Kirtane and Pandit LLP, Chartered Accountants, Pune (Firm Registration Number 105215W/W100057) be and are hereby appointed as Statutory Auditors of the Company, to hold office for a period of five years, from the conclusion of this Annual General Meeting until the conclusion of the 37th Annual General Meeting of the Company, to be held for the Financial Year ended on 31st March, 2025. on such remuneration and reimbursement of out of pocket expenses for the purpose of audit as may be approved the Board of Directors.

RESOVED FURTHER THAT any one Director or the Company Secretary of the Company be and is hereby authorized to do all such acts, things and deeds necessary in this regards."

SPECIAL BUSINESS:

- 5 **To approve the remuneration of Cost Auditor for the Financial Year ending on March 31, 2021 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), M/s. Harshad S. Deshpande & Associates, Cost Accountants, (Firm Registration No.00378) appointed as Cost auditors by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2021, be paid remuneration amounting to ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand only) exclusive of applicable taxes and out of pocket expenses, if any.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally 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."

- 6 **To adopt Memorandum of Association of the Company in line with the provisions of Companies Act, 2013 if thought fit, to pass, the following resolution as a SPECIAL RESOLUTION**

"RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft clauses contained in the Memorandum of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the clauses contained in the existing Memorandum of Association of the Company.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

- 7 **To re-appoint and approve the remuneration payable to Mr. Rajendra D. Pawar 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 provisions of section 2(51), 2(54), 196, 197, 203 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Remuneration to 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 of the Board of Directors of the Company and Audit Committee of the Board of Directors of the Company and pursuant to the provisions of the Articles of Association of the Company and subject to such approvals/consents, if any, consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Rajendra D. Pawar (DIN: 00226848) as whole-time Key Managerial Personnel (KMP) & as the Chairman & Managing Director of the Company for a period of 3 (three) years with effect from February 18, 2021 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 Nomination and Remuneration Committee (NRC) to alter/vary the terms and conditions including remuneration 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 hereinbelow 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 and 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. Rajendra D. Pawar are detailed below:

1. Period of appointment:

For a period of 3 (three) years with effect from February 18, 2021.

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, Managing Director shall be paid the following remuneration:

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

S. N	Period	Salary per month (₹)
1	18th February, 2021 to 17th February, 2022	20,00,000/-
2	18th February, 2022 to 17th February, 2023	25,00,000/-
3	18th February, 2023 to 17th February, 2024	30,00,000/-

B. Benefits, Perquisites as determined by the Board in their meeting held on 23rd October, 2020, and subject to the ratification of shareholders in the forthcoming General meeting.

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

- i) Gratuity: In accordance with the Rules and regulations of Gratuity Act, 1972 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, 1961.
 - iii) Reimbursement of actual Medical Expenses incurred in India and/or abroad and including hospitalization and surgical charges for himself and spouse 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 once in a year not exceeding one month's salary.
 - 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 upto 3 (Three) Cars for official as well as personal use of self and for family members along with Driver. Similarly a telephone facility (mobile as well as landline) would also be provided by the Company at office.
- C. **Incentive:** He shall be entitled to such incentives as may be decided by the Board of Directors each year based on the sales turnover and net profit of the of the Company. The amount of incentives shall be subject to the overall ceiling of 0.25% of the Sales Turnover or 5% of total profit before tax for the year, whichever is lower.

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 in

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 of the Directors and/ or the Company Secretary of the Company be and are hereby authorized severally 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.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents as may be required to give effect to the aforesaid resolution.”

- 8 To re-appoint and approve the remuneration payable to Mr. Rohit R. Pawar as Whole-Time Director 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 provisions of section 2(51), 2(94), 196, 197, 203 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Remuneration to 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 of the Board of Directors of the Company and Audit Committee of the Board of Directors of the Company and pursuant to the provisions of the Articles of Association of the Company and subject to such approvals/ consents, if any, consent of the members of the Company be and is hereby accorded for the re-appointment Mr.Rohit R. Pawar (DIN: 00590679), as Whole-Time Director of the Company for a period of 3 (three) years with effect from February 18, 2021 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 Nomination and Remuneration Committee (NRC) to alter/ vary the terms and conditions including remuneration in such manner as may be agreed to between the Board of Directors and Mr.Rohit R. Pawar.

RESOLVED FURTHER THAT the remuneration including benefits, amenities and perquisites as set out hereinbelow 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 and, shall nevertheless be paid and allowed to Mr.Rohit R. Pawar (DIN: 00590679) 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 framed thereunder and any other applicable provisions of the Act.

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

1. Period of appointment:

For a period of three (3) years with effect from February 18, 2021.

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 and such other approvals as may be required; Mr. Rohit R. Pawar, Whole-Time Director shall be paid the following remuneration:

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

S.N	Period	Salary per month (Rs)
1	18th February, 2021 to 17th February, 2022	20,00,000/-
2	18th February, 2022 to 17th February, 2023	25,00,000/-
3	18th February, 2023 to 17th February, 2024	30,00,000/ -

- B. Benefits,Perquisites: In addition to the above, the Whole-Time Director shall be entitled to the following perquisites subject to a limit of 125 per cent of his Annual Salary with an option to the 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 Gratuity Act, 1972 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, 1961.
- 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 once in a year not exceeding one month's salary.
- 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 upto 3 (Three) Cars for official as well as personal use of self and for family members along with Driver. Similarly a telephone facility (mobile as well as landline) would also be provided by the Company at office.

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

- C. Incentive:** He shall be entitled to such incentives as may be decided by the Board of Directors each year based on the sales turnover and net profit of the of the Company. The amount of incentives shall be subject to the overall ceiling of 0.25% of the Sales Turnover or 5% of total profit before tax for the year, whichever is lower.

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 in 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 of the Directors and/ or the Company Secretary of the Company be and are hereby authorized severally 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.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents as may be required to give effect to the aforesaid resolution."

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

Devendra Kulkarni

Company Secretary

M No. A27483

Place : Pune

Date : 11/11/2020

Notes:



1. The Company had filed a petition to Hon'ble NCLT, Mumbai Bench vide Petition No. CP(CAA) 996/MB-II/2020 on 6th August, 2020, for approval of Scheme of Arrangement and Amalgamation which provides for amalgamation of Protrans Supply Chain Management Private Limited (CIN: U63090PN2011PTC140933) and Ag-Vet Genetics Private Limited (CIN: U01200PN2012PTC142117) with the Company and the same matter was fixed for hearing and final disposal on 20th November 2020 by NCLT. The Board was hopeful to complete the formalities of hearing and to receive the final order before the end of December, 2020 and enable the Company to amalgamate the financials of all Companies and hold only one Annual General Meeting of the amalgamated entity. Hence, the Company has obtained extension of 3 months i.e. up to 31st December, 2020 for holding an Annual General Meeting of the Company for the year ended 31st March, 2020.
2. Pursuant to section 102 of the Companies Act, 2013, a statement setting out material facts concerning each item of Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.
3. Corporate members intending to appoint their authorized representatives to attend the meeting through Video Conferencing Facility (Webex) are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5 May 2020 read with circulars

dated 8 April 2020 and 13 April 2020 (collectively referred to as 'MCA Circulars') permitted holding of the Annual General Meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM. The deemed venue for 32nd AGM shall be the Registered Office of the Company at post pimpali, Tal-Baramati, Dist-Pune-413102.

5. The members can avail the facility of nomination. The necessary form is enclosed in this regard.
6. The members are further requested to:
 - a. Refer the notice sent to the members on their respective e-mail id and record their attendance at the time of meeting by accessing Webex (Details of the same are given in point no. 13F herein below). In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 - b. Intimate changes, if any, in their registered e-mail addresses to the Company.
 - c. Quote Ledger Folio Number in all correspondences.
 - d. Write to the Company in case members are holding shares in identical order of name in more than one folio, enclosing their share certificates to enable the Company to consolidate their holding in one folio.
7. Also as a part of "Green Initiative in the Corporate Governance" the notice of AGM, E- Mail Registration Form, is being sent in electronic mode to the members whose e-mail addresses are registered with the Company.
Members may also note that Notice of the meeting shall also be available on the Company's website www.baramatiagro.com for being downloaded.
The members who have not registered their e-mail address with the Company can now register the same by submitting form for registration of e-mail address in the attached format.
8. Since the Meeting is going to be held through Video Conference Facility (Webex) Proxy form, Attendance slip and Route map are not enclosed to this notice.
9. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members through electronic mode on the website of the Company at www.baramatiagro.com which shall be displayed till the date of AGM.
10. 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.

11. The Register of Members of Preference Shares and Share Transfer Book for Preference Shares of the Company shall remain closed from Wednesday 09th December, 2020 to Tuesday, 15th December, 2020 (both days inclusive) for the purpose of payment of preference dividend.
12. The preference dividend to those Members or their mandates whose names are registered in the Company's Register of Members of Preference Shareholders as on cutoff date viz. 15th December, 2020.
13. Information and other instruction relating to Video Conferencing (VC) are as follows:
 - A. Considering the need to take precautionary steps to overcome the outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its Circular No. 20/2020 dated 5th May, 2020, has decided to relax the requirement of holding AGM by physical presence of the members and has issued various procedural guidelines in respect of conduct of AGM through video conferencing (VC) or other audio visual means (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.
 - B. The members are allowed to join the meeting by VC on Tuesday, 15th December, 2020 within 10.45 am (IST) to 11.15 am (IST).
 - C. The facility for joining the meeting shall be open 15 minutes before the time scheduled to the start of the meeting and shall be closed on the expiry of 15 minutes after the scheduled time.
 - D. Attendance of members through video conferencing will be counted for the purpose of quorum.
 - E. The members who wish to join the meeting shall download the "Webex" software or log in to Webex site on your mobile devices/ computers/ laptops/ any other video system etc. whichever is preferable.
 - F. The Webex link to attend the meeting is reproduced herein below:-
<https://baramatiagro.webex.com/baramatiagro/j.php?MTID=me568ef0437d55db8dac8fcecac1611bfd>
Password:- Agm\$BAL20
After that following steps to obtained.

- (i) click "Join."
- (ii) If this is the first time you're joining a Webex meeting, Webex automatically downloads the app. Click the installer file to install the app.
- (iii) Enter your name and email address, and click "Next".
- (iv) If you're asked for a meeting password, enter the meeting password –given herein above - and click "Next".
- (v) Next, you choose how you want to hear.
 - **Use computer for audio** (default)–Use your computer with a headset or speakers.
 - **Call in**–If you prefer to use your phone for audio, dial in when the meeting starts. A list of the global call-in numbers is available in your meeting invite. Choose this option if your Internet connection is slow.
 - **Call me** – Enter a phone number and WebEx calls you. Depending on your WebEx plan, you may or may not see this option.
 - **Don't connect audio** - Use this option when you need to join a meeting and share content, and don't need audio. For example, you're in a conference room with your team, or someone already connected to the meeting from a video device.
- (vi) By default, your microphone and camera are turned off. The video and microphone buttons are both red.
 - To join with your video on, click "**Start video**" 
 - To join with your microphone on, click "**Unmute**" 
 - To connect to a compatible video device, click "**Use video system**".
- (vii) Click "**Join Meeting.**"

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

- (i) Open the invite/ link to when it's time to join the meeting and Tap "**Join**".
- (ii) Tap "**Download**" to install the Cisco Webex Meetings app and join the video conference. To join the meeting by phone only, tap the number on your screen.
- (iii) Tap "**Open**" after the app is installed and accept the Terms of Service and Privacy Statement.
- (iv) Tap "**Join Meeting**", enter the meeting number

- it's in the email invitation - and tap "**Join**".
- (v) Enter the meeting password (Agm\$BAL20) and tap "**OK**".
- (vi) When the Webex Meetings app opens, your video preview lets you see how you'll look to others before you join the meeting.
- (vii) **Change your audio and video settings** before joining your meeting.
 - **Use Internet for audio (default)**- Use your phone with a headset or speakers.
 - **Call in** - If you prefer to use your phone for audio, dial in when the meeting starts. A list of the global call-in numbers is available in your meeting invite. Choose this option if your Internet connection is slow.
 - **Call me** - Enter a phone number and Webex calls you. Depending on your Webex plan, you may or may not see this option.
 - **Don't connect audio** - Use this option when you need to join a meeting and share content, and don't need audio. For example, you're in a conference room with your team, or someone already connected to the meeting from a video device.
- (viii) Click **Connect to a device** to join the meeting from a compatible video device.
- (ix) Tap "**Join**".
- G. The recorded transcript of the meeting shall be made available on the website of the Company www.baramatiagro.com on or before Friday, 25th December 2020.
- H. 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.
- I. The copy of Draft Memorandum of Association, Copy of Agreement to be executed with Mr. Rajendra D. Pawar, Copy of Agreement to be executed with Mr. Rohit R Pawar shall be made available for inspection of members at the registered office of the Company.

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

- A. Pursuant to the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the Company is pleased to provide to its members facility to exercise their right to vote on resolution proposed to be passed in the AGM by electronic means and the business may be transacted through e-voting services. The members may cast their votes using an electronic voting system from

- a place other than the venue of the AGM ('Remote e-voting').
- B. The facility for casting the vote through e-voting system will be made available at the meeting and the members attending the meeting who have not casted their vote by means of remote e-voting shall be able to cast their vote through e-voting system at the meeting. The instructions for casting the votes through e-voting system shall be separately given at the meeting.
- C. The members who have casted their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again. In case any member casts his/ her vote through e-voting system at the meeting in addition to remote e-voting, his/ her voting through remote e-voting shall be considered as Final and vote casted through e-voting system at the meeting shall be considered as invalid.
- D. The Company has engaged the services of National Securities Depository Limited ("NSDL") as the Agency to provide e-voting facility.
- E. Voting rights shall be reckoned on the number of shares registered in the name of the member as on the cut-off date i.e. 20th October, 2020.
- F. A person, whose name is recorded in the Register of Members as on the cut-off date only shall be entitled to avail the facility of remote e-voting/ e-voting system at the meeting.
- G. The remote e-voting period shall commence from Saturday, 12th December, 2020 at 09:00 A.M. (IST), and ends on 14th December, 2020 at 05:00 P.M (IST). During this period, members of the Company, holding shares as on the cut-off date may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter and members will not be allowed to vote electronically beyond the said date and time. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- H. In case of any queries regarding e-voting, members can send their questions at cs@baramatiagro.com
- I. The process and manner for remote e-voting are as under:
- a. In case a member receives an e-mail from NSDL:**
- (i) Open email and click on the PDF file viz; "remote e-voting.pdf" with your Folio No. as password. The said PDF file contains your User ID and Password for remote e-voting. Please note that the password is an initial password and needs to be changed while doing first time login for security purpose.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder – Login.
- (iv) Enter User ID and Password as initial password noted in step (i) above. Click Login.
- (v) When Password change menu will appear, please change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) After opening of home page of remote e-voting, click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" (e-voting Event Number) of "Baramati Agro Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to hreshikesh.wagh@kanjcs.com with a copy marked to evoting@nsdl.co.in
- b. In case a member receives copy of the notice of AGM via e-mail:**
- (i) Initial password is provided in separate attachment along with the notice of the AGM.
- (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) mentioned above, to cast vote electronically.

- J. In case of any queries, members may refer the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members available at the download section of www.evoting.nSDL.com or call on toll free no.: 1800-222-990.
- K. If the members are already registered with NSDL for remote e-voting then they can use their existing User ID and Password for casting their vote.
- L. The members can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- M. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date may obtain the User ID and Password by sending a request at evoting@nSDL.co.in or cs@baramatiagro.com. However, if such person is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and Password for casting his/her vote. If any member forgets his/her Password, he/she can reset your password by using "Forgot User Details/Password" option available on www.evoting.nSDL.com or contact NSDL at the following toll free no.: 1800-222-990.
- N. The Board of Directors has appointed CS Hrishikesh Wagh (FCS 7993, C.P No. 9023) Partner, M/s KANJ & Co. LLP, Company Secretaries, Pune as the Scrutinizer to scrutinize the remote e-voting process and voting through e-voting system in the video conferencing in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
- O. 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.
- P. The Scrutinizer, 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 days of conclusion of the meeting i.e. on or before 18th December, 2020.
- Q. 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.

- R. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the meeting i.e. 15th December, 2020.
- S. The members desiring any information as regards to financial statements are requested to write to the Company at an early date so as to enable the management to keep the information ready.

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:

The following statement sets out all material facts relating to the Business

Item no.2 – Declaration of Dividend on Preference Shares:

The preference dividend, as per the agreed terms, will be paid before 14th January, 2021 to those Preference Shareholders or their mandates whose names are registered in the Company's Register of Preference Shareholders as on 20th December, 2020:

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

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

Item No. 3 – Appointment of statutory auditor and fix their remuneration:

The Board of Directors at their Board Meeting held on 24th March, 2020 appointed M/s. Kirtane and Pandit LLP, Chartered Accountants, Pune (Firm Registration Number 105215W/W100057) as the Statutory Auditor of the Company to fill the casual vacancy caused due to resignation of M/s. S R B C & CO. LLP, Chartered Accountants, Pune (Firm Registration Number 324982E/E300003), which was further approved by the members of the Company in Extra Ordinary General Meeting held on 20th June, 2020 and accordingly, M/s. Kirtane and Pandit LLP, Chartered Accountants, Pune (Firm Registration Number 105215W/W100057) was appointed as the Statutory Auditor of the Company upto the conclusion of 32nd Annual General Meeting. Now, the Board of Directors have recommended re- appointment of M/s. Kirtane and Pandit LLP, as the Statutory Auditor, to the members of the company for their approval at the Annual General Meeting by way of passing an Ordinary Resolution to hold office from the conclusion of the

ensuing Annual General Meeting till the conclusion of the 37th Annual General Meeting.

M/s. Kirtane and Pandit LLP, has conveyed their consent to be appointed as the Statutory Auditor of the Company along with the confirmation that, their appointment, if approved by the shareholders, would be within the limits prescribed under the Act.

Your Directors recommend the resolution for approval of members.

None of the Directors of the Company or their relatives is concerned or interested in the proposed item no. 3.

Item no. 4- Appointment of Mr. Rishikesh Namdeo Dabhade (DIN: 06434185) who retires by rotation and being eligible offers himself for reappointment.

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. Total number of directors liable to retire by rotation are 4. Hence two third of the same is 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 3 directors, only one would retire at the ensuing Annual General Meeting. Accordingly, pursuant to section 152 and as per above explanation, Mr. Rohit R. Pawar, Mr. Rishikesh N. Dabhade & Mr. Subhash J. Gulve are liable to retire by rotation.

In pursuance of sub section (6) of Section 152, the Director who have been longest in office since their last appointment, shall retire by rotation. Accordingly, to determine who is liable to retire by rotation in the ensuing Annual General Meeting between the above mentioned retireable 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 office (according to his date of appointment) is liable to retire by rotation at the ensuing Annual General Meeting (AGM) and being eligible has offered himself for re-appointment. Further, on re-appointment there will not be any break in his service as a Non-Executive Director.

None of the Directors/Key Managerial Personnel of the Company/their relatives except Mr. Rishikesh N. Dabhade (DIN: 06434185) are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution as set out at Item no. 4 of this notice.

Item no. 5– Approval of Remuneration of Cost auditor:

In pursuance to the provisions of section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint an individual who is a cost accountant in practice on the recommendations of the Audit Committee, which shall also recommend remuneration for such cost auditor. The remuneration recommended by Audit Committee shall be considered and approved by the Board of Directors and ratified by the Shareholders.

On recommendation of the Audit Committee at its meeting

held on 13th August, 2020, the Board has considered and approved the appointment of M/s. Harshad S. Deshpande & Associates, Cost Accountants (Firm Registration Number 00378), to conduct the audit of the cost records of the Company at a remuneration of ₹ 1,50,000 (Rupees One Lac Fifty Thousand only) per annum exclusive of applicable taxes and out of pocket expenses for the financial year ending March 31, 2021.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the notice for ratification of the remuneration payable to the Cost auditors for the financial year ending March 31, 2021.

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

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Ordinary Resolution as set out at Item no. 5 of this notice.

Item No.6 - Adoption of new set of Memorandum of Association of the Company in line with the provisions of Companies Act, 2013

The Companies Act, 2013 ("the Act"), has prescribed a new format of Memorandum of Association ("MOA") under Table A Schedule I for a Company limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company by merging the Objects under Clause (C) – "Other Objects" with Clause III (B) – "The Objects incidental or Ancillary to the attainment of the Main Objects are" to the extent possible and also to rename and renumber the Clause III (B) of the Object Clause.

The Board at its meeting held on 23rd October, 2020 has approved alteration of the MOA of the Company and recommends the Special Resolution set forth in Item No. 6 of the Notice for approval of the Members. Further, since the meeting is proposed to be held through video conferencing mode, a copy of the proposed MOA of the Company would be available for inspection for the Members at the Registered office of the Company till the date of AGM and uploaded on the website of the Company along with the notice of Annual General Meeting.

Accordingly, Special Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Personnel or their relatives, financially or otherwise, concerned or interested in the said resolution except to the extent of their shareholding, if any, in the Company.

Item No.7 - The re-appointment of and approval of the remuneration payable to Mr. Rajendra D. Pawar as Chairman & Managing Director of the Company.

