BALAJI PHOSPHATES LIMITED

CIN: L24123MP1996PLC067394

(Formerly known as BALAJI PHOSPHATES PRIVATE LIMITED)

CIN: U24123MP1996PTC067394

REGD. OFFICE: 305 UTSAV AVENUE, 12/5 USHA GANJ JAORA COMPOUND, G.P.O., INDORE-452001, MADHYA PRADESH, INDIA,

(Previously Situated at Shop No.6, Ayodhya Das Trade Center Vijay Chowk, Gorakhpur-273001 UP India)

3rd September, 2026

To,
The Manager - Listing Department
National Stock Exchange Of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Sandra Kurla Complex, Sandra East,
Mumbai - 400 051.

Ref.: Stock Symbol: - BALAJIPHOS

ISIN: INEOPQ601019

SUB:Notice of Annual General Meeting.

Dear Sir,

Notice is hereby given that 30th Annual General Meeting (AGM) of the Company will be held on Saturday, September 26th, 2026 at 03:00 PM (IST) at 305 Utsav Avenue, 12/5 Usha Ganj Jaora Compound, Indore G.P.O., Indore, Madhya Pradesh, India, 452001 to transact the businesses as set out in the Notice of AGM for which the above said registered office of the company shall be the venue for the Meeting.

Kindly take this information on record and acknowledge the same.

Thanking you.
Yours faithfully

For BALAJI PHOSPHATES LTD

Mohit Airen
Digitally signed by Mohit Airen
Date: 2026.09.03 19:53:51 +05'30'

MOHIT AIREN
MANAGING DIRECTOR
DIN- 00326470

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting (AGM) of the members of Balaji Phosphates Limited (CIN- L24123MP1996PLC067394) will be held on Saturday, September 26th, 2026 at 03:00 PM (IST) at 305 Utsav Avenue, 12/5 Usha Ganj Jaora Compound, G.P.O., Indore, Madhya Pradesh, India, 452001 which is the venue for the meeting and the proceedings of the Annual General Meeting shall be made there at, 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 31st March 2026, together with the reports of the Board of Directors and Auditors thereon, and in this regard, to consider and if thought fit, to pass, with or without modification (s) the following resolution as an Ordinary Resolution:**

"RESOLVED THAT the audited standalone and consolidated financial statement of the Company for the financial year ended March 31st, 2026 and the reports of the Board of Directors and Auditors thereon laid before this meeting along with the annexures, be and are hereby considered and adopted."

2. **To re-appoint Mr. Sunil Kumar Talwar (DIN: 10105902), who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Sunil Kumar Talwar (DIN: 10105902), who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

➢ ***SPECIAL BUSINESS:***

3. **To Increase the Authorised Share Capital and Consequent Alteration of the Capital Clause in the Memorandum of Association of the Company:**

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13, 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company the consent of members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from INR 25,00,00,000/- (Twenty Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakh Only) equity shares of INR 10/- (Ten only) each to INR 35,00,00,000/- (Thirty Five Crore only) divided into 3,50,00,000 (Three Crore Fifty Lakh only) equity shares of INR 10/- (Ten only) each by the creation of additional INR 10,00,00,000/- (Ten Crore Only) additional share capital ranking pari passu in all respect with the existing Equity shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause V.

"The Authorised Share Capital of the Company is INR 35,00,00,000/- (Thirty Five Crore only) divided into 3,50,00,000 (Three Crore Fifty Lakh only) equity shares of INR 10/- (Ten only)."

RESOLVED FURTHER THAT board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution."

4. **To consider and approve the Related Party Transaction with Promoter and Promoter Group Entities.**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

4 A. Acquisition of Chatak Agro (India) Private Limited

RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder, Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and other applicable laws, rules, regulations, circulars and guidelines, as amended from time to time, the consent of the Members of the Company be and is hereby accorded for undertaking the following Related Party Transactions involving the Promoter and Promoter Group entities of the Company:

Acquisition of the entire issued, subscribed and paid-up equity share capital of **Chatak Agro (India) Private Limited ("Chatak Agro")**, a Promoter Group entity and Related Party of the Company, from its existing shareholders, pursuant to the proposed execution of a Share Swap Agreement and such other definitive agreements, deeds, documents and ancillary arrangements as may be necessary or desirable in connection therewith, for an aggregate consideration comprising:

(i) consideration payable in cash; and

(ii) consideration other than cash, to be discharged by way of issuance and allotment of equity shares of the Company on a preferential basis to the shareholders of Chatak Agro (India) Private Limited, in exchange/swap for the equity shares held by them in Chatak Agro (India) Private Limited, on such terms and conditions as may be agreed between the parties and approved by the Board, subject to the fulfilment of applicable conditions and receipt of requisite approvals, consents and permissions from the members, regulatory authorities, stock exchanges and other authorities, as may be applicable, consequent to which Chatak Agro (India) Private Limited shall become a wholly owned subsidiary of the Company.

4 B. Issue of Convertible Warrants

RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder, Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and other applicable laws, rules, regulations, circulars and guidelines, as amended from time to time, the consent of the Members of the Company be and is hereby accorded for undertaking the following Related Party Transactions involving the Promoter and Promoter Group entities of the Company:

Issuance and allotment of convertible warrants of **Balaji Phosphates Limited** on a preferential basis to **DivyaJyoti Agritech Private Limited**, a Promoter Group entity and Related Party of the Company, and to the promoters, including **Mr. Mohit Airen and Mr. Alok Gupta**, as for consideration in cash & on such terms and conditions as may be determined and approved by the Board, in accordance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and other applicable laws, rules, regulations and guidelines.

4 C. Acquisition of Business Undertaking of DivyaJyoti Agritech Private Limited

RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder, Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and other applicable laws, rules, regulations, circulars and guidelines, as amended from time to time, the consent of the Members of the Company be and is hereby accorded for undertaking the following Related Party Transactions involving the Promoter and Promoter Group entities of the Company:

Acquisition of the business/undertaking of DivyaJyoti Agritech Private Limited ("DivyaJyoti"), a Promoter Group entity and Related Party of the Company, pursuant to the proposed execution of the definitive agreements, deeds, documents and ancillary arrangements as may be necessary or desirable in connection therewith, comprising the acquisition and transfer of all the assets, properties, rights, benefits, interests and business undertaking of DivyaJyoti, together with the corresponding liabilities and obligations forming part of such business/undertaking, excluding the immovable properties of DivyaJyoti Agritech Private Limited, on a going-concern basis, for an aggregate cash consideration as mentioned in agreement determined on the basis of the Valuation Report dated 27th August 2026 issued by Registered Valuer and on such terms and conditions as are set out in the Agreement and as may be agreed between the Company and Agritech Private Limited, subject to the fulfilment of applicable conditions and receipt of requisite approvals, consents and permissions from the members, stock exchanges, SEBI, Registrar of Companies and other regulatory, statutory or governmental authorities, as may be applicable.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to negotiate, finalise, approve and execute the definitive agreements, deeds, documents, declarations, applications, undertakings and ancillary documents as may be necessary or desirable for giving effect to the aforesaid transactions and to determine and finalise the terms and conditions thereof, including the consideration, number and terms of equity shares and/or convertible warrants to be issued, allotted or transferred, as applicable, subject to applicable laws and approvals.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to make such modifications, alterations, additions, deletions or variations to the aforesaid transactions, agreements and documents as may be considered necessary or expedient, and to seek such approvals, consents, permissions and sanctions from the members of the Company, stock exchanges, SEBI, Registrar of Companies, and other regulatory, statutory or governmental authorities as may be required.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby severally authorised to sign and execute all applications, forms, filings, intimations, disclosures, agreements, deeds, documents and other writings, and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution and the transactions contemplated herein.

RESOLVED FURTHER THAT all actions taken or to be taken and documents executed or to be executed by the authorised persons in connection with the aforesaid matters be and are hereby approved, ratified and confirmed."

5. **Issuance of upto 25,00,000 (Twenty five lakh) convertible warrants to equity shares on preferential basis to Non-Promoter.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to (i) Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force; (ii) the applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations"), (iii) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the "SAST Regulations"), (iv) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (the "PIT Regulations"), (v) the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), (vi) any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India and National Stock Exchange of India Limited ("NSE") where the shares of the Company are listed (hereinafter referred to as the "Stock Exchanges") and/or any other statutory / regulatory authority; (vii) the provisions of the Foreign Exchange Management Act, 1999 (the "FEMA") and rules and regulations framed thereunder as amended, (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), (viii) Any other applicable procedural laws made under any of the above mentioned statutes in the form of any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc, and pursuant to the provisions of any other substantive and/or procedural laws that may be applicable in this regard; (ix) the Memorandum and Articles of Association of the Company; (x) and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (the "Board", which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to issue and allot 25,00,000 (Twenty Five Lakh Only) ("Warrants") warrants convertible into Equity Shares of face value of Rs. 10/- each fully Paid -Up ("Equity Share") of the Company at any time within 18 months from the date of allotment of the Warrants as per the ICDR Regulations for cash, to Non Promoter Group at an issue price of INR 93.78/- (Ninety Three Rupees Seventy Eight paisa) per warrant in accordance with provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended up to-date and applicable provisions of Companies Act, 2013 and rules made there-under, aggregating upto INR.23.45 Crores/- (Twenty Three Crore Forty Four Lakhs Fifty Thousand Only) for Cash to be convertible at the option of the warrant holder in one or more tranches within 18 months from the date of allotment, subject to the approval of shareholders and other statutory approvals. and on such other terms and conditions as may be determined in accordance with the ICDR Regulations or other applicable provisions of the law as may be prevailing at the time, subject to it being in compliance with the minimum price calculated in accordance with Regulations 164 for Preferential Issue contained in Chapter V of the ICDR Regulations to the following:

Sr. No.	**Name of Proposed Allottees**	**Category**	**No. of Share warrant proposed to be issued and allotted (up to)**
1.	Sandeep Kumar Agrawal HUF	Non Promoter Group	440000
2.	Vikram Paints P Ltd	Non Promoter Group	470000
3.	Prafful Agarwal	Non Promoter Group	440000
4.	Mala	Non Promoter Group	360000
5.	Sarita Gupta	Non Promoter Group	290000
6.	Miker Financial Consultants Private Limited	Non Promoter Group	250000
7.	Veessa Citadel LLP	Non Promoter Group	250000

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the ICDR Regulations, the Relevant Date for the purpose of calculating the floor price for the Preferential Issue of Warrants be and is hereby fixed as Thursday 27th August, 2026 ("Relevant Date") being 30 days prior to the date of the Annual General Meeting("AGM") i.e. 26th September, 2026;

RESOLVED FURTHER THAT the issue and allotment of the Warrants shall be on the following terms and conditions:

(i) The Warrant holders shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- each to the Warrant holders.

(ii) An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of allotment (upfront payment) and the balance 75% shall be payable by the Warrant holder(s) within 18 months from the allotment.

(iii) In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.

(iv) The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

(v) Apart from the said right of adjustment mentioned in (iv) above, the Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company.

(vi) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.

(vii) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the then existing Equity Shares of the Company.

(viii) The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the ICDR Regulations from time to time.

RESOLVED FURTHER THAT subject to the ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Warrants, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottees through private placement offer cum application letter (in Form PAS-4 as prescribed under the Act), without being required to seek any further consent or approval of the Members;

RESOLVED FURTHER THAT pursuant to the provisions of the Act complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the convertible warrants;

RESOLVED FURTHER THAT Board of Director of the Company be and is hereby authorized to make allotment of Shares on conversion of the Warrants;

RESOLVED FURTHER THAT for the purpose of giving effect to the above, any member of the Board or any committee thereof or Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above resolutions, including: (a) to make application(s) to the Stock Exchanges for obtaining in-principle approval for issuance of the subscription and listing of the Securities; (b) to file requisite documents / make declarations / filings with Ministry of Corporate Affairs, Reserve Bank of India, SEBI, Stock Exchanges and any other statutory authority for and on behalf of the Company; (c) to represent the Company before any Government / regulatory authorities; (d) to appoint any merchant bankers or other professional advisors, consultants and legal advisors, and (e) to execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions), undertakings and to do or cause to be done any and all acts, deeds or things as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing resolutions, including any forms and documents that may be required to be filed with the concerned Registrar of Companies and other concerned regulatory authorities and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Shares, utilization of issue proceeds, as may be required."

6. **Issuance of 26,46,350 (Twenty Six Lakh Forty Six Thousand Three Hundred and Fifty Only) convertible warrants to equity shares on preferential basis to Promoter and Promoter Group.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to (i) Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force; (ii) the applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations"), (iii) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the "SAST Regulations"), (iv) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (the "PIT Regulations"), (v) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), (vi) any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India and National Stock Exchange of India Limited ("NSE") where the shares of the Company are listed (hereinafter referred to as the "Stock Exchanges") and/or any other statutory / regulatory authority; (vii) the provisions of the Foreign Exchange Management Act, 1999 (the "FEMA") and rules and regulations framed thereunder as amended, (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), (viii) Any other applicable procedural laws made under any of the above mentioned statutes in the form of any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc, and pursuant to the provisions of any other substantive and/or procedural laws that may be applicable in this regard; (ix) the Memorandum and Articles of Association of the Company; (x) and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (the "Board", which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to issue and allot 26,46,350 (Twenty Six Lakh Forty Six Thousand Three Hundred and Fifty Only) ("Warrants") warrants convertible into Equity Shares of face value of Rs. 10/- each fully Paid -Up ("Equity Share") of the Company at any time within 18 months from the date of allotment of the Warrants as per the ICDR Regulations for cash, Promoter and Promoter's Group at an issue price of INR 93.78/- (Ninety Three Rupees Seventy Eight paisa) per warrant in accordance with provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended up to-date and applicable provisions of Companies Act, 2013 and rules made there-under, aggregating upto INR.24.81 Crores/- (Twenty Four Crore Eighty One Lakhs Only) for Cash to be convertible at the option of the warrant holder in one or more tranches within 18 months from the date of allotment, subject to the approval of shareholders and other statutory approvals. and on such other terms and conditions as may be determined in accordance with the ICDR Regulations or other applicable provisions of the law as may be prevailing at the time, subject to it being in compliance with the minimum price calculated in accordance with Regulations 164 for Preferential Issue contained in Chapter V of the ICDR Regulations to the following:

Sr. No.	**Name of Proposed Allottees**	**PAN**	**Category**	**No. of Share warrant proposed to be issued and allotted (up to)**
1.	Mr. Mohit Airen	ABXPA1053F	Promoter	7,23,175

2.	Mr. Alok Gupta	ACHPG2799K	Promoter	7,23,175
3.	DivyaJyoti Agritech Private Limited	AAACD5976F	Promoter Group	12,00,000

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the ICDR Regulations, the Relevant Date for the purpose of calculating the floor price for the Preferential Issue of Warrants be and is hereby fixed as 27th August, 2026 ("Relevant Date") being 30 days prior to the date of the Annual General Meeting("AGM") i.e. Saturday 26th September, 2026;

RESOLVED FURTHER THAT the issue and allotment of the Warrants shall be on the following terms and conditions:

(i) The Warrant holders shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- each to the Warrant holders.

(ii) An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of allotment (upfront payment) and the balance 75% shall be payable by the Warrant holder(s) within 18 months from the allotment.

(iii) In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.

(iv) The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

(v) Apart from the said right of adjustment mentioned in (iv) above, the Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company.

(vi) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.

(vii) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the then existing Equity Shares of the Company.

(viii) The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the ICDR Regulations from time to time.

RESOLVED FURTHER THAT subject to the ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Warrants, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottees through private placement offer cum application letter (in Form PAS-4 as prescribed under the Act), without being required to seek any further consent or approval of the Members;

RESOLVED FURTHER THAT pursuant to the provisions of the Act complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the convertible warrants;

RESOLVED FURTHER THAT Board of Director of the Company be and is hereby authorized to make allotment of Shares on conversion of the Warrants;

RESOLVED FURTHER THAT for the purpose of giving effect to the above, any member of the Board or any committee thereof or Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above resolutions, including: (a) to make application(s) to the Stock Exchanges for obtaining in-principle approval for issuance of the subscription and listing of the Securities; (b) to file requisite documents / make declarations / filings with Ministry of Corporate Affairs, Reserve Bank of India, SEBI, Stock Exchanges and any other statutory authority for and on behalf of the Company; (c) to represent the Company before any Government / regulatory authorities; (d) to appoint any merchant bankers or other professional advisors, consultants and legal advisors, and (e) to execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions), undertakings and to do or cause to be done any and all acts, deeds or things as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing resolutions, including any forms and documents that may be required to be filed with the concerned Registrar of Companies and other concerned regulatory authorities and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Shares, utilization of issue proceeds, as may be required.

7. To approve the issuance of 14,49,900 Equity Shares of the company on a preferential basis, for consideration other than cash, as part consideration towards the acquisition of the equity share capital of Chatak Agro (India) Private Limited by way of share swap, with the balance acquisition consideration being discharged in cash:

To consider and if thought fit to pass, with or without modification (s), the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act 2013, as amended ("Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, and any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s), or variation(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") and Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended ("Takeover Regulations") and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations"), as amended, the listing agreements entered into by the Company with the National Stock Exchange of India Limited ("NSE") and in accordance with other applicable Rules / Regulations / Guidelines / Notifications /Circulars and clarifications issued thereunder, if any, from time to time by the Government of India, Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI") and any other guidelines and clarifications issued by any other appropriate authorities whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of any third parties, statutory or regulatory authorities including the National Stock Exchange of India Limited ("NSE"), subject to any statutory amendment(s), modification(s), variation(s) or enactment(s) or re-enactment(s) of the aforementioned statutes/regulations for the time being in force and other applicable procedural laws made under any of the above mentioned statutes/regulations in the form of any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., and pursuant to the provisions of any other substantive and/or procedural laws that may be applicable in this regard; and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s) and which may be agreed to by the board of directors of the Company (the "Board", which term shall be deemed to include any committee(s) which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to create, offer, issue and allot upto 14,49,900 (Fourteen Lakh Forty Nine Thousand Nine Hundred Only) Equity Shares of face value of ₹ 10/- each ("Equity Shares") at a price of for consideration other than cash to the shareholders of Chatak Agro (India) Private Limited pursuant to the proposed acquisition of the equity shares/business undertaking and/or identified assets of Chatak Agro (India) Private Limited by way of a share swap transaction, in accordance with the share exchange ratio of 3:2 (i.e., 3 equity shares for every 2 equity shares held). determined on the basis of the valuation reports obtained for the proposed transaction and in compliance with the applicable provisions of law or such higher price as may be arrived at in accordance with the Chapter V of SEBI ICDR Regulations, on preferential allotment basis in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit, to the person / entity belonging to the promoter / promoter group and certain identified non- promoter persons / entities ("Proposed Equity Allottees") as mentioned below by way of preferential allotment on such terms and conditions as may be determined by the Board ("Preferential Allotment"):

Sr. No.	Name of Proposed Allottees	PAN	Category	No. of Equity Share proposed to be issued and allotted (up to)
1.	Mr. Mohit Airen	ABXPA1053F	Promoter	7,37,400
2.	Mr. Alok Gupta	ACHPG2799K	Promoter	4,87,500
3.	Mr.Mahesh Gupta	AJHPG3065B	Public	2,25,000

RESOLVED FURTHER THAT in accordance with Regulation 161 and the explanation thereto of the SEBI ICDR Regulations, the Relevant Date for the purpose of calculating the floor price for the Preferential Issue of Warrants be and is hereby fixed as 27th August, 2026 ("Relevant Date") being 30 days prior to the date of the Annual General Meeting("AGM") i.e. Saturday 26th September, 2026.

RESOLVED FURTHER THAT the said Equity Shares shall be issued and allotted by the Company to the Proposed Equity Allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government including the in principle approval of the stock exchange, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, Board is hereby authorised to record the name and details of the Proposed Equity Allottees in form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Equity Allottees through letter of offer/ private placement offer letter cum application letter in Form PAS 4 or such other form as prescribed under the Companies Act and SEBI ICDR Regulations containing the terms and conditions ("Offer Document") after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange i.e., National Stock Exchange of India Limited ("NSE") and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the preferential allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

(i) The Equity Shares shall be allotted in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the existing equity shares of the Company in all respects including the payment of dividend and voting rights or any other corporate action/benefits, if any, for which the book closure or the record date falls in between.

(ii) The Equity Shares to be issued to the Proposed Equity Allottees shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange.

(iii) The issue Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

(iv) The Equity Shares allotted shall be subject to a lock-in for such period as specified under Chapter V of SEBI ICDR Regulations.

(v) The Equity Shares so allotted to the Proposed Equity Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.

RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Proposed Equity Allottees, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of Equity Shares, subject to the provisions of the Act and SEBI ICDR Regulations, without being required to seek any further consent or approval from the Members of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, any member of the Board or any committee thereof or Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above resolutions, including: (a) to make application(s) to the Stock Exchanges for obtaining in-principle approval for issuance of the subscription and listing of the Securities; (b) to file requisite documents / make declarations / filings with Ministry of Corporate Affairs, Reserve Bank of India, SEBI, Stock Exchanges and any other statutory authority for and on behalf of the Company; (c) to represent the Company before any Government / regulatory authorities; (d) to appoint any merchant bankers or other professional advisors, consultants and legal advisors, and (e) to execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions), undertakings and to do or cause to be done any and all acts, deeds or things as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing resolutions, including any forms and documents that may be required to be filed with the concerned Registrar of Companies and other concerned regulatory authorities and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Shares, utilization of issue proceeds, as may be required.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s), Committee(s), executive(s), officer(s), Company Secretary or authorised signatory(ies) of the Company to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any of the directors of the Company or the Company Secretary of the Company, signed physically or by digital means, be forwarded to the authorities concerned for necessary action.”

8. To Authorise the Board of Directors to Create Security Interests Over the Undertaking or Substantially the Whole of the Undertaking of the Company Under Section 180(1)(A) Of The Companies Act, 2013.

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with enabling provisions in the Articles of Association of the Company and in supersession of the earlier resolutions passed by the Members of the Company in this regard, the approval of the Members of the Company be and is hereby granted to the Board of Directors of the Company to pledge, hypothecate, mortgage and/or create charge over all or any immovable and movable properties/receivables, arising out of loan, lease, hire-purchase transactions, book debts, current assets, investments of the Company whosesoever situated, both present and future, and/or the whole or substantially the whole of the undertaking or undertakings of the Company of every nature and kind whatsoever for the purpose of securing following borrowings (availed/to be availed): (i) any outstanding amounts under any loan availed /to be availed or obtained/to be obtained from any banks, companies, bodies corporate and such other Financial Institutions as may be participating in the proposed transaction; and/or (ii) any outstanding amounts/proposed borrowings under any debt securities whether convertible or non-convertible which may be / have been issued/to be issued and or allotted/ to be allotted from time to time to any of the aforesaid or to the Members or to any other person(s) together with interest, cost, charges, expenses and any other money payable by the Company under such outstanding amounts, in that respect, in such manner and upon such terms and conditions as the Board, may, in its sole discretion deem fit, provided that the maximum limit of the outstanding amounts secured by such security interest created by the Company shall not exceed INR 5,00,00,00,000 crore (Rupees Five Hundred Crore Only).

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board") (which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board), be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to this resolution."

9. Approving the Enhancement in the Borrowing Limits of the Company Under Section 180 (1) (c) of the Companies Act, 2013.

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) subject to such approvals, consents, sanctions and permissions and in accordance with enabling provisions in the Articles of Association of the Company and in supersession of the earlier resolutions passed by the Members of the Company in this regard, the approval of the Members be and is hereby accorded to the Board of Directors to borrow monies in excess of the aggregate of the Paid-up Share Capital, Free Reserves and the Securities Premium of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained / to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of, INR 5,00,00,00,000 crore (Rupees Five Hundred Crore Only).

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board") (which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board), be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to this resolution."

10. To Approve Giving Loan or Guarantee or Providing Security Under Section 185 of the Companies Act, 2013.

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 185 and other applicable provisions if any, of the Companies Act, 2013 ("the Act") and relevant rules made thereunder including any statutory modifications or re-enactments thereof and in accordance with Memorandum and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity or any other person in which any of the Directors of the Company is interested as specified in the explanation to sub-section 2 of section 185 of the Act of an aggregate amount not exceeding INR. 50,00,00,0000/- (Rupees Five Hundred Crore Only).

RESOLVED FURTHER THAT the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by the borrower for the purpose of its principal business activities.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board") (which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board), be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to this resolution."

11. Enhancement in Limits of Investments, Loans, Guarantees, Securities Under section 186 of the Companies Act, 2013.

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to such approvals, consents, sanctions and permissions and in accordance with enabling provisions in the Articles of Association of the Company and in supersession of the earlier resolutions passed by the Members of the Company in this regard, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include, unless the context otherwise requires, any Committee of the Board or any Officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to (i) grant/ give any loan & advances to any person or other body corporate (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase, or otherwise, the securities of any other body corporate; as they may in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding to INR 5,00,00,00,000 Crore (Rupees Five Hundred Crore Only) outstanding at any point of time, notwithstanding that amount of investments, loans, guarantee(s) and security already provided or proposed to be provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board") (which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board), be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to this resolution."

By Order of Board
For Balaji Phosphates Limited

Mohit Airen
Digitally signed by Mohit Airen
Date: 2026.09.03 19:54:34 +05'30'

Mohit Airen
Managing Director
DIN: 00326470

Place: Indore
Date: 27.08.2025

Registered Office:
305 Utsav Avenue, 12/5 UshaGanjJaora Compound,
G.P.O., Indore, Madhya Pradesh, India, 452001
CIN: L24123MP1996PLC067394
Email id- balajiphosphate@gmail.com/infous@balajiphosphates.com
Website- www.balajiphosphates.com

NOTES

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member. A blank form of proxy is attached herewith and if intended to be used, it should be returned duly completed and signed at the registered office of the company not less than forty-eight hours before the scheduled time of the commencement of 30th annual general meeting.

2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or a member.

3. Pursuant to section 72 of the Companies Act, 2013 and with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares and physical form and desirous of making a nomination in respect of their shareholding in the Company are requested to submit the details to the Registrar and Share Transfer Agent or the Secretarial Department of the Company at its Registered Office, in prescribed Form SH-13. Members holding shares in demat form may contact their Depository participants for recording the same.

4. Members are requested to intimate immediately any change in their addresses at the registered office of the Company.

5. Shareholders desiring any information on the Accounts at the Annual General Meeting are requested to intimate the Company at least 7 days in advance so, as to enable the Company to keep the information ready.

6. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, Friday 18th September 2026 to, 26th September 2026 (both days inclusive) for the purpose of Annual General Meeting.

7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the AGM.

8. Shareholders can access the soft copy of the Annual Report through https://www.balajiphosphates.com/Financials.html .

9. Shareholders are requested to bring their copy of Annual Report to the meeting along with the attendance slip.

10. The members holding shares in identical order of names in more than one folio are requested to write to the Share transfer agent of the Company to consolidate their holding in one folio.

11. Members are requested to quote their Folio Number in all their correspondence.

12. The documents referred to in this notice/ Explanatory Statements are open for inspection by the members at the principal office of the Company during the business hours of the Company on any working day upto the last date of the Annual General meeting.

13. Electronic copy of the Notice of the 30th AGM along with the Annual Report 2025-2026 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report are being sent in the permitted mode.

14. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking appointment/ re-appointment at the AGM, is furnished as annexure to the Notice. The Director has furnished consent/ declaration for their appointment/ re-appointment as required under the Companies Act, 2013 and the Rules there under.

15. Non-resident Indian shareholders are requested to inform about the change in the residential status on return to India for permanent settlement to our Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately.

16. In Compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services Limited. The facility for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e- voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.

17. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which sets out details relating to Special Business to be transacted at the Annual General Meeting is annexed hereto and forms part of the Notice.

18. Corporate members intending to send their authorized representatives to attend the meeting are requested to lodge a certified true copy of the resolution of the Board of Directors or other governing body of the body corporate not later than 48 (forty-eight) hours before commencement of the meeting authorizing such person to attend and vote on its behalf at the meeting.

19. The Members are requested to: a) Intimate changes, if any, in their registered addresses immediately. b) Quote their ledger folio/DPID number in all their correspondence. c) Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place. d) Bring their Annual Report and Attendance Slips with them at the AGM venue. e) Send their Email address to us for prompt communication and update the same with their Depository Participants to receive softcopy of the Annual Report of the Company.

20. Members are requested to forward their queries on the subjects to the Company Secretary at the Corporate Office Address or mail at infous@balajiphosphates.com at least 10 days in advance so as to enable the Company to furnish information/ replies/ clarification at the Annual General Meeting.

CDSL e-Voting System – For Remote e-voting

21. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on Wednesday 23 September 2026 at 9:00 a.m. and ends on Friday 25 September 2026 at 5:00 p.m. 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) i.e Friday 18 September 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	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 to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 or joining virtual meeting & voting during the meeting. 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 & My Easi New (Token) 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 with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is 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 3) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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. CDSL and NSDL

Login type	Helpdesk details
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 21 09911
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

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,

   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) **If you are a first-time user follow the steps given below:**

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; infous@balajiphosphates.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

DETAILS OF DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT

Name of Director	**Sunil Kumar Talwar**
DIN	10105902
Designation	Director
Date of Birth	06/05/1954
Date of Appointment	08/04/2023
Experience in specific functional area	Mr. Talwar holds a Bachelor's Degree in Science and a Master of Business Administration (MBA) in Finance from Devi Ahilya University, Indore.
Qualification	MBA
No & % of Equity share held in the Company	NIL
List of outside company's directorship held in Public Limited Company	NIL
Chairman / Member of the Committees of the/ Board of Directors of the Company	NIL
Chairman/Member of the Committees of the Board Directors of other Companies in which he/she is director	NIL

ANNEXURE TO NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 03:

To Increase the Authorised Share Capital and Consequent Alteration of the Capital Clause in the Memorandum of Association of the Company:

Presently, the Authorised Share Capital of the Company is INR. 25,00,00,000/- (Twenty Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakh Only) equity shares of INR. 10/- (Ten only) each. In order to meet future requirements, if any, it is proposed to increase the Authorised Share Capital to INR. 35,00,00,000 /- (Thirty Five Crore only) divided into 3,50,00,000 (Three crore Fifty Lakh only) equity shares of INR. 10/- (Ten only). The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company. The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approval in terms of Sections 13 and 61 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements.

The Board recommends the resolutions set out at Item No. 3 of the accompanying AGM Notice for approval of the Members by way of Ordinary Resolution.

None of the Directors of the Company or the Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the proposed resolution except to the extent of his/her holding of Equity Shares.

ITEM NO. 4:

To consider and approve the Related Party Transaction with Promoter Group Entities.

The Board of Directors of the Company ("Board"), at its meeting held on 27th August, 2026, considered and approved, subject to the approval of the Members of the Company and such other regulatory, statutory or governmental approvals, permissions, sanctions and consents as may be required, the proposed transactions involving related parties forming part of the Promoter and Promoter Group of the Company.

The principal terms of the proposed transactions are as follows:

A. Acquisition of Chatak Agro (India) Private Limited through Share Swap and Cash

The Company proposes to acquire the entire issued, subscribed and paid-up equity share capital of Chatak Agro (India) Private Limited ("Chatak Agro"), a Promoter Group entity and related party of the Company, from its existing shareholders, pursuant to the proposed execution of a Share Swap Agreement and such other definitive agreements, deeds, documents and ancillary arrangements as may be necessary or expedient in connection therewith.

The aggregate consideration for the proposed acquisition shall comprise:

(i) consideration payable in cash; and (ii) consideration other than cash, to be discharged by way of issuance and allotment of equity shares of the Company on a preferential basis to the shareholders of Chatak Agro (India) Private Limited, in exchange/swap for the equity shares held by them in Chatak Agro (India) Private Limited, on such terms and conditions as may be agreed between the parties and approved by the Board of Directors, subject to the fulfilment of applicable conditions and receipt of requisite approvals, consents and permissions from the Members, stock exchanges, regulatory authorities and other competent authorities, as may be applicable.

Upon completion of the proposed acquisition and transfer of the entire equity share capital of Chatak Agro (India) Private Limited to the Company, Chatak Agro (India) Private Limited shall become a wholly owned subsidiary of the Company.

B. Preferential issue of warrants to Promoter and Promoter Group

The Company also proposes to issue and allot, on a preferential basis, convertible warrants, each warrant being convertible into one equity share of the Company, to the following Promoter/Promoter Group entities/persons:

Mr. Mohit Airen, Promoter of the Company;

Mr. Alok Gupta, Promoter of the Company; and

DivyaJyoti Agritech Private Limited, Promoter Group entity and related party of the Company.

The proposed issue and allotment of warrants shall be undertaken in accordance with the applicable provisions of the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

Each warrant shall be convertible into one equity share of the Company within the period prescribed under applicable law and on such terms and conditions as may be approved by the Members and specified in the definitive documents.

The issue price of the warrants and the equity shares arising upon conversion thereof shall be determined in accordance with the applicable provisions of the SEBI ICDR Regulations, including the applicable pricing requirements.

C. Acquisition of Business Undertaking of DivyaJyoti Agritech Private Limited

The Company proposes to enter into a transaction for consideration in cash with **DivyaJyoti Agritech Private Limited ("DivyaJyoti")**, a Promoter Group entity and a Related Party of the Company, for the acquisition of its business/undertaking, pursuant to the execution of definitive agreements, deeds, documents and ancillary arrangements as may be necessary or desirable in connection therewith.

Since DivyaJyoti is a **Promoter Group entity and Related Party of the Company**, the proposed transaction constitutes a Related Party Transaction and is therefore subject to the applicable provisions of **Section 188 and other applicable provisions of the Companies Act, 2013**, read with the rules made thereunder, as well as the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The approval of the Members is being sought for the proposed Related Party Transaction and for authorising the Board of Directors of the Company, including any committee thereof and/or such officer(s) as may be authorised by the Board, to finalise, negotiate, execute and deliver the definitive agreement(s), deeds and other documents and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the proposed transaction.

Rationale and benefits of the proposed transactions

- A) The proposed acquisition of Chatak Agro (India) Private Limited is intended to enable the Company to consolidate the business and operations of Chatak Agro (India) Private Limited within the Company's corporate structure and to derive operational, strategic and business synergies. The proposed acquisition structure, comprising a combination of cash consideration and consideration other than cash by way of issuance and allotment of equity shares of the Company on a preferential basis pursuant to the proposed share swap arrangement, will enable the Company to acquire the entire equity share capital of Chatak Agro (India) Private Limited through a combination of cash outflow and equity-based consideration.

- B) The proposed preferential issue of warrants is intended to facilitate the proposed capital raising and align the interests of the Promoter and Promoter Group with the long-term growth and business objectives of the Company.

- C) The proposed acquisition and consolidation of the business undertaking of DivyaJyoti Agritech Private Limited with the Company intends for expansion of business and corporate structure and to derive operational, strategic and business synergies.

- The Board is of the view that the proposed transactions are in the best interests of the Company and its Members.

Related Party details

- **Chatak Agro (India) Private Limited**

  Chatak Agro (India) Private Limited is a related party of the Company by virtue of the promoter are related. The proposed transaction involves acquisition of its entire equity share capital from its existing shareholders through a share swap arrangement and Cash Consideration.

- **Mr. Mohit Airen**

  Mr. Mohit Airen is a Promoter and Director, of the Company and is accordingly a related party of the Company.

- **Mr. Alok Gupta**

  Mr. Alok Gupta is a Promoter and Director, of the Company and is accordingly a related party of the Company.

- **DivyaJyoti Agritech Private Limited**

  DivyaJyoti Agritech Private Limited is a member of the Promoter Group of the Company and is accordingly a related party of the Company.

Approval under applicable laws

The proposed transactions shall be undertaken in accordance with the applicable provisions of the Companies Act, 2013, including Section 188, Section 177 and Section 102, wherever applicable, and the rules made thereunder, as well as Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Since the proposed transactions constitute transactions with related parties and are subject to approval of the Members, the approval of the Members is being sought by way of the proposed resolution.

Further, pursuant to the applicable provisions of the SEBI Listing Regulations, no related party shall vote to approve the resolution, irrespective of whether the related party is a party to the particular transaction or not, to the extent applicable.

The proposed issue of equity shares pursuant to the share swap and the proposed issue of convertible warrants shall also be subject to the approval of the Members by way of the requisite Special Resolution(s), and such other approvals as may be required from the stock exchange(s), SEBI, Registrar of Companies, shareholders, lenders, governmental authorities or any other regulatory/statutory authority.

Valuation

a. The valuation of Chatak Agro (India) Private Limited and the consideration payable for acquisition of its equity shares through the proposed share swap and Cash Consideration shall be determined on the basis of the valuation report issued by an independent Registered Valuer appointed by the Company.

b. The issue price of the warrants proposed to be issued shall be determined in compliance with the applicable provisions of the SEBI ICDR Regulations and other applicable laws.

c. The Valuation of DivyaJyoti Agritech Private Limited shall be determined on the basis of the valuation report issued by an independent Registered Valuer appointed by the Company.

Disclosure of interest of Directors, Key Managerial Personnel and their relatives

Except to the extent of their respective shareholding, directorship, membership or other interest, as applicable, in the Company and/or the related parties referred to above, Mr. Mohit Airen and Mr. Alok Gupta, being Promoters and proposed allottees of warrants, may be deemed to be concerned or interested in the proposed resolution.

Further, the relatives of the aforesaid Directors, to the extent they have any interest in the proposed transactions, may also be deemed to be concerned or interested in the resolution.

Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Board's recommendation

The Board of Directors, after considering the relevant facts and circumstances, including the strategic rationale and expected benefits of the proposed transactions, is of the opinion that the proposed transactions are in the best interests of the Company and its Members.

Accordingly, the Board recommends the Special Resolution set out at Item No. 4 of the accompanying Notice for approval by the Members of the Company.

ITEM NO.5:

Issuance of upto 25,00,000 (twenty five lakh) convertible warrants to equity shares on preferential basis to Non-Promoter

The Board of Directors in their meeting held on Friday 10th July, 2026 had approved to raise the funds required by way of issuance of Fully Convertible Warrants on the preferential basis. The Board decided to issue, offer and allot 25,00,000 Convertible Warrants for cash on preferential basis at a Price of Rs. 98.30/- (Rupees Ninety Eight and Thirty Paise Only) per Warrant (including Premium of Rs. 88.30/-) (Rupees Eighty Eight and Thirty Paise) at an aggregate consideration not exceeding Rs. 24,57,50,000/- (Rupees Twenty Four Crore Fifty Seven Lakh Fifty Thousand Only) Non Promoter Category.

Note: *The issue price of ₹98.30/- per Warrant stated above was approved by the Board of Directors at its meeting held on 10th July, 2026. However, the Relevant Date for determining the minimum price for the proposed Preferential Issue is 27th August, 2026, being 30 days prior to the date of the Annual General Meeting proposed to be held on 26th September, 2026, in accordance with Regulation 161 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Accordingly, the Company has obtained an updated valuation report from the Independent Registered Valuer with reference to the applicable Relevant Date, pursuant to which the value per Equity Share has been determined at ₹93.78/- (Rupees Ninety-Three and Seventy-Eight Paise Only), including a premium of ₹83.78/- (Rupees Eighty-Three and Seventy-Eight Paise Only) per Equity Warrant. Accordingly, the aggregate consideration for the proposed issue of 25,00,000 Warrants at ₹93.78/- per Warrant shall not exceed ₹23,44,50,000/- (Rupees Twenty-Three Crore Forty-Four Lakh Fifty Thousand Only). The issue price of the Warrants shall be determined in accordance with the applicable pricing requirements prescribed under the SEBI ICDR Regulations, including Regulation 164 thereof.*

A Company can undertake preferential allotment / private placement only after obtaining prior approval of the shareholders by way of special resolution in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rules framed thereunder further read with provisions of Chapter V – "Preferential Issue" of the ICDR Regulations, as amended, and on the terms and conditions and formalities as stipulated in the Companies Act and the ICDR Regulations.

It may be noted that:

1. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted up on conversion of Warrants shall be made fully paid up at the time of the allotment;

2. All the existing equity shares of the Company held by the Proposed Allotees, if any, are in dematerialized form;

3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;

4. The Company has obtained the Permanent Account Numbers of the proposed allottees.

5. None of the Promoters and Directors of the Company are fugitive economic offender.

6. The Company does not have any outstanding dues to the SEBI, the Stock Exchanges or the Depositories.

7. The Company is eligible to make the preferential issue under Chapter V of the SEBI (ICDR) Regulations

The following details of the proposed preferential issue of convertible warrant into equity shares are disclosed in accordance with the provisions of the Companies Act and the ICDR Regulations:

8. The Proposed Allottees have represented and declared to the Company that they haven't sold any equity Shares of the Company during the 90 (Ninety) trading days preceding the relevant date, being Thursday, 27th August, 2026 ("Relevant Date").

9. The Proposed Allottees have further confirmed that the Proposed Allottees shall be an entity eligible under SEBI (ICDR) Regulations to undertake the preferential issue.

10. The Company will make the application for in-principle approval to the Stock Exchange, where its equity shares are listed, on the same day when the notice has been sent in respect of the AGM seeking shareholders' approval by way of Special Resolutions.

11. The issue and allotment of Warrants including resultant equity shares arising out of exercise of option attached to Warrants shall be on the terms and conditions, as mentioned below;

a. Pursuant to Regulation 160(c) of ICDR Regulations, the allotment of the Warrants (including the Equity Shares to be allotted on conversion of such Warrants) shall be made only in dematerialised form.

b. In accordance with the provisions of Regulation 161 of SEBI (ICDR) Regulations, the 'Relevant Date' for the Warrant issue is determined to be 27th August, 2026 ("Relevant Date").

c. In accordance with the applicable provisions of the SEBI (ICDR) Regulations, an amount equal to 25% ("Warrant Subscription Price") of the Warrant Issue Price, shall be paid by the Warrant Holders to the Company as upfront payment at the time of subscription and allotment of each Warrant ("Warrant Subscription Price");

d. The Warrant Holders shall be, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, entitled to exercise the conversion rights attached to the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed exchanged or converted with / into the Equity Shares of the Company and making payment of balance 75% ("Warrant Exercise Price") of the Warrants Issue Price in respect of each Warrant proposed to be converted by the Warrant Holder;

e. On receipt of such application from a Warrant Holder, the Company shall without any further approval from the Shareholders of the Company take necessary steps to issue and allot the corresponding number of Equity Shares to the Warrant Holders;

f. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Warrant Holders within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant Holders to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant Holders on such Warrants shall stand forfeited;

g. The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company and Warrants allotted in terms of this resolution and the resultant Equity Shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as per the provisions of the SEBI (ICDR) Regulations;

h. The Equity Shares allotted on exercise of the Warrants shall only be in dematerialized form before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its Equity Shares are listed and shall rank pari-passu with the then existing Equity Shares of the Company in all respects including entitlement to voting powers and dividend;

i. The proposed issue and allotment of the Warrants and the exercise of option thereof will be governed by the Memorandum and Articles of Association of the Company, the Act, SEBI (ICDR) Regulations, Listing Regulations, applicable rules, notifications and circulars issued by the SEBI, Reserve Bank of India and such other acts / rules / regulations as maybe applicable and subject to necessary approvals / consents, if any, from the statutory and / or regulatory authorities;

j. The allotment of the Warrants is subject to the Proposed Allottees not having sold any Equity Shares of the Company during 90 trading days preceding the Relevant Date i.e., Thursday, 27th August, 2026 ("Relevant Date"). The Proposed Allottees has represented that they have not sold any Equity Shares of the Company during 90 trading days preceding the Relevant Date;

k. In terms of Section 102 of the Companies Act, 2013 ("Act"), this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI (ICDR) Regulations), necessary information or details in respect of the proposed Preferential Issue of Warrants are as under:

A. Particulars of the offer, including date of passing of the Board resolution

The Board, at its meeting held on July 10, 2026, subject to the approval of Members and such other regulatory/statutory approvals as may be required, approved the issue, offer and allotment of upto 25,00,000 Warrants on a preferential basis to Non-Promoter allottees, on the terms set out below.

B. Kind of securities offered and the price at which the offer is made

25,00,000 (Twenty Five Lakh) fully convertible Warrants, each convertible into 1 (one) equity share of face value INR 10/- each, at an issue price of INR 93.78/- per Warrant (including a premium of INR 83.78/- per Warrant), aggregating up to INR 23,44,50,000/-, by way of preferential issue on a private placement basis.

C. Basis or justification for the price (including premium), along with Pricing Certificate

The Equity Shares of the Company are listed on NSE and, as on the Relevant Date. The price has accordingly been determined in accordance with the pricing formula prescribed under Regulation 164 of the SEBI ICDR Regulations – being not less than the higher of:

- the price at which shares were issued in the Company's IPO, if listed for less than 90 trading days; or
- the average of the weekly high and low of the volume-weighted average price of the Company's equity shares quoted on NSE during the 90 trading days preceding the Relevant Date; or
- the average of the weekly high and low of the volume-weighted average price of the Company's equity shares quoted on NSE during the 10 trading days preceding the Relevant Date,

whichever is applicable and higher, as certified by the Registered Valuer. The Company has obtained a Pricing Certificate dated Thursday, 27th August, 2026 from Mr. Vasu Aggarwal, Registered Valuer (IBBI Registration

No. IBBI/RV/06/2021/13856) confirming that the issue price of INR 93.78/- per Warrant is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations. The certificate is available for inspection by Members and is hosted on the Company's website at www.balajiphosphates.com.

D. Justification for allotment for consideration other than cash, together with the valuation report of the Registered Valuer

Not applicable, as the Warrants under this Item are being allotted for cash consideration.

E. The price or price band at/within which the allotment is proposed

There is no price band. The Warrants shall be allotted at a fixed price of INR 93.78/- per Warrant, being the price determined as on the Relevant Date in accordance with the SEBI ICDR Regulations.

F. Objects of the issue through the preferential offer

The Company proposes to raise an amount aggregating up to INR 23,44,50,000/- through this preferential issue, to be utilised towards pursuing strategic business opportunities, working capital, facilitating the growth and expansion of the Company and its subsidiaries and meeting general corporate purposes, in the proportions and subject to the limits (including the 25% cap on general corporate purposes) set out in the Company's disclosure on "Utilisation of Issue Proceeds" forming part of this Notice.

Utilization of Issue Proceeds

Given that the funds to be received against Warrant conversion will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out herein below:-

Sr No.	Objects	Estimated amount to be utilized for each of the objects * (Tentative amount)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1	Working Capital for Expansion and Growth of Business	17,58,37,500	Within 12 months from the date of receipt of funds against conversion of the Warrants
2	General Corporate Purposes	5,86,12,500	Within 12 months from the date of receipt of funds against conversion of the Warrants
Total		23,44,50,000	

Also, in terms of NSE Circular No. NSE/CML/2022/56 dated December 13, 2022, the amount specified for the aforesaid Objects may deviate by up to +/-10% (such deviation, the "Permitted Deviation") depending upon future circumstances. The above utilisation schedule is based on management estimates, market conditions, business needs and other commercial and technical factors. Accordingly, the actual deployment of funds may vary and will depend on several factors, including financial, market and sectoral conditions, business performance and strategy, and other external factors (including the competitive environment, employment and disposable income levels, demographic trends, technological developments, evolving customer preferences, and changes in applicable laws, regulations or government policies), which may not be within the control of the Company.

Consequently, the proposed schedule for utilisation of the Issue Proceeds may be modified by the Board of Directors of the Company or a duly constituted committee thereof, in such manner as may be considered appropriate and in the best interests of the Company, subject to the Permitted Deviation and compliance with applicable laws and regulatory requirements.

Purposes or Objects of the Issue

The proceeds from the conversion of Warrants ("Issue Proceeds") are proposed to be utilized towards the following objects:

The Company proposes to raise an amount aggregating up to Rs. 23,44,50,000/- (Rupees Twenty-Three Crore Forty Four Lakh Fifty Thousand Only) through the conversion of Warrants. The Issue Proceeds are proposed to be deployed towards (a) Working Capital for expansion and growth of business and (b) general corporate purposes, thereby facilitating the growth of the Company's business volumes and providing financial flexibility to meet the Company's evolving business needs (collectively referred to below as the "Objects").

(a) Working Capital for Expansion and Growth of Business

An amount of approximately Rs. 17,58,37,500/- (Rupees Seventeen Crore Fifty Eight Lakh Thirty seven Thousand Five Hundred Only), constituting 75% of the Issue Proceeds, is proposed to be utilised towards working capital requirements for expanding the Company's manufacturing and distribution operations and for growth of business. The Company's business of manufacturing Single Super Phosphates (SSP), NPK mixed fertilizers, Zinc Sulphate and other crop nutrition products at its facility in Dewas, Madhya Pradesh is inherently working-capital intensive, given the need to procure raw materials such as rock phosphate, sulphur and other key inputs in advance, maintain adequate finished goods inventory to meet seasonal agricultural demand, and extend credit to its extensive network of dealers and distributors under the brands 'RATNAM' and 'BPPL'.

The additional working capital will enable the Company to (i) scale up production capacity utilisation and finished goods inventory to service higher order volumes from its existing dealer and distributor network across the states in which it operates, and (ii) onboard new dealers, distributors and institