

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 PIMPALITAL BARAMATI,

BARAMATI, MAHARASHTRA - 413102.


The e-Voting process was conducted between 12th September, 2017 to 14th September, 2017 in respect of the 29th Annual General Meeting of the Shareholders of the Company held on 15th September, 2017 at Appasaheb Pawar Sabhagruh, Sharadanagar (Malegaon), Nira Road, Taluka Baramati, Dist. Pune - 413102 at 11.00 a.m.

Dear Sir,

I, CS Hrishikesh Wagh, Partner of M/s KANJMAG & Co., 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, at the Annual General Meeting of the Shareholders of the Company held on 15th September, 2017 at Appasaheb Pawar Sabhagruh, Sharadanagar (Malegaon), Nira Road, Tal. Baramati, Dist. Pune - 413102 at 11.00 A.M.

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




3. The result of the e-voting is as under:

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, 2017 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
25	2,14,98,331	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	4,27,59,36,000	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	0



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b) Resolution No. 2 (Ordinary Resolution)

To declare dividend on Preference Shares for the year ended on 31st March, 2017.

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
25	2,14,98,331	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	4,27,59,36,000	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	0

PREFERENCE SHAREHOLDER:

(i) Voted in favour of the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
22	31,45,800	100%



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(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

c) Resolution No.3 (Ordinary Resolution)

To appoint Director in place of Mr. Rohit R. Pawar (DIN: 00590679), who retires by rotation and being eligible, offers himself for re-appointment and on that re-appointment there will not be any break in his service as Whole time Director.

Series 'A' Equity Shareholders:

(i) Voted in favour of the resolution:

Total-votes cast	Number of votes cast	% of total number of valid votes cast
25	2,14,98,331	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	4,27,59,36,000	100%

(ii) Voted against the resolution:

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



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(iii) Abstained from Voting:

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

d) **Resolution No.4 (Ordinary Resolution)**

To ratify the appointment of the statutory auditor and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and 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), the appointment of M/s. Chaturvedi & Shah, Chartered Accountants (Registration No. 101720W), as a Joint Statutory Auditors of the Company be and hereby ratified, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of the Company, to be held in the year 2018 on such remuneration, as may be determined by the Board of Directors in consultation with the auditors and audit committee.”

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
25	2,14,98,331	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	4,27,59,36,000	100%



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(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

e) Resolution No. 5 (Ordinary Resolution)

To approve the remuneration of the Cost Auditors for the financial year ending on March 31, 2018 and in this regard to consider and if thought fit, to pass, with or without modification(s), 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, 2018, be paid remuneration amounting to Rs. 1,50,000/- (Rupees One Lac 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 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."

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
25	2,14,98,331	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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(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	4,27,59,36,000	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	0

f) Resolution No.6 (Ordinary Resolution)

To confirm the remuneration payable to Mr. Subhash J Gulve as Executive Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of sections 196, 197 & 198 read with schedule V of the Companies Act, 2013 and Rules made thereunder Mr. Subhash J Gulve be paid following remuneration as Executive Director of the Company:

- A. Salary: Rs. 75,000/- (Rupees Seventy Five Thousand only) per month with annual increment not exceeding 50% of the existing Salary; as may be decided by the Board based on the merit and taking into account the Company's performance for the year.
- B. Benefits, Perquisites, Allowances determined by the Board in terms of authority as may granted by the shareholders at their forthcoming annual General meeting.



Handwritten signature in blue ink.

In addition to the above, the Executive 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 Executive Director to receive the perquisites in any lawful combination as mutually agreed between him and the Board.

- i. Gratuity: In accordance with the Rules and regulations in the Company from time to time but shall not exceed half month's 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 Medical Expenses incurred for self and his family subject to a ceiling of one month's salary in a year or three months' salary over a period of three years.
- iv. Leave Travel Assistance for self and his family once in a year incurred in accordance with the rules specified by the Company.
- v. Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fee.
- vi. 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.
- vii. 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 and the same will not be included in the computation of the ceiling on perquisites.
- viii. Provision of Company car and telephone will not be considered as perquisites.

"Family" means the spouse, the dependent children and dependent parents of Executive Director.



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Remuneration: In the event of loss, absence or inadequacy of profits in any financial year, during the term of office of Executive Director, he shall be entitled to above remuneration as 'Minimum Remuneration'.

RESOLVED FURTHER THAT the Board 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."

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
25	2,14,98,331	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	4,27,59,36,000	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	0



4. 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.
5. 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,



Hrishikesh Wagh
Partner
KANJMAG & Co.,
Company Secretaries, Pune
FCS - 7993, CP No.9023



Place: Pune
Date: 18/09/2017