

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, 25th September, 2022 at 09:00 A.M. (IST), till Tuesday, 27th September, 2022, at 05:00 P.M (IST) in respect of the 34th Annual General Meeting of the Shareholders of the Company held through video conferencing facility on Wednesday, 28th September, 2022 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 resolution, Annual General Meeting of the Shareholders of the Company held on Wednesday, 28th September, 2022 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, 2022 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
17	2,16,61,531	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
8	12,56,24,75,000	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

b) Resolution No.2 (Ordinary Resolution):

To declare dividend on 6% Preference shares for the Financial Year ended on March 31, 2022.

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
17	2,16,61,531	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
8	12,56,24,75,000	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

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
8	32,42,583	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

c) Resolution No.3 (Ordinary Resolution):

To declare dividend on 9% Preference shares for the Financial Year ended on March 31, 2022.

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
17	2,16,61,531	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
8	12,56,24,75,000	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

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
3	750	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

d) Resolution No.4 (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 that on re-appointment there will not be any break in his service as a Whole-Time Director.

Series 'A' 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
17	2,16,61,531	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

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
8	12,56,24,75,000	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



SPECIAL BUSINESS:

e) Resolution No.5 (Ordinary Resolution):

To approve the remuneration of Cost Auditor for the Financial Year ending on March 31, 2023 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, 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, 2023, be paid remuneration amounting to ₹ 1,60,000/- (Rupees One Lakh Sixty Thousand 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
17	2,16,61,531	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
8	12,56,24,75,000	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 (Special Resolution):

To re-appoint Mr. Subhash J. Gulve (DIN: 02625022) as an Executive 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 the provisions of Sections 2(78), 152, and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Articles of Association of the Company and on recommendations of the Nomination and Remuneration Committee, Audit Committee and the Board of



Handwritten signature

Directors of the Company, the consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Subhash J. Gulve, Executive

Director (DIN: 02625022) of the Company for a period of 3 years from April 1, 2022 to March 31, 2025 on remuneration of ₹ 2,25,000/- (Rupees Two Lacs Twenty Five Thousand only) per month and as per the other terms and conditions as set out in the Agreement entered into between the Company and Mr. Subhash J. Gulve, with liberty to the Board of Directors and Nomination & Remuneration Committee to alter and vary the terms and conditions including remuneration of the said re-appointment in such manner as may be agreed between the Board of Directors and or Nomination & Remuneration Committee and Mr. Subhash J. Gulve;

RESOLVED FURTHER THAT the remuneration including benefits, amenities and perquisites, 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 year, subject to the terms and conditions prescribed while entering into agreement with the Company and provisions prescribed under Section 197 read with Schedule V of the Companies Act, 2013 and rules framed thereunder, if applicable and any other applicable provisions of the Act;

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
17	2,16,61,531	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
8	12,56,24,75,000	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

g) Resolution No.7 (Special Resolution):

To approve the variation in terms of appointment / remuneration of Mr. Rajendra D. Pawar (DIN: 00226848) Chairman and Managing Director (CMD) 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 196 and 197 read with Schedule V of the Companies Act, 2013 and the Rules made thereunder and any other applicable provisions of the Act, read with the Articles of Association of the Company and resolution passed by the Board of Directors in its Board



Meeting held on 23rd October, 2020 and resolution passed by the Members in the Annual General Meeting (AGM) of the Company held on 15th December,

2020, 30th December 2021 and Agreement entered into on 6th January, 2021 and addendum thereof with Mr. Rajendra D. Pawar – Chairman and Managing Director (CMD) of the Company regarding his remuneration, and resolution passed by the Board of Directors for approval of variation in the terms of appointment in the Meeting held on 29th April, 2022 and 11th August, 2022, approval of the members of the Company be and is hereby accorded for variation the terms of remuneration payable to Mr. Rajendra D. Pawar, Chairman and Managing Director of the Company as follows:

1. Incentive: Mr. Rajendra D. Pawar be paid an incentive upto 5% of Total Profit Before Tax of the Company, for each Financial Year;

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

RESOLVED FURTHER THAT rest of the terms and conditions of the appointment of Mr. Rajendra D. Pawar as approved by the special resolution passed at the Annual General Meeting held on 15th December, 2020 shall remain unchanged;

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to change, alter, vary or modify any term(s) of agreement entered into with Mr. Rajendra D. Pawar – Chairman and Managing Director of the Company;

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby severally authorized to issue certified copy of this resolution as and when required and do all such other acts, deeds and things in this regard 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
16*	1,89,17,996	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

*Note: Votes cast by the related party are ignored in the computation part pursuant to Section 188 of the Companies Act, 2013.

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
7*	9,95,74,96,000	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



*Note: Votes cast by the related party are ignored in the computation part pursuant to Section 188 of the Companies Act, 2013.

h) Resolution No.8 (Special Resolution):

To approve the variation in terms of appointment / remuneration of Mr. Rohit R. Pawar (DIN: 00590679) Whole-Time Director (WTD) 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 196 and 197 read with Schedule V of the Companies Act, 2013 and the Rules made thereunder and any other applicable provisions of the Act, read with the Articles of Association of the Company and resolution passed by the Board of Directors in its Board Meeting held on 23rd October, 2020 and resolution passed by the Members in the Annual General Meeting (AGM) of the Company held on 15th December, 2020, 30th December 2021 and Agreement entered into on 6th January, 2021 and addendum thereof with Mr. Rohit R. Pawar – Whole-Time Director (WTD) of the Company regarding his remuneration, and resolution passed by the Board of Directors for approval of variation in the terms of appointment in the Meeting held on 29th April, 2022 and 11th August, 2022, approval of the members of the Company be and is hereby accorded for variation the terms of remuneration payable to Mr. Rohit R. Pawar, Whole-Time Director of the Company as follows:

1. Incentive: Mr. Rohit R. Pawar be paid an incentive upto 5% of Total Profit Before Tax of the Company, for each Financial Year;
2. Severance Pay: He shall be entitled for such amount of severance pay on cessation as a Director of the Company as may be decided by the Board. However, such amount of severance pay shall not exceed an amount equivalent to the Previous 3 (Three) Financial Years' aggregate remuneration paid by the Company (including incentive, commission, etc. as the case may be).

RESOLVED FURTHER THAT rest of the terms and conditions of the appointment of Mr. Rohit R. Pawar as approved by the special resolution passed at the Annual General Meeting held on 15th December, 2020 shall remain unchanged;

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to change, alter, vary or modify any term(s) of agreement entered into with Mr. Rohit R. Pawar – Whole-Time Director of the Company;

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby severally authorized to issue certified copy of this



resolution as and when required and do all such other acts, deeds and things in this regard 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
15*	1,97,74,133	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

*Note: Votes cast by the related party are ignored in the computation part pursuant to Section 188 of the Companies Act, 2013.

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
7*	12,46,91,42,000	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

*Note: Votes cast by the related party are ignored in the computation part pursuant to Section 188 of the Companies Act, 2013.

- i) 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.
- j) 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: F007993D001083639

Place: Pune
 Date: 29.09.2022