

NOTICE

NOTICE is hereby given that the 35th Annual General Meeting of the Members of Baramati Agro Limited will be held on Wednesday, 27th September, 2023 at its Registered Office at post Pimpali, Tal. Baramati, Dist. Pune – 413102 at 11:00 A.M. (deemed venue) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") via Zoom, to transact the following businesses:

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, 2023 and the Report of Board of Directors' and Auditors' thereon.
- 2 To declare dividend on 6% Preference shares for the Financial Year ended on March 31, 2023.
- 3 To declare dividend on 9% Preference shares for the Financial Year ended on March 31, 2023.
- 4 To appoint Director in place of Mr. Rishikesh N. Dabhade (DIN: 06434185) who retires by rotation and being eligible offers himself for re-appointment and that on re-appointment there will not be any break in his service as a Non-Executive Director.

SPECIAL BUSINESS:

- 5 **To approve the remuneration of Cost Auditor for the Financial Year ending on March 31, 2024 and in this regard to consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Harshad S. Deshpande and Associates, Cost Accountants, (Firm Registration No. 00378) appointed as Cost Auditors by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending on March 31, 2024, be paid remuneration amounting to ₹ 1,75,000/- (Rupees One Lakh Seventy Five Thousand Only) exclusive of applicable taxes;

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."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Sushama S. Mane (DIN: 10061431) had been appointed as an Additional Director of the Company by the Board of Directors with effect from the date of approval and allotment of her Director Identification Number (DIN) from the MCA i.e. 03rd March, 2023 and shall hold the office till the date of this Annual General Meeting. The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying the intention to propose Mrs. Sushama S. Mane as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years from March 03, 2023 to March 02, 2028 subject to Mrs. Sushama S. Mane satisfying the criteria of independence in terms of the Companies Act, 2013 and the Rules made thereunder and that Mrs. Sushama S. Mane shall not be liable to retire by rotation."

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and is hereby severally authorised 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."

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

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV

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

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

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

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

“**RESOLVED THAT** pursuant to the provisions of Sections 2(78), 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and resolution passed by the Board of Directors in its Board Meeting held on 21st April, 2023, approval of the Members of Company be and is hereby accorded to increase the remuneration of Mr. Subhash J. Gulve – Executive Director (DIN: 02625022) from ₹ 2,25,000/- p.m. to ₹ 2,50,000/- p.m. including the remuneration to be paid in the event of loss or inadequacy of profits in any financial years during the tenure of appointment of Mr. Subhash J. Gulve, for a period of 2 (two) years from 1st April, 2023 to 31st March, 2025 on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Directors/Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed

between the Directors and Mr. Subhash J. Gulve;

RESOLVED FURTHER THAT the remuneration including benefits, amenities and perquisites as set out in the Explanatory Statement annexed to the Notice of Annual General Meeting, shall nevertheless be paid and allowed to Mr. Subhash J. Gulve as minimum remuneration for any financial year, in case of absence or inadequacy of profits for such years, subject to provisions prescribed under Section 197 and Schedule V of the Companies Act, 2013 and Rules framed thereunder and any other applicable provisions of the Act;

RESOLVED FURTHER THAT any one Director or the Company Secretary of the Company be and is hereby severally authorized to seek the necessary approval(s) as may be required in the matters incidental thereto and to sign and execute agreements, deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds and things as may be necessary for giving effect to the above resolution;

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

9. **To alter the Object Clause of Memorandum of Association (MOA) of the Company and in this regard to consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:**

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

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

- 1) To carry on the business of manufacturers, designers, processors, extruders, converters, formulators, fabricators, job workers, makers, machinist, consultants, wholesales, retailers, stockists, buyers,

sellers, importers, exporters and dealers in all types of water purification membranes filters, purification systems and devices, machineries, appliances, equipments, and allied products required for various applications whether industrial, domestic, commercial or otherwise and made from any synthetic, thermosetting and thermoplastic or such other related metal or material including water treatment plants and activities for creating awareness of the ecology and environment through various means and to carry out or undertake scientific researches, development, design and experimental work in relation to manufacture of membrane filters.

- 2) To establish and maintain Research Centres and to carry out or undertake scientific and technical researches, investigation, design, development and inventions including experimenting, testing and standardising and to promote studies in all branches of science, engineering and technology for producing, discovering, inventing, making improvements in, modifications to, effecting cost reduction or energy savings and tests of all kinds.
- 3) To collaborate with foreign enterprises for acquiring or offering technical know-how for the purpose of the business of the Company and employ foreign technicians or experts or advisers on a contract basis in the interest of the Company.
- 4) To carry on business as brewers, distillers and manufactures, buyers, sellers, importers, exporters, distributors, dealers, merchants, bottlers, packers, canners, in wines, beer, whisky, rum, gin, spirits, alcohols including grain alcohols, cognac and liquors, fruit extracts/juices, essence, flavours, concentrates, soft drinks, mineral waters, aerated water etc.
- 5) To carry on the business as manufacturers, distillers, procurers, importers, exporters, agents, brokers, suppliers, wholesalers, dealers, stockists, distributors of brewers and maltsters and to deal in mineral water soft and hard drink, spirit, wine, beer, ale, port, stout, whiskies intoxicating or not, produced from all kinds of ingredients, raw materials and/or malt, malt products, hops, yeast, essences, flavours, concentrates and so on.
- 6) To carry on the business of manufacturers, importers, exporters, agents, suppliers, stockists of coopers and bottlers, bottle makers, bottle stopper makers, potters, manufacturers of and dealers in aerated and mineral waters and other drinks, licensed victuallers.
- 7) To carry on business of generation, accumulation, storage, conversion, transmission, distribution,

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

- 8) To carry on business as exporters, manufacturers, researchers, importers, buyers, sellers and dealers of and in alkalis, cordials, paints, soaps, toilet goods, petrochemicals, sanitiser, fertilizers, Bio-Stimulant & its derivatives, salts, graphite, perfumes, scents, sprays, fragrance, powders and other raw & finished cosmetics, starches, industrial solvents, polishes and intermediate products, by-products and derivatives, tannins, essences and pharmaceuticals, photographic, sizing, medical, industrial and other preparations.
- 9) To carry on the business of developing, maintaining and operating of all types of aircrafts, helicopters as Non-Scheduled operators by acquiring, purchase, exchange, rent, lease, sell, ownership or disposing of the same.
- 10) To establish, organize, manage, run, charter, conduct, contract, develop, handle, own and operate all types of aircrafts, aeroplanes, seaplanes, hovercrafts, helicopters and other crafts used in air transport for the carriage of passengers, goods, mails and other items on all routes and lines on national & international level as a Non-Schedule Operator Permit subject to the laws in force.
- 11) To carry on the business as a wholesaler or retailer for the purchase and/or sell of petrol, diesel, ethanol, oil, lubricants or any other petroleum products through the retail outlet whether acquired or on lease and of a service station for motor vehicles, refueling, cleaning of all kinds of motor cars, motor cycles, scooters and other vehicles of every description.
- 12) To carry on the business of Software designing, development, customisation, implementation, maintenance, testing and benchmarking, designing, developing and dealing in the computer software and solutions and to import, export, sell, purchase, distribute, host (in data centres or over the web) or otherwise deal in own and third party computer

software packages, programs and solutions and to provide internet/web based applications, services and solutions, provide or take up Information Technology related assignments on sub-contracting basis, offering services onsite/offsite or through development centres using owned/hired or third party infrastructure.

RESOLVED FURTHER THAT any one Director or the Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as may be required and to file the necessary forms with the Registrar of Companies and to issue the Certified Copy of this resolution as and when required.”

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

sd/-

Devendra Kulkarni

Place : Pune

Company Secretary

Date : 11/08/2023

M. No. A27483

A/P Pimpali, Tal. Baramati,

Dist. Pune - 413102

Notes:

1. Pursuant to Section 102 of the Companies Act, 2013, a statement setting out material facts concerning each item of Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. Corporate Members intending to appoint their authorized representatives to attend the meeting through Video Conferencing Facility (Zoom) are requested to send to the Company a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf, at the meeting.
3. The Members can avail the facility of nomination. The necessary form is enclosed in this regard.
4. The Members are further requested to:
 - a. Refer to the notice sent to the Members on their respective e-mail id and record their attendance at the time of the meeting by accessing Zoom (Details of the same are given in point no. 13.f herein below). In the 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 Folio Number in all correspondence.
 - 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.
5. Also, as a part of “Green Initiative in the Corporate Governance” the notice of AGM is being sent in electronic mode to the Members whose e-mail addresses are registered with the Company.
6. Members may also note that the Notice of the meeting shall also be available on the Company's website www.baramatiagro.com in downloadable form.
7. The Members who have not registered their e-mail address with the Company can now register the same by submitting the form for registration of e-mail address in the attached format.
8. Since the Meeting is going to be held through Video Conference Facility (Zoom), the Proxy form, the Attendance slip and the Route map is 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 and Share Transfer Book for Preference Shares of the Company shall remain closed from Thursday, 21st September, 2023 to Wednesday, 27th September, 2023 (both days inclusive) for the purpose of payment of preference dividend.
12. The preference dividend will be paid to those Members or their mandates whose names are registered in the Company's Register of Members of Preference Shareholders as on cut-off date viz. 27th September, 2023.
13. Information and other instruction relating to Video Conferencing (VC) are as follows
 - a. The Ministry of Corporate Affairs (MCA) through General Circular No. 3/2022 and 2/2022 dated 05.05.2022, read with Ministry's General Circular Nos. 20/2020 dated 05.05.2020, 02/2021 dated 13.01.2021, 19/2021 dated 08.12.2021 and 21/2021 dated 14.12.2021

(collectively referred to as “MCA circulars”), has allowed all companies whose AGMs are due in the year 2023, to conduct their AGMs through Video-Conferencing (VC) or Other Audio-Video 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 on Zoom Platform.

- b. The Members are allowed to join the meeting by VC on Wednesday, 27th September, 2023 between 10:45 A.M. (IST) to 11:15 A.M. (IST).
- c. The facility for joining the meeting shall be open 15 minutes before the time scheduled for 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 can download the “Zoom” Application or log in to Zoom site on your mobile devices / computers / laptops / any other video system device etc. whichever is preferable.
- f. The Zoom link to attend the meeting is reproduced herein below:

<https://us06web.zoom.us/j/89682416125?pwd=NFB6QzZydm1mN2dIOHE5ZWczU0htZz09>

After that the following steps to be obtained:

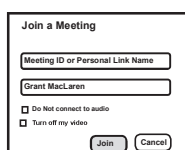
OPTION – 1: JOINING FROM LAPTOP OR COMPUTER:

- i. If this is the first time you're joining a Zoom meeting, you can download the Zoom app from the link: <https://zoom.us/download> (Zoom Client for Meetings)
- ii. Open the Zoom desktop client.
- iii. Click 'Join a Meeting' if you want to join without signing in, as follows:

ZOOM



- iv. Enter the **MEETING ID NUMBER: 896 8241 6125** and **PASSWORD: 189285**.



Join a Meeting

Meeting ID or Personal Link Name

Grant MacLaren

☐ Do Not connect to audio

☐ Turn off my video

Join Cancel

Click Join as follows and make sure access is given to microphone (to speak) and camera (to see):

OPTION – 2: JOINING FROM MOBILE PHONE:

- i. Downloading the Zoom Mobile App from the Application Store (Google Play Store, iOS App Store etc.)
- ii. Join a Meeting by 'Join a Meeting' or 'Sign in to Zoom then tap Join.'
- iii. Enter the meeting ID and your name.
- iv. Tap 'Join Meeting'.
- g. The recorded transcript of the meeting shall be made available on the website of the Company at www.baramatiagro.com on or before Monday, 09th October, 2023.
- h. The Members can ask the questions in the meeting or they can submit their questions in advance by writing to the Company at cs@baramatiagro.com.

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

- A. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021 and 3/2022 and 2/2022 dated May 05, 2022 and all other relevant circulars issued from time to time, the physical attendance of the Members to the Annual General Meeting (AGM) venue is not required and AGM be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC / OAVM.
- B. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

- C. The Members can join the AGM in the VC/

OAVM mode, 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

- D. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- E. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- F. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.baramatiagro.com/

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Sunday, 24th September, 2023 at 09:00 A.M. and ends on Tuesday, 26th September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 12th August, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up share capital of the Company as on the cut-off date, being 12th August, 2023.