Mr. Rajendra D. Pawar has been the Director of the Company since October 25, 1989. Further, the members in the 30th annual General meeting of the Company had re-appointed him as the Managing Director of the Company for a period of 3 (Three) years with effect from February 17th February, 2018.

The tenure of Mr. Rajendra D. Pawar as the Managing Director shall be completed on February 17, 2021. Accordingly, the Board at its meeting held on 23rd October, 2020 had resolved to re-appoint Mr. Rajendra D. Pawar as Chairman & Managing Director of the Company not liable to retire by rotation, subject to approval of the members of the Company for a period of 3 (three) years with effect from February 18, 2021.

The Remuneration payable to Mr. Rajendra D. Pawar has been recommended and approved by the Nomination & Remuneration Committee (NRC) at its meeting held on 22nd October, 2020 and Audit Committee at its meeting held on 23rd October, 2020 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 and such other approvals as may be required.

The copies of the relevant resolution of the Board of Directors with respect to the appointment of Managing Director and other necessary documents such as 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 at www.baramatiagro.com upto and including the date of AGM.

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

Mr. Rajendra D. Pawar and Mr. Rohit R. Pawar holds 44,70,933 equity shares of Series A and 26,04,979 equity shares of Series B and holds 6,69,851 Preference shares of the Company. Mr. Rohit R Pawar being relative of Mr. Rajendra Pawar is interested in the proposed resolution along with Mr. Rajendra D 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. 7 of this notice.

The Board of Directors recommends passing of the resolution as set out at Item no.7 as a Special Resolution.

Statement as required under Section II, Part II of the Schedule V to the Companies Act, 2013 with reference to the Special Resolution is set out in Annexure I of the Notice.

Item No.8 The re-appointment of and approval of the remuneration payable to Mr. Rohit R. Pawar as Whole-Time Director of the Company:

Mr. Rohit R. Pawar was appointed as the Executive Director of the Company on April 01, 2009 and was re-appointed as the Whole-Time Director designated as Chief Executive Officer by the members in the 30th Annual General Meeting of the Company for a period of 3 (three) years with effect from February 18, 2018.

The tenure of Mr. Rohit R. Pawar as the Whole-Time Director shall be completed on February 17, 2021. Accordingly, the Board at its meeting held on 23rd October, 2020 had 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 for a period of 3 (three) years with effect from February 18, 2021.

The Remuneration payable to Mr. Rohit R. Pawar has been recommended and approved by the Nomination & Remuneration Committee (NRC) at its meeting held on 22nd October, 2020 and Audit Committee at its meeting held on 23rd October, 2020 and the same has been 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 annual General meeting and such other approvals as may be required.

The copies of the relevant resolution of the Board of Directors with respect to the appointment of Whole-Time Director and other necessary documents such as 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

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

Mr. Rajendra D. Pawar and Mr. Rohit R. Pawar holds 44,70,933 equity shares of Series A and 26,04,979 equity shares of Series B and holds 6,69,851 Preference shares of the Company. Mr. Rohit Pawar being relative of Mr. Rajendra Pawar is interested in the proposed resolution along with Mr. Rajendra 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. 8 of this notice.

Statement as required under Section II, Part II of the Schedule V to the Companies Act, 2013 with reference to the Special Resolution is set out in Annexure I of the Notice.

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

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

Devendra Kulkarni

Place : Pune

Company Secretary

Date : 11/11/2020

M No. A27483

Annexure I to the notice

Statement as required under Section II, Part II of the Schedule V to the Companies Act, 2013 with reference to the Special Resolution at Item No.7 & 8 of the Notice.

(Amount in Crores)

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

S.N	Particulars	2019-20	2018-19	2017-18
1	Total Income	1782.93	1869.95	1428.21
2	Total Expenses	1706.73	1750.36	1363.03
3	Profit/(Loss) before Tax	19.54	119.59	65.18
4	Profit/(Loss) after Tax	17.11	91.15	67.75
5	Earning Per shares	3.51	18.71	13.91

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'

Sr.N.	Particulars	Mr. Rajendra D.Pawar	Mr. Rohit R. Pawar
1)	Father's Name	Mr. Dinkarrao G. Pawar	Mr. Rajendra D. Pawar
2)	Date of Birth	June 17, 1958	September 29, 1985
3)	Age (Years)	62	35
4)	Date of appointment	October 25, 1989	April 01, 2009
5)	Background Details	<p>Mr. Rajendra D. Pawar, Chairman and Managing Director of Baramati Agro Limited has completed Agricultural Technology from Institute of Michigan State University, U.S.A. and has also Completed One Year Agricultural Exchange Program from University of Minnesota.</p> <p>Mr. Rajendra D. Pawar has been serving the Company since 1989 and as a member of the Senior Management team, has brought the latest technology in Sugar, Poultry and Feed and transformed the Company for the future.</p> <p>Mr. Rajendra D. Pawar oversees a professionally managed business with business interest in sugar, poultry and feed spreading in India and abroad. He is the guiding force behind the Company's sustained and profitable growth.</p> <p>Mr. Rajendra D. Pawar developed this Company from grass root level to the Thousand Crores Company. Since incorporation, the Company has achieved many mile stones under his leadership. Having a wide knowledge and expertise in Agriculture, Mr. Rajendra D. Pawar always guided the Company towards stability and growth.</p>	<p>Mr. Rohit Rajendra 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.</p> <p>At the age of 24, Mr. Rohit R. Pawar accepted a huge responsibility to manage the Company in today's 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. under the leadership of Mr. Rohit R. Pawar, the Company acquired new Sugar factory and has established a Feed plant at Yeola, Kuppam and the Company has expanded the Parent and Hatchery farms at various locations.</p> <p>Mr. Rohit R. Pawar plays a leading role in envisioning and formulating the Company's strategies in the business. The Company's business foray has been driven by his foresight and his sharp business acumen has played an immeasurable role in driving Baramati Agro Limited towards growth and sustainability in the current 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.</p>

Sr.N.	Particulars	Mr. Rajendra D.Pawar	Mr. Rohit R. Pawar
6	List of outside directorships held	1) Ag-Vet Marketing Limited 2) Subhadra Buildcon Private Limited 3) ECOF Scholastic Private Limited 4) Ravish Greenfields Private Limited 5) Anshuman Greenfields Private Limited 6) Dinkar Greenfields Private Limited	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	No. of Board meetings attended during the financial year 2019-20	5	4
8	Member of the Committees of the Board of the Company	1) Executive Committee 2) Finance Committee 3) Share Transfer Committee 4) Corporate Social Responsibility (CSR) Committee	1) Executive Committee 2) Finance Committee 3) Share Transfer Committee 4) Stakeholder's Relationship Committee 5) Corporate Social Responsibility Committee 6) Audit Committee
9	Relationship with other Directors or Key Managerial Personnel of the Company	Mr. Rohit R. Pawar - Son	Mr. Rajendra D. Pawar - Father
10	Past remuneration	For FY 2019-20- 3,77,53,800/- For FY 2018-19- 3,60,00,000/- For FY 2017-18- 2,83,50,000/-	For FY 2019-20- 3,75,00,000/- For FY 2018-19- 3,60,00,000/- For FY 2017-18- 2,83,50,000/-
11	Recognition and Awards	Mr. Rajendra D Pawar is Chairman of Agricultural Development Trust, Baramati	Mr. Rohit R. Pawar has been elected as Member of Legislative Assembly of Maharashtra (MLA) from Karjat-Jamkhed constituency.
12	Job Profile	Please refer point no. 1	Please refer point no. 1
13	Remuneration proposed	As stated in the explanatory statement to Special Resolution at Item No. 7 of the Notice and as set out in the agreement to be entered into between the Company and Mr. Rajendra D. Pawar.	As stated in the explanatory statement to Special Resolution at Item No. 8 of the Notice and as set out in the agreement to be entered into between the Company and Mr. Rohit R. Pawar.
14	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)	Remuneration of Mr. Rajendra D Pawar is commensurate with his experience, the size of the Company and diverse nature of its businesses.	Remuneration of Mr. Rohit R Pawar, taking into consideration the size of the Company, the profile of Mr. Rohit R Pawar, the responsibilities shouldered on him and the industry bench marks, the proposed revised remuneration is reasonable, justified and commensurate with diverse nature of its businesses
15	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 shareholding of 3.19% in the Company and he is Father of Mr. Rohit R Pawar.	Mr. Rohit R Pawar is Shareholder and Director in the Company with shareholding of 11.12% in the Company and he is Son of Mr. Rajendra D Pawar.

III. OTHER INFORMATION:

- (1) Reasons for loss or inadequate profits:-The proposed amount of remuneration for tenure of three years may exceed the limits specified under section 197 of 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.