

Basant Agro Tech India Limited

Corporate Identity No. (CIN): L24120MH1990PLC058560
Regd. Office: Plot No. 13/2, Near S.T. Workshop, Kaulkhed, Akola -444 001
Tel: (0724) 2489450, 2489250
Email: basantagro@hotmail.com Website: www.basantagro.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Voting starts on	Voting ends on
Thursday, February 22, 2024 at 9.00 A.M. (IST)	Friday, March 22, 2024 at 5.00 P.M. (IST)
EVEN	127927

Dear Member(s),

Notice is hereby given that the resolution set out hereunder is proposed for the approval of the members of Basant Agro Tech India Limited ("Company") by means of postal ballot through e-voting process ("E-voting"), pursuant to Section 110, Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("the Rules") including any statutory modifications or re-enactments thereof for the time being in force as amended from time to time, read with the General Circular No. 11/2022 dated December 28, 2022 (in continuation to the circulars issued earlier in this regard) issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("SS-2") and pursuant to other applicable laws and regulations.

Members' consent is sought for the proposal contained in the resolution given in this Postal Ballot Notice. The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the said resolution setting out the material facts and the related particulars, is annexed hereto. The Notice will also be placed on the website of the Company at www.basantagro.com/ and the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com. The Notice can also be accessed from the website of the Bombay Stock Exchange ("BSE"), respectively

In compliance with the MCA Circulars, the business of the Postal Ballot shall be transacted through electronic voting system. Accordingly, in compliance with Regulation 44 of the Listing Regulations and the provisions of Section 108, 110 and other applicable provisions of the Act read with Rule 20 and 22 of the Rules, as amended from time to time, MCA Circulars and SS - 2, the Company is pleased to provide to the Members, (whether holding shares in physical or demat form) the facility to exercise their right to vote on the matter included in the notice of the Postal Ballot by electronic means i.e. through e-voting services provided by NSDL. The instructions for e-voting are appended in this Postal Ballot Notice.

The Board of Directors of the Company, at its meeting held on February 12, 2024, has appointed Mr. Nitesh Chaudhary holding Membership No. FCS 10010 and Certificate of Practice No. 16275 of M/s. Nitesh Chaudhary & Associates, Company as the scrutinizer ("Scrutinizer") for conducting the Postal Ballot, through e-voting process in accordance with law and in a fair and

transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final

Please note that there will be no dispatch of physical copies of Notices or Postal Ballot forms to the members of the Company and no physical ballot forms will be accepted.

The members shall exercise their right to vote on the matter included in the notice of the Postal Ballot by electronic means i.e. through e-voting services provided by NSDL. The e-voting period will commence on Thursday, Feb 22, 2024 at 9.00 A.M. (IST) and will end on Friday, March 22, 2024 at 5.00 P.M. (IST). Members are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the e-voting process not later than 05.00 P.M. (IST) on Friday, March 22, 2024. E- voting will be blocked by NSDL immediately thereafter and voting will not be allowed beyond the said date and time.

Upon completion of the scrutiny of the votes cast in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman of the Company or in his absence, any Director/any other person authorised by the Board of Directors of the Company. The results of the e-voting by Postal Ballot (with the Scrutinizer's report) will be announced by the Chairman of the Company or any Director/any other person authorized by the Board, on or before Saturday, March 23, 2024. The results of the Postal Ballot will be posted on the Company's website at www.basantagro.com the website of NSDL at www.evoting.nSDL.com and will be displayed on the Notice Board of the Company at its Registered Office. The results will also be intimated to the Stock Exchanges

In the event the draft resolution as set out in the notice is assented to by the requisite majority by means of evoting, it shall be deemed to have been passed at a General Meeting.

SPECIAL BUSINESS:

ITEM NO. 1

Appointment of Mr. Upendra Somani (DIN: 00152735) as an Independent Director of the Company

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, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Upendra Somani (DIN: 00152735), who was appointed as an Additional Director in the capacity of an Independent Director with effect from February 12, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of five years till February 11, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

ITEM NO. 2

Appointment of Mr. Mahesh Khandelwal (DIN: 10469986) as an Independent Director of the Company

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, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Mahesh Khandelwal (DIN: 10469986), who was appointed as an Additional Director in the capacity of an Independent Director with effect from February 12, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of five years till February 11, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

ITEM NO. 3

Appointment of Mrs. Sonal Shrawagi (DIN: 10483506) as an Independent Director of the Company

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, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mrs. Sonal Shrawagi (DIN: 10483506), who was appointed as an Additional Director in the capacity of an Independent Director with effect from February 12, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of five years till February 11, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

ITEM NO. 4

Appointment of Mr. Pramod Vaishnao (DIN: 10469468) as an Independent Director of the Company

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, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Pramod Vaishnao (DIN: 10469468), who was appointed as an Additional Director in the capacity of an Independent Director with effect from February 12, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of five years till February 11, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

ITEM NO. 5

Appointment of Mr. Murlidhar Ganeshpure (DIN: 10471870) as an Independent Director of the Company

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, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Murlidhar Ganeshpure (DIN: 10471870), who was appointed as an Additional Director in the capacity of an Independent Director with effect from February 12, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of five years till February 11, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any

committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

By order of the Board of Directors
For, Basant Agro Tech India Limited

Mr. Prasad Todankar
Company Secretary
Date: 12th February, 2024
Place: Mumbai

NOTES:

a) The relevant Statement pursuant to the provisions of Section 102 and Section 110 of the Act read with Rule 22 of the Rules, SS-2 and Listing Regulations, setting out the material facts relating to the aforesaid Resolutions, additional information and the reasons thereof is annexed hereto and forms part of this Notice.

b) In accordance with the MCA Circulars, this Postal Ballot Notice is being sent via email only to the members of the Company, whose names appear on the Register of Members/list of Beneficial Owners, as received from NSDL on Friday, February 16, 2024 ("cut-off date") and whose e-mail addresses are registered with the Company/Depositories/Depository Participants/Registrar and Transfer Agent ("RTA"). Any person who is not a member as on the cut-off date should treat this Postal Ballot Notice for information purposes only. The same will also be available on the Company's website at www.basantagro.com, websites of the Stock Exchanges at www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com

c) Members who have not registered/updated their email IDs so far are requested to register/update the same to get all notices, communications, etc. from the Company, electronically, as per the following procedure:

Physical Holding	Contact Company's RTA, Link in time India Pvt by providing necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) by email to Digvijay.kole@linkintime.co.in
Demat Holding	Contact respective Depository Participant

In case of any queries, members may write to evoting@nsdl.co.in.

d) The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Marathi newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also be published on the Company's website at www.basantagro.com

e) In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Rules and Regulation 44 of the Listing Regulations, the MCA Circulars and SS-2, the Company has provided evoting facility for its Members to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its members.

f) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on the cut-off date i.e. Friday, February 16, 2023. The e-voting period commences on Thursday, February 22, 2024 at 9.00 A.M. (IST) and ends on Friday, March 22, 2024 at 5.00 P.M. (IST)

g) Once the vote on the Resolution is cast by the members, the members shall not be allowed to change it subsequently.

h) Relevant documents referred to in this Postal Ballot Notice will be made available for inspection at company's registered office between 12:30 P.M. to 2:30 P.M. Monday to Friday (except public holidays, Saturday and Sunday), from the date of dispatch of notice up to the last date of e-voting i.e. Friday, March 22, 2024 at 5.00 P.M. (IST)

i) The last date specified by the Company for e-voting shall be the date on which the resolution

would be deemed to have been passed, if approved by the requisite majority.

PROCEDURE AND INSTRUCTIONS FOR E-VOTING:

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 for Individual shareholders holding securities in demat mode 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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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">1. 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.2. 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.jsp3. 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 hold 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.

4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. 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 user your existing my easi username & password.
2. 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. 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.
4. 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 Shareholders (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.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 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 12345 then user ID is 12345001***

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

Step 2: Cast your vote electronically on NSDL e-Voting system.

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| <p><u>How to cast your vote electronically on NSDL e-Voting system?</u></p> <ol style="list-style-type: none"> 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. 2. Select "EVEN – i.e. 127927 " of company (Basant Agro Tech India Limited) for which you wish to cast your vote during the remote e-Voting period 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 |
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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 csniteshchaudhary@gmail.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.

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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mahatre 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 ptodankar@basantagro.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), AADHAR (self attested scanned copy of Aadhar Card) to ptodankar@basantagro.com If you are an Individual shareholders 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 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.

EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard II on General Meetings)

Item No. 1:

Pursuant to the provisions of Sections 149, 150, 152, 161(1) of the Companies Act, 2013 (“the Act”) read with Schedule IV thereto and Articles of Association of the Company, the Board of Directors (“the Board”) of the Company at its meeting held on February 12, 2024, based on the recommendation of the Nomination and Remuneration Committee (“the Committee) and subject to the approval of shareholders, appointed Mr. Upendra Somani (DIN: 00152735), as a Non-Executive Independent Director (Additional Director) of the Company, with effect from February 12, 2024 for a term of five consecutive years. Mr. Upendra Somni possesses requisite skills, experience, knowledge and capabilities identified by the Committee and the Board required for the role of an Independent Director of the Company. He has expertise in the areas of Finance, Corporate Law and Companies accounts and possesses appropriate skills, expertise and competencies required at the Board. Considering Mr. Upendra somoni’s experience and professional competence, his appointment on the Board is in the overall interest of the Company. His expertise in the above-mentioned areas, understanding of different business environment will be of great value for the Company.

Mr. Upendra Somani’s candidature is in conformity with the requirements of the Act and the SEBI Listing Regulations. Further, in the opinion of the Nomination & Remuneration Committee and the Board, Mr. Upendra Somani fulfils the conditions specified in the Act & the Rules thereunder and the SEBI Listing Regulations for appointment as an Independent Director, and he is independent of the management of the Company.

Brief Profile of Mr. Upendra Somani:

Mr. Upendra Somani is a member of the Institute of Company Secretaries of India and has around 30 years of experience in Accountancy, Finance and Corporate Law.

Mr. Upendra Somani is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given consent for appointment as an Independent Director for a term of five consecutive years. The Company has, in terms of Section 160(1) of the Act, received notice in writing, proposing his candidature for appointment as an Independent Director. The Company has also received a declaration from Mr. Upendra Somani confirming he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. Mr. Upendra Somani has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably expected/anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

Mr. Upendra Somani is not debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority. Copy of the draft letter of appointment of Mr. Upendra Somani as an Independent Director setting out the terms and conditions is available for inspection as per the procedure of inspection provided in **note no. (h)** of this Notice.

Apart from receiving Directors’ remuneration as may be decided pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, Mr. Upendra Somani does not have any other pecuniary relationship with the Company. He is also not related to any Director or Key Managerial Personnel of the Company. Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives is/are concerned or interested, financially or otherwise, in the said resolution.

Mr. Upendra Somani possesses expertise and knowledge required at the Board, fulfils the

conditions specified in the Act and the rules framed thereunder read with the provisions of the SEBI Listing Regulations, as amended, for appointment as an Independent Director and is independent of the management of the Company. The Board of Directors is of the opinion that the appointment of Mr. Upendra Somani as an Independent Director in the best interest of the Company and recommends the Special Resolution as set out at Item No. 1 of the Notice for approval of the Members

Item No. 2

Pursuant to the provisions of Sections 149, 150, 152, 161(1) of the Companies Act, 2013 ("the Act") read with Schedule IV thereto and Articles of Association of the Company, the Board of Directors ("the Board") of the Company at its meeting held on February 12, 2024, based on the recommendation of the Nomination and Remuneration Committee ("the Committee) and subject to the approval of shareholders, appointed Mr. Mahesh Khandelwal (DIN: 10469986), as a Non-Executive Independent Director (Additional Director) of the Company, with effect from February 12, 2024 for a term of five consecutive years. Mr. Mahesh Khandelwal possesses requisite skills, experience, knowledge and capabilities identified by the Committee and the Board required for the role of an Independent Director of the Company. He has expertise in the areas of Finance, business management and Companies accounts and possesses appropriate skills, expertise and competencies required at the Board. Considering Mr. Mahesh Khandelwal's experience and professional competence, his appointment on the Board is in the overall interest of the Company. His expertise in the above-mentioned areas will be of great value for the Company.

Mr. Mahesh Khandelwal's candidature is in conformity with the requirements of the Act and the SEBI Listing Regulations. Further, in the opinion of the Nomination & Remuneration Committee and the Board, Mr. Mahesh Khandelwal fulfils the conditions specified in the Act & the Rules thereunder and the SEBI Listing Regulations for appointment as an Independent Director, and he is independent of the management of the Company.

Brief Profile of Mr. Mahesh Khandelwal:

Mr. Khandelwal is a graduate with 20 years of experience in the areas of Finance, business management and Companies accounts.

Mr. Mahesh Khandelwal is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given consent for appointment as an Independent Director for a term of five consecutive years. The Company has, in terms of Section 160(1) of the Act, received notice in writing, proposing his candidature for appointment as an Independent Director. The Company has also received a declaration from Mr. Mahesh Khandelwal confirming he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. Mr. Mahesh Khandelwal has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably expected/anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

Mr. Mahesh Khandelwal is not debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority. Copy of the draft letter of appointment of Mr. Mahesh Khandelwal as an Independent Director setting out the terms and conditions is available for inspection as per the procedure of inspection provided in **note no. (h)** of this Notice.

Apart from receiving Directors' remuneration as may be decided pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, Mr. Mahesh Khandelwal does not have any other pecuniary relationship with the Company. He is also not related to any Director or Key Managerial Personnel of the Company. Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives is/are concerned or interested, financially or otherwise, in the said resolution.

Mr. Mahesh Khandelwal possesses expertise and knowledge required at the Board, fulfils the conditions specified in the Act and the rules framed thereunder read with the provisions of the SEBI Listing Regulations, as amended, for appointment as an Independent Director and is independent of the management of the Company. The Board of Directors is of the opinion that the appointment of Mr. Mahesh Khandelwal as an Independent Director in the best interest of the Company and recommends the Special Resolution as set out at Item No. 2 of the Notice for approval of the Members

Item No. 3

Pursuant to the provisions of Sections 149, 150, 152, 161(1) of the Companies Act, 2013 ("the Act") read with Schedule IV thereto and Articles of Association of the Company, the Board of Directors ("the Board") of the Company at its meeting held on February 12, 2024, based on the recommendation of the Nomination and Remuneration Committee ("the Committee) and subject to the approval of shareholders, appointed Mrs. Sonal Shrawagi (DIN: 10483506), as a Non-Executive Independent Director (Additional Director) of the Company, with effect from February 12, 2024 for a term of five consecutive years. Mrs. Sonal Shrawagi possesses requisite skills, experience, knowledge and capabilities identified by the Committee and the Board and required for the role of an Independent Director of the Company. She has expertise in the areas of Finance, business management and Companies accounts and possesses appropriate skills, expertise and competencies required at the Board. Considering Mrs. Sonal Shrawagi's experience and professional competence, her appointment on the Board is in the overall interest of the Company. Her expertise in the above-mentioned areas will be of great value for the Company.

Mrs. Sonal Shrawagi candidature is in conformity with the requirements of the Act and the SEBI Listing Regulations. Further, in the opinion of the Nomination & Remuneration Committee and the Board, Mrs. Sonal Shrawagi fulfils the conditions specified in the Act & the Rules thereunder and the SEBI Listing Regulations for appointment as an Independent Director, and she is independent of the management of the Company.

Brief Profile of Mrs. Sonal Shrawagi:

Mrs. Sonal is a graduate with 10 years of experience in the areas of Finance, business management and Companies accounts.

Mrs. Sonal Shrawagi is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given consent for appointment as an Independent Director for a term of five consecutive years. The Company has, in terms of Section 160(1) of the Act, received notice in writing, proposing her candidature for appointment as an Independent Director. The Company has also received a declaration from Mrs. Sonal Shrawagi confirming she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. Mrs. Sonal Shrawagi has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably expected/anticipated that could impair or impact her ability to discharge his duties as an Independent Director of the Company.

Mrs. Sonal Shrawagi is not debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority. Copy of the draft letter of appointment of Mrs. Sonal Shrawagi as an Independent Director setting out the terms and conditions is available for inspection as per the procedure of inspection provided in **note no. (h)** of this Notice.

Apart from receiving Directors' remuneration as may be decided pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, Mrs. Sonal Shrawagi does not have any other pecuniary relationship with the Company. She is also not related to any Director or Key Managerial Personnel of the Company. Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives is/are concerned or interested, financially or otherwise, in the said resolution.

Mrs. Sonal Shrawagi possesses expertise and knowledge required at the Board, fulfils the conditions specified in the Act and the rules framed thereunder read with the provisions of the SEBI Listing Regulations, as amended, for appointment as an Independent Director and is independent of the management of the Company. The Board of Directors is of the opinion that the appointment of Mrs. Sonal Shrawagi as an Independent Director in the best interest of the Company and recommends the Special Resolution as set out at Item No. 3 of the Notice for approval of the Members

Item No. 4

Pursuant to the provisions of Sections 149, 150, 152, 161(1) of the Companies Act, 2013 ("the Act") read with Schedule IV thereto and Articles of Association of the Company, the Board of Directors ("the Board") of the Company at its meeting held on February 12, 2024, based on the recommendation of the Nomination and Remuneration Committee ("the Committee) and subject to the approval of shareholders, appointed Mr. Pramod Vaishnao (DIN: 10469468), as a Non-Executive Independent Director (Additional Director) of the Company, with effect from February 12, 2024 for a term of five consecutive years. Mr. Pramod Vaishnao possesses requisite skills, experience, knowledge and capabilities identified by the Committee and the Board required for the role of an Independent Director of the Company. He is farmer with extensive experience spanning over 20 years in agriculture and he possesses appropriate skills, expertise and competencies required at the Board. Considering Mr. Pramod Vaishnao's experience in the agriculture sector and company being the agro sector his appointment on the Board is in the overall interest of the Company. His expertise in the agro field will be of great value for the Company.

Mr. Pramod Viashnao's candidature is in conformity with the requirements of the Act and the SEBI Listing Regulations. Further, in the opinion of the Nomination & Remuneration Committee and the Board, Mr. Pramod Vishnao fulfils the conditions specified in the Act & the Rules thereunder and the SEBI Listing Regulations for appointment as an Independent Director, and he is independent of the management of the Company.

Brief Profile of Mr. Pramod Vishnao:

Mr. Vaishnao, a farmer with extensive experience spanning over 20 years in agriculture.

Mr. Pramod Vaishnao is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given consent for appointment as an Independent Director for a term of five consecutive years. The Company has, in terms of Section 160(1) of the Act, received notice in writing, proposing his candidature for appointment as an Independent Director. The Company has also received a declaration from Mr. Pramod Vaishnao confirming he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. Mr. Pramod Vaishnao has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably expected/anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

Mr. Pramod Vaishnao is not debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority. Copy of the draft letter of appointment of Mr. Pramod Vaishnao as an Independent Director setting out the terms and conditions is available for inspection as per the procedure of inspection provided in **note no. (h)** of this Notice.

Apart from receiving Directors' remuneration as may be decided pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, Mr. Pramod Vaishnao does not have any other pecuniary relationship with the Company. He is also not related to any Director or Key Managerial Personnel of the Company. Save and except the above, none of the other Directors or

Key Managerial Personnel of the Company or their relatives is/are concerned or interested, financially or otherwise, in the said resolution.

Mr. Pramod Vaishnao possesses expertise and knowledge required at the Board, fulfils the conditions specified in the Act and the rules framed thereunder read with the provisions of the SEBI Listing Regulations, as amended, for appointment as an Independent Director and is independent of the management of the Company. The Board of Directors is of the opinion that the appointment of Mr. Pramod Viashnao as an Independent Director in the best interest of the Company and recommends the Special Resolution as set out at Item No. 4 of the Notice for approval of the Members

Item No. 5

Pursuant to the provisions of Sections 149, 150, 152, 161(1) of the Companies Act, 2013 (“the Act”) read with Schedule IV thereto and Articles of Association of the Company, the Board of Directors (“the Board”) of the Company at its meeting held on February 12, 2024, based on the recommendation of the Nomination and Remuneration Committee (“the Committee) and subject to the approval of shareholders, appointed Mr. Murlidhar Ganeshpure (DIN: 10471870), as a Non-Executive Independent Director (Additional Director) of the Company, with effect from February 12, 2024 for a term of five consecutive years. Mr. Murlidhar Ganeshpure possesses requisite skills, experience, knowledge and capabilities identified by the Committee and the Board required for the role of an Independent Director of the Company. He is farmer with extensive experience spanning over 40 years in agriculture and he possesses appropriate skills, expertise and competencies required at the Board. Considering Mr. Murlidhar Ganeshpure’s experience in the agriculture sector and company being the agro sector his appointment on the Board is in the overall interest of the Company. His expertise in the agro field will be of great value for the Company.

Mr. Murlidhar Ganeshpure’s candidature is in conformity with the requirements of the Act and the SEBI Listing Regulations. Further, in the opinion of the Nomination & Remuneration Committee and the Board, Mr. Murlidhar Ganeshpure fulfils the conditions specified in the Act & the Rules thereunder and the SEBI Listing Regulations for appointment as an Independent Director, and he is independent of the management of the Company.

Brief Profile of Mr. Murlidhar Ganeshpure:

Mr. Ganeshpure, a farmer with extensive experience spanning over 20 years in agriculture.

Mr. Murlidhar Ganeshpure is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given consent for appointment as an Independent Director for a term of five consecutive years. The Company has, in terms of Section 160(1) of the Act, received notice in writing, proposing his candidature for appointment as an Independent Director. The Company has also received a declaration from Mr. Murlidhar Ganeshpure confirming he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. Mr. Murlidhar Ganeshpure has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably expected/anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

Mr. Murlidhar Ganeshpure is not debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority. Copy of the draft letter of appointment of Mr. Murlidhar Ganeshpure as an Independent Director setting out the terms and conditions is available for inspection as per the procedure of inspection provided in **note no. (h)** of this Notice.

Apart from receiving Directors’ remuneration as may be decided pursuant to the provisions of

the Companies Act, 2013 and SEBI Listing Regulations, Mr. Murlidhar Ganeshpure does not have any other pecuniary relationship with the Company. He is also not related to any Director or Key Managerial Personnel of the Company. Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives is/are concerned or interested, financially or otherwise, in the said resolution.

Mr. Murlidhar Ganeshpure possesses expertise and knowledge required at the Board, fulfils the conditions specified in the Act and the rules framed thereunder read with the provisions of the SEBI Listing Regulations, as amended, for appointment as an Independent Director and is independent of the management of the Company. The Board of Directors is of the opinion that the appointment of Mr. Murlidhar Ganeshpure as an Independent Director in the best interest of the Company and recommends the Special Resolution as set out at Item No. 5 of the Notice for approval of the Members

By order of the Board of Directors
For, Basant Agro Tech India Limited

Prasad Todankar
Company Secretary

Date: 12th February, 2024.
Place: Mumbai