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

- a. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of share-holders	Login Method
Individual Share-holders holding securities in demat mode with NSDL.	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;">   </div> <div style="display: flex; justify-content: center; gap: 20px;">   </div>
Individual Share-holders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then enter your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also link provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Share-holders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting, for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code **as shown on the screen.**

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

1. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
2. Now, you will have to click on "Login" button.
3. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are

- holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and cast your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
 3. Now you are ready for e-Voting as the Voting page opens.
 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 5. Upon confirmation, the message "Vote cast successfully" will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to hrishikesh.wagh@kanjcs.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney /Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@baramatiagro.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) to cs@baramatiagro.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively Shareholder/Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be present in the AGM through VC/ OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/ OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may

access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
 3. Further Members will be required to allow Camera and use the Internet with a good speed to avoid any disturbance during the meeting.
 4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
 5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@baramatiagro.com. The same will be replied by the company suitably.
15. 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 a Scrutinizer to scrutinize the remote e-voting process and voting through e-voting system in the video conferencing in a fair & transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
 16. 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.
 17. 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 30th September, 2023.
 18. 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.

19. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the meeting i.e. 27th September, 2023.
20. The Members desiring any information with regards to the Financial Statements are requested to write to the Company at an early date 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:

Item No. 2 – Declaration of Dividend on 6% Preference Shares:

The preference dividend, as per the agreed terms, will be paid before 26th October, 2023 to those Preference Shareholders or their mandates whose names are registered in the Company's Register of 6% Non-Cumulative Non-Participative Non-Convertible Redeemable Preference Shares as on 27th September, 2023.

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

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

Item No. 3 – Declaration of Dividend on 9% Preference Shares:

The preference dividend, as per the agreed terms, will be paid before 26th October, 2023 to those Preference Shareholders or their mandates whose names are registered in the Company's Register of 9% Non-Cumulative Non-Participative Optionally Convertible Redeemable Preference Shares as on 27th September, 2023.

These shares were converted to the preference shares pursuant to the scheme of arrangement approved vide Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT) order dated 20th September, 2021.

Presently the matter is sub judice at Hon'ble National Company Law Appellate Tribunal, New Delhi (NCLAT) and hence as per the order dated 21st December, 2021 of the Hon'ble NCLAT, the preference shares are not yet credited to the demat account of the respective shareholders.

Item No. 4 – Appointment of Mr. Rishikesh N. Dabhade (DIN: 06434185) who retires by rotation and being eligible offers himself for re-appointment:

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. The total numbers of Directors liable to retire by rotation are 4 (Four). Hence two third of the same is 3 (Three) i.e. 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 the 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 has been longest in the 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 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 the 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 reappointment. 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, are in any way concerned or interested, financially or otherwise, in the proposed Resolution as set out at Item No. 4 of this notice.

The Board of Directors recommends passing of the resolution as set out at Item No. 4 as an Ordinary Resolution.

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 the 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 11th August 2023, 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 ₹ 1,75,000/- (Rupees One Lakh Seventy Five Thousand only) per annum exclusive of applicable taxes for the Financial Year ending March 31, 2024.

Accordingly, consent of the Members is sought by passing an Ordinary Resolution as set out at Item No. 5 of the notice for ratification of the remuneration payable to the Cost Auditor for the Financial Year ending March 31, 2024.

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 is, 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 Regularization of appointment of Mrs. Sushama S. Mane (DIN: 10061431) as Independent Director of the Company:

In terms of Section 149(4), 150(2), 160 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV of the Companies Act, 2013, appointment of Independent Directors of the Company shall be approved by the Members in the General Meeting.

The Company has received from Mrs. Sushama Shantikumar Mane (DIN: 10061431), consent to act as a Director in form DIR-2, intimation to the effect that she is not disqualified to be appointed as a Director in form DIR-8 and declaration in writing that she meets the criteria of independence as provided in sub-Section 6 of Section 149 of the Companies Act, 2013. In the opinion of the Board, Mrs. Sushama S. Mane fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder to be appointed as an Independent Director of the Company.

Mrs. Sushama Mane is a practicing advocate, having experience of more than 10 years. Hence, the Board considers that the association of Mrs. Sushama S. Mane will be beneficial to the Company and it would be prudent to appoint Mrs. Sushama S. Mane as an Independent Director. Accordingly, the appointment of Mrs. Sushama S. Mane is approved by the Board of Directors in its Meeting held on 15th December, 2022 and recommended to the Members for their approval.

A copy of the letter of appointment of the above mentioned Independent Director setting out the terms and conditions is available on the website of the Company and also available for the inspection at the Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11:00 A.M. to 5:00 P.M. till the date of the AGM.

The aforesaid letter of appointment will also be available for inspection at the deemed venue of the AGM.

None of the Directors, Key Managerial Person of the Company or their relatives except Mrs. Sushama S. Mane, is in anyway, financially or otherwise, concerned

or interested in the said Special Resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the Special Resolution set forth in Item No. 6 of the Notice for approval of the Members.

Item No. 7 – Ratification of re-appointment of Vijaya S. Hiremath as Independent Director of the Company:

In terms of provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, re-appointment of Independent Directors of the Company shall be approved by the Members in the General Meeting.

Mrs. Vijaya S. Hiremath is associated with the Company as Independent Director.

The Company has received, from Mrs. Vijaya S. Hiremath (DIN: 07385209), consent to act as a Director in form DIR-2, intimation to the effect that she is not disqualified to be re-appointed as a Director in form DIR-8 and declaration in writing that she meets the criteria of independence as provided in sub-Section 6 of Section 149 of the Companies Act, 2013. In the opinion of the Board, Mrs. Vijaya S. Hiremath fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder to act as an Independent Director of the Company.

The Board is of the opinion that the continued association of Mrs. Vijaya S. Hiremath will be helpful to the management of the Company. Thus, it would be prudent to re-appoint Mrs. Vijaya S. Hiremath as an Independent Director. Accordingly, the Board re-appointed Mrs. Vijaya S. Hiremath as an Independent Director of the Company. The approval/ratification of the said re-appointment of Mrs. Vijaya S. Hiremath as an Independent Director is proposed.

None of the Directors, Key Managerial Person of the Company or their relatives except Mrs. Vijaya S. Hiremath, is in anyway, financially or otherwise, concerned or interested in the said Special Resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the Special Resolution set forth in Item No. 7 of the Notice for approval of the Members.

Item No. 8 – Increase in Remuneration of Mr. Subhash J. Gulve – Executive Director of the Company:

Mr. Subhash J. Gulve – Executive Director of the Company is associated with the Company since 2009. Over these years, Mr. Subhash J. Gulve has been instrumental in implementing various initiatives which has helped Company to grow its connect with the farmers across the Maharashtra State and considering the efforts taken by Mr. Subhash J. Gulve, it was proposed to increase the remuneration payable to him for a period of 2 (two) years

commencing from 1st April, 2023 to 31st March, 2025:

- i. Salary: ₹ 2,50,000/- per month (Rupees Two Lakhs Fifty Thousand Only) with annual increment as may be decided by the Board and subject to the required approvals, if any based on the merit and taking into account the Company's performance for the year.
- ii. The Company shall provide a Car for official as well as personal use. Similarly a telephone facility (mobile as well as landline) would also be provided by the Company at office.
- iii. Other benefits, incentives, perquisites as per the policy of the Company formed from time to time.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Mr. Subhash J. Gulve is, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution as set out at Item No. 8 of this notice.

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

Item No. 9 – Alteration of Object Clause of Memorandum of Association of the Company:

In order to make the Object Clause of the Memorandum of Association (MOA) comprehensive, it is proposed to alter the Object Clause of the MOA to include the following activities:

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

- producing, discovering, inventing, marking improvements in, modifications to, effecting cost reduction or energy savings and tests of all kinds.
- 3) To collaborate with foreign enterprises for acquiring or offering technical know-how for the purpose of the business of the Company and employ foreign technicians or experts or advisers on a contract basis in the interest of the Company.
 - 4) To carry on business as brewers, distillers and manufactures, buyers, sellers, importers, exporters, distributors, dealers, merchants, bottlers, packers, canners, in wines, beer, whisky, rum, gin, spirits, alcohols including grain alcohols, cognac and liquors, fruit extracts/juices, essence, flavours, concentrates, soft drinks, mineral waters, aerated water etc.
 - 5) To carry on the business as manufacturers, distillers, procurers, importers, exporters, agents, brokers, suppliers, wholesalers, dealers, stockists, distributors of brewers and maltsters and to deal in mineral water soft and hard drink, spirit, wine, beer, ale, port, stout, whiskies intoxicating or not, produced from all kinds of ingredients, raw materials and/or malt, malt products, hops, yeast, essences, flavours, concentrates and so on.
 - 6) To carry on the business of manufacturers, importers, exporters, agents, suppliers, stockists of coopers and bottlers, bottle makers, bottle stopper makers, potters, manufacturers of and dealers in aerated and mineral waters and other drinks, licensed victuallers.
 - 7) To carry on business of generation, accumulation, storage, conversion, transmission, distribution, purchase, sell and supply of power generated by conventional and non-conventional methods of necessary supported by hybrid systems or otherwise deal in electric power by establishment, erection of diesel genset power plants, gas based combined power plants, thermal power plants, solar power plants, wind power plants, hydraulic power plants, Compressed Biogas Plant or any other power plants based on any source of energy as may be developed or invented in future and to construct, lay down, establish, fix and carry out and execute all necessary work in respect of power stations, cables, wires, lines, accumulators, and transformers.
 - 8) To carry on business as exporters, manufacturers, researchers, importers, buyers, sellers and dealers of and in alkalis, cordials, paints, soaps, toilet goods, petrochemicals, sanitiser, fertilizers, Bio-Stimulant & its derivatives, salts, graphite, perfumes scents, sprays, fragrance, powders and other raw & finished cosmetics, starches, industrial solvents, polishes and intermediate products, by-products and derivatives, tannins, essences and pharmaceuticals, photographic, sizing, medical, industrial and other preparations.
 - 9) To carry on the business of developing, maintaining and operating of all types of aircrafts, helicopters as Non-Scheduled operators by acquiring, purchase, exchange, rent, lease, sell, ownership or disposing of the same.
 - 10) To establish, organize, manage, run, charter, conduct, contract, develop, handle, own and operate all types of aircrafts, aeroplanes, seaplanes, hovercrafts, helicopters and other crafts used in air transport for the carriage of passengers, goods, mails and other items on all routes and lines on national & international level as a Non-Schedule Operator Permit subject to the laws in force.
 - 11) To carry on the business as a wholesaler or retailer for the purchase and/or sell of petrol, diesel, ethanol, oil, lubricants or any other petroleum products through the retail outlet whether acquired or on lease and of a service station for motor vehicles, refueling, cleaning of all kinds of motors cars, motor cycles, scooters and other vehicles of every description.
 - 12) To carry on the business of Software designing, development, customisation, implementation, maintenance, testing and benchmarking, designing, developing and dealing in the computer software and solutions and to import, export, sell, purchase, distribute, host (in data centres or over the web) or otherwise deal in own and third party computer software packages, programs and solutions and to provide internet/web based applications, services and solutions, provide or take up Information technology related assignments on sub-contracting basis, offering services onsite/offsite or through development centres using owned/hired or third party infrastructure.

The Board of Directors at its meeting held on 21st April, 2023 and 11th August, 2023 has approved the alteration of the object clause of the MOA of the Company and the Board now seeks the Members approval for the same.

The proposed alteration in the object clause requires the approval of the Members through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

A copy of the proposed MOA of the Company will be available for inspection for the Members at the Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11:00 A.M. to 5:00 P.M. till the date of the AGM.

The aforesaid MOA will also be available for inspection at the deemed venue of the AGM.

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

The Board recommends the Special Resolution set forth in Item No. 9 of the Notice for approval of the Members.

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

sd/-

Devendra Kulkarni

Company Secretary

M. No. A27483

A/P Pimpali, Tal. Baramati,

Dist. Pune - 413102

Place : Pune

Date : 11/08/2023