

## SCRUTINIZER'S CONSOLIDATED REPORT

To,

Mr. Rajendra D Pawar,

The Chairman,

Baramati Agro Limited,

at post Pimpali Tal- Baramati,

Baramati, Maharashtra - 413102.

**Meeting of the Members of Baramati Agro Limited held on Thursday, 02<sup>nd</sup> July, 2020 at its Registered office at post Pimpali, Tal- Baramati, Dist-Pune-413102 at 11.00 am through Video Conference Facility pursuant to the order dated 20<sup>th</sup> February, 2020 and 11<sup>th</sup> June, 2020 passed by the hon'ble National Company Law Tribunal, Mumbai bench.**

Dear Sir,

I, CS Hrishikesh Wagh, Partner of M/s KANJ & Co. LLP, Practicing Company Secretaries, Pune, was appointed as a Scrutinizer for the following purposes:

1. The remote e-voting process was conducted for the below mentioned resolution, as per Section 108 of the Companies Act, 2013 conducted between Tuesday, 25<sup>th</sup> February, 2020 at 9:00 am (IST), till Wednesday, 25<sup>th</sup> March, 2020 at 05:00 pm. (IST) in respect of the Meeting of the Shareholders of the Company through video conferencing facility pursuant to the order dated 20<sup>th</sup> February, 2020 and 11<sup>th</sup> June, 2020 passed by the hon'ble National Company Law Tribunal, Mumbai bench held on Thursday, 2<sup>nd</sup> July, 2020 at its Registered office at post Pimpali, Tal- Baramati, Dist-Pune-413102 at 11.00 am through Video Conference facility.
2. In addition the e-voting process was conducted at the meeting of the shareholders for the below mentioned resolution, as per Section 109 of the Companies Act, 2013 read with circular No. 14 dated 8<sup>th</sup> April, 2020 and No. 17 dated 13<sup>th</sup> April, 2020 issued by the Ministry of Corporate Affairs (MCA) at the Meeting of the Shareholders of the Company through video conferencing facility pursuant to the order dated 20<sup>th</sup> February, 2020 and 11<sup>th</sup> June, 2020 passed by the hon'ble National Company Law Tribunal, Mumbai bench.



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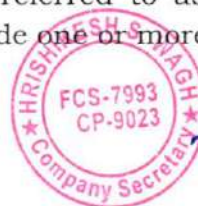
I submit a consolidated report as under:

1. After the conclusion of e-voting process at the meeting of the shareholders, I first counted the votes cast by e-voting process done at the at the meeting of the shareholders by unblocking the e-votes cast at the meeting of the shareholders in presence of two witnesses who were not the employees of the Company. Thereafter, I unblocked the votes cast through remote e-voting in the presence of two witnesses who were not the employees of the Company.
1. A final report of both the processes was generated by me by using the access and authorizations given to me by accessing the data available on the website of National Securities Depository Limited (NSDL), i.e. <https://www.evoting.nsdl.com>
2. The final report was tabulated by me and the data regarding the final e-Voting by remote e-voting and e-voting at the at the meeting of the shareholders was diligently scrutinized and reconciled with the data available on the above-mentioned website.
3. The consolidated result of the e-voting process done at the at the meeting of the shareholders and the remote e-voting is as under:

**a) Item No. 1**

MEETING OF THE EQUITY AND PREFERENCE SHAREHOLDERS OF BARAMATI AGRO LIMITED, THE APPLICANT COMPANY THROUGH VIDEO CONFERENCING FACILITY (CISCO WEBEX), PURSUANT TO THE ORDER DATED 20<sup>th</sup> February, 2020 AND 11<sup>th</sup> June, 2020 PASSED BY THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH.

**"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013, rules, circulars, notifications, if any, made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Hon'ble National Company Law Tribunal, Mumbai Bench and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble National Company Law Tribunal, Mumbai Bench or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ("Board")), which term shall be deemed to mean and include one or more Committee(s)



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constituted/ to be constituted by the Board or any person(s) authorized by the Board to exercise its powers including the powers conferred by this resolution), the Scheme of Arrangement (scheme) for merger of Protrans Supply Chain Management Private Limited & Ag-vet Genetics Private Limited ("Transferor Companies") with Baramati Agro Limited ("Transferee Company") and their respective shareholders be and is hereby approved;

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

• **Remote E-voting process:**

**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
23	2,16,51,231	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



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**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	1256,77,24,000	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	

**Preference Shareholders:**

(i) Voted in favour of the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
22	32,47,605	100%

(ii) Voted against the resolution:

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



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**Series 'B' Equity Shareholders:**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
Total Members Present 56 & 1 member voted in favour	16,80,000	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
0	0	0

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

**Preference Shareholders:**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
Total Members Present 56 & 3 members voted in favour	1,162	100%



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(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
0	0	0

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

• **Consolidated Result:**

	Voted in favour	Voted against	Invalid / Abstained
Total Votes	12,59,43,17,248	250	0
% of Total number of valid votes	99.99%	0.0001%	0


**The above resolution was passed with the requisite majority.**

4. A Compact Disc (CD) containing exhaustive details of the voting patterns of each of the aforementioned resolutions for the e-voting processes have been handed over to the Company Secretary of the Company.

Thanking You,  
Yours faithfully



CS Hrishikesh Wagh  
Partner  
KANJ& Co. LLP  
Company Secretaries, Pune  
FCS - 7993, CP No.9023  
UDIN: F007993B000412452

Chairman

Place: Pune  
Date: 3<sup>rd</sup> July, 2020