

**SCRUTINIZER'S REPORT**

To

The Chairman  
Baba Agro Food Limited  
504, Mangal Murti Heights, 5<sup>th</sup> Floor,  
Harmu Road, Ranchi, Jharkhand-834001

Subject: Scrutinizer's Report on Postal Ballot

Dear Sir,

I Sumeet Kumar, Practicing Chartered Accountant, had been appointed as the Scrutinizer of Baba Agro Food Limited ("the Company") pursuant to the provisions of Section 108 and 110 the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of scrutinizing the e-voting in a fair and transparent manner in respect of the below mentioned resolution(s).

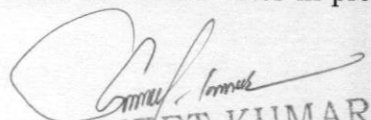
The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and Postal Ballot on Resolutions mentioned below. My responsibility as a Scrutinizer is restricted to ensure that the e-voting process and Postal Ballot process is conducted in a fair and transparent manner and make the Scrutinizer's Report on the Votes cast "in favour" or "against" the resolutions stated above, based on the postal ballot forms received by the Company and reports generated by the e-voting system provided by the National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company.

The notice of Postal Ballot the Company dated 31<sup>st</sup> December, 2019 were sent to all the Shareholders in respect of the below mentioned resolution(s).

The Shareholders of the Company holding shares as on 31<sup>st</sup> December, 2019, which was the "cut-off", were entitled to vote on the resolutions as set out in the notice of the Postal Ballot.

In this regard I submit my report as under:

1. The e-voting period remained open from Sunday, 5<sup>th</sup> January, 2020 (10.00 AM) to Monday, 3<sup>rd</sup> February, 2020 (5.00 PM).
2. At the end of the e-voting period, I have unblocked the electronic votes in presence of two witnesses not in employment of the Company.

  
**SUMEET KUMAR**  
Chartered Accountant  
Mem. No. 410224

3. The details containing list of shareholders who voted for or against each of the resolutions that were put to vote were downloaded from the e-voting website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)).
4. I have scrutinized the votes casted through electronic means and through Postal Ballot process for the purpose of this report.
5. The Company dispatched postal ballot forms along with postage prepaid business reply envelope to its members whose name(s) appeared on the Register of Members / List of beneficiaries as on 31<sup>st</sup> December, 2019 and whose email ids were not registered for e-voting.
6. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
7. The Postal Ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company/ list of beneficiaries as on 31<sup>st</sup> December, 2019.
8. The Postal Ballot forms received upto the close of working hours i.e. 5.00 pm on Monday, 3<sup>rd</sup> February, 2020, the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.
9. Envelopes containing postal ballot forms received after 3<sup>rd</sup> February, 2020 (5.00 PM) were not considered for my scrutiny. Till the date of my report, I have not received any envelope after the close of working hours on Monday, 3<sup>rd</sup> February, 2020 (5.00 PM).
10. I did not find any defaced or mutilated ballot paper.

**(I) Item No. 01**

**Special Resolution for approval of 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**

(i) Voted in favour of the resolution:

| Particulars  | Number of Members present and voted | Number of Votes Cast(Shares) | % of total number of valid votes cast |
|--------------|-------------------------------------|------------------------------|---------------------------------------|
| E-Voting     | 26                                  | 10890971                     | 100                                   |
| Ballot Forms | 0                                   | 0                            | 0                                     |

  
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