

Notice of Postal Ballot

To
The Members,

Notice of Postal Ballot pursuant to Section 110 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014.

NOTICE is hereby given, pursuant to the Provisions of Section 110 and other applicable provisions, If any of the Companies Act, 2013 ("the Act") read together with the Companies (Management & Administration) Rules, 2014 ("the Rules"), Secretarial Standard – 2 (SS 2), Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and any other laws and regulations as may be applicable from time to time, that the resolutions as set out below are proposed for approval of the Shareholders of the Company through Postal Ballot ("Postal Ballot")/ Electronic Voting.

The Company is, therefore, seeking Shareholders'/ Members' consent for the said proposals by Special Resolutions.

The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act pertaining to the aforesaid resolutions setting out the material facts concerning each resolution and reasons thereof is annexed hereto along with a Postal Ballot form ("the Form") for your consideration. The Board of Directors of the Company has appointed Mr. Sumeet Kumar, Practicing Chartered Accountant as an Independent Scrutinizer for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

Shareholders are requested to carefully read the instructions printed on the Postal Ballot Form, record your assent (for) or dissent (against) therein and return the same in original duly completed in the attached self-addressed Business Reply Envelope, postage pre-paid envelope (If posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5:00 p.m. (IST) on or before February 3rd, 2020. Please note that the Postal Ballot Form(s) received after the said date will be strictly treated as if reply from the Shareholder has not been received in terms of the Rule. A Postal Ballot Form sent by Shareholders/ Members either by courier or by registered post / by Speed post at the expense of the Shareholder(s) will also be accepted.

Shareholders desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes and instructions printed in this Notice. References to Postal Ballot(s) in this Postal Ballot Notice (Postal Ballot Notice) include votes received electronically.

Shareholders have the option to vote either by Postal Ballot or through e-voting. In case a Member votes through e-voting facility as well as sends his vote through physical vote, the vote cast through valid physical ballot form shall be considered and the voting through e- voting shall not be considered by the Scrutinizer.

Upon completion of the scrutiny of the Postal Ballot Forms and e-voting in a fair and transparent manner, the Independent Scrutinizer will submit his/her report to the Chairman of the Company. The result of the Postal Ballot shall be declared on or before, Wednesday, 5th February, 2020 and communicated to the Stock Exchanges where the Company's shares are listed and would be displayed along with the Scrutinizer's report on the Company's website www.skmltd.co.in.

Resolution No : 1 ---- Migration of Listing/ Trading of Equity Shares of the company from SME platform (EMERGE) of National Stock Exchange of India (NSE) to Main Board of NSE:

To consider and, if thought fit, to pass the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the Regulation 277 and other relevant provisions, laid down in chapter IX of Securities and Exchange Board of India (Issue of capital and Disclosure Requirements) Regulation, 2018 and other applicable provisions, if any, of the companies Act,2013, Securities and Exchange board of India (Issue-of capital and disclosure Requirements) Regulation, 2018 and the rules framed there under, including any-amendment, modification, variation or re-enactment thereof, the consent of the members of the company be and is hereby accorded for purpose of migration of the company's present listing from SME platform (EMERGE) of National-stock Exchange of India (NSE) to Main Board of NSE.

RESOLVED FURTHER THAT the Board of directors and the company Secretary of the company be and are hereby authorized jointly and / or severally to deal with any government or semi government authorities or any other concerned intermediaries including but not limited to National Stock Exchange of India Ltd., Securities and Exchange board of India, Registrar of companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the company for the purpose of migration of the company's present listing from SME Platform (EMERGE) of National Stock Exchange of India (NSE) to Main Board of NSE.

RESOLVED FURTHER THAT the Board of directors and the company Secretary of the company be and are hereby authorized jointly and / or severally to do all such acts and things as may be necessary and expedient to give effect to the above resolution on behalf of the company.”

Resolution No : 2 ---- To approve increase in the Borrowing limits of the Company from the existing Rs. 100 Crores (Rupees One Hundred Crores) to Rs. 200 Crores (Rupees Two Hundred Crores):

To consider and, if thought fit, to pass the following resolution as Special Resolution:

RESOLVED THAT in supersession of the Special Resolution passed earlier in this behalf, and pursuant to Section 180 (1) (c), read with the relevant Rules thereof, all other applicable provisions, if any of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) for borrowing from time to time any sum or sums of monies which, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board and outstanding at any time, shall not exceed the limit of Rs. 200 Crores (Rupees Two Hundred Crores).

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required in its absolute discretion to give effect to this Resolution.”

Resolution No : 3 ---- Create charge on Company's Assets :

To consider and, if thought fit, to pass the following resolution as Special Resolution:

“RESOLVED THAT in supersession of all the special Resolution passed earlier in this behalf, and pursuant to the provisions of Section180(1)(a)and all other applicable provisions, If any, of the Companies Act 2013,(Including any amendment thereto or re-enactment thereof),the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as" the Board" which term shall be deemed to Include any Committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and

hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit together with power to take over both management and concern of the Company in certain events, to or in favour of the Banks/Financial Institutions, other investing agencies, bodies corporate and Trustees for the holders of debentures/bonds and/or other Instruments to secure the loans and/or the Issue of debentures/bonds, whether partly/fully convertible or non convertible (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with Interest thereon, additional interest, compound Interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company In respect of the said Loans, shall not, at any time exceed the limit of Rs.200 Crores (Rupees Two Hundred Crores only).

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required in its absolute discretion to and things, to execute all such documents, instruments and writings as may be required in its absolute discretion to give effect to this Resolution."

By the order of the Board

-Sd-

Kumari Deepshikha
Company Secretary & Compliance Officer

Dated: 31.12.2019

IMPORTANT NOTES:

1. An Explanatory Statement pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013, stating all material facts and the reasons for the proposals is annexed herewith.
2. The Postal Ballot Notice is being sent to the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on 31st December, 2019. The Postal Ballot Notice is being sent to shareholders in electronic form to the email addresses registered with their depository participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For shareholders whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with postage prepaid self-addressed Business Reply Envelope. The Shareholder can opt for only one mode of voting i.e. in person through e-voting or by Postal ballot. If a Shareholder casts votes by both the modes, then the valid vote cast through Postal Ballot Form shall prevail and the vote cast through other means shall be treated as invalid.
3. The Shareholders, whose names appear on the Register of Members / List of beneficial owners as on 31st December, 2019 will be considered for the purpose of voting.
4. In case a shareholder is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an email to pranav.jade@linkintime.co.in. The Registrar and Transfer Agent / Company shall forward the same along with postage-prepaid self addressed Business Reply Envelope to the shareholder.
5. Mr. Sumeet Kumar, Practicing Chartered Accountant (Membership No.410224) having Office at 11/2, G.E.L. Church Complex, Main Road, Ranchi-834001 has been appointed as an Independent Scrutinizer to scrutinize the Voting through Postal Ballot and remote e-Voting process in a fair and transparent manner.

6. The Scrutinizer will submit his report to the Chairman of the Company or any other person authorised by him, after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Chairman or any person authorised by him, on or before Wednesday, 5th February, 2020. The results along with the report 3 of the Scrutinizer shall be displayed on the Company's website: www.skmltd.co.in and on the website of NSDL: www.nsdl.co.in and shall also be communicated to National Stock Exchange of India Limited, where the shares of the Company are listed.
7. Resolutions passed by the shareholders through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
8. The resolutions, if passed by the requisite majority, shall be considered as passed on the date of declaration of the Postal Ballot results.
9. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended; and (ii) Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is offering e-Voting facility to all the Members of the Company and the business may be transacted through electronic voting system. The Company has engaged the services of NSDL for facilitating e-Voting to enable the Members to cast their votes electronically. A Member may avail of this facility at his discretion as per the instructions provided herein.
10. The remote period begins on 05.01.2020 and ends on 03.02.2020 During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 31st December, 2019, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
11. The instructions for Members/Shareholders for Electronic voting are as under:

The way to vote electronically on NSDL e-voting consists of "Two steps" which are mentioned below:

Step 1: Log-in to NSDL e-voting system at <http://www.evoting.nsdl.com/>

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

- A. Visit the e-voting website of NSDL Open web browser by typing the following: <http://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
- B. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholders' section.
- C. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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

- D. Your User Id details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID
i) For members who hold shares in demat account	8 Character DP ID followed by 8 Digit Client ID For example If your DP ID is IN300*** and Client ID is 12*****

with NSDL	then your User ID is IN300***12*****
ii) 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*****
iii) 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***

E. Your password details are given below:

- i. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- ii. 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.
- iii. How to retrieve your 'initial password'?
 - a) If your e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and 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'.
 - b) If your e-mail ID is not registered, your 'initial password' is communicated to you on your postal address.

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

- i. 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.
- ii. 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- iii. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in in mentioning your demat account number / folio number, your PAN, your name and your registered address.

G. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.

H. Now, you will have to click on 'Login' button.

I. After you click on the 'Login' button, Home page of e-Voting will open.

Step 2: Cast your voting electronically on NSDL e-voting System.

How to cast your vote electronically on NSDL e-voting system?

A. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

- B. After click on Active Voting Cycles, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle is in active status.
- C. Select 'EVEN' of company for which you wish to cast your vote.
- D. Now you are ready for e-Voting as the Voting page opens.
- E. 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.
- F. Upon confirmation, the message 'Vote cast successfully' will be displayed.
- G. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- H. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members:

- i. Institutional Members (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 authorised signatory(ies), who are authorised to vote, to the Scrutinizer by e-mail to sumeet_ca09@rediffmail.com with a copy marked to evoting@nsdl.co.in.
- ii. 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.
- iii. 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 toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

Explanatory Statement pursuant to Section 102 (1) of the Companies Act 2013

Resolution No. 1:

As all the members are kind aware that the Company is listed on the NSE EMERGE, the SME platform of the National Stock Exchange of India (NSE) w.e.f. 26th September, 2017. By SME listing of two years Company has gained a good experience in terms of corporate governance practices and board procedures. The listing of the Company has helped Company in many aspects like enhanced branding, better transparency and accountability and overall wealth creation of the stakeholders.

As per the regulation 277 laid under Chapter IX of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 with SEBI vide their circulated dated 18th May, 2010 and National Stock Exchange (NSE) circular NSE/SME/37551 dated April 18, 2018, An issuer whose specified securities are listed on a SME Platform can migrate to the Main Board after completion of two years of listing on SME Platform subject to fulfilment of other Main Board listing conditions.

The Company has been listed and traded on the SME Platform of NSE (i.e. EMERGE) for more than two years and hence eligible to migrate to the Main Board of National Stock Exchange of India (NSE) as per guidelines specified by SEBI vide their circular dated 18th May, 2010 and as per the procedures laid down under Chapter IX of SEBI (ICDR) Regulations, 2018. Listing on the Main Board of National Stock Exchange Limited will enhance participation of retail investors in large numbers.

The members are therefore requested to accord their approval for the purpose of migration of the Company's present listing from NSE SME (EMERGE) Segment to Main Board of National Stock Exchange of India) as set out in the resolution. Pursuant to Section 102 of Companies Act, 2013, The Board of Directors of the Company do hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise in the aforesaid resolution except to their shareholding, if any, in the company.

Hence the aforesaid resolution is placed before the shareholders of the Company for their consent through postal Ballot under section 110 of the Companies Act, 2013.

Board of Directors of the Company recommended passing resolution set out in Item No. 1 of the Notice as Special Resolution.

Please note that the proposed special resolution shall be acted upon if the votes cast by Public Shareholders in favour of the Proposal amount to at least 2 times the number of votes cast by the public shareholders against the proposal. It is in the interest of all the shareholders including public shareholders to migrate the Equity Shares of the company on the Main Board of NSE and hence The Board recommends the passing of said resolution and seeks shareholders approval through Postal Ballot.

Resolution Nos. 2 & 3: The Members had earlier passed in their General Meeting held on 28th September, 2018, Special Resolutions for Nos.1 and 2 according their consent to the Board of Directors for the existing borrowing limit.

The current borrowing limit as approved by the shareholders is INR 100 Crores. The Company's future borrowings will be reaching close to the INR 200 Crores threshold.

Hence, considering the business plans and the growing fund requirements of the Company, it is proposed to increase the existing borrowing limit of the Company from INR 100 Crores (Rupees One Hundred Crores) to INR 200 Crores (Rupees Two Hundred Crores).

Also, as explained above consequent upon the proposed increase in the borrowing limits of the Company it would be necessary to seek approval of Members for creation of charge on assets of the Company from Rs. 100 Crores (Rupees Hundred Crores only) to Rs. 200 Crores (Two Hundred Crores Only).

The approval of the members is sought pursuant to Section 180(1) (c) and Section 180(1) (a) of the Companies Act, 2013 and rules made there under.

The above proposals as set out in the Special Resolutions, at Resolutions Nos. 2 and 3 of the Postal Ballot Notice are in the interest of the Company and your Directors commend the same for approval by the Shareholders / Members by way of Postal Ballot. None of the Directors, Key Managerial Personnel of the Company and/or their respective relatives is in any way concerned or interested in the said Resolution.

By order of the Board

For Baba Agro Food Limited

-sd-

Kumari Deepshikha
Company Secretary
ACS: A52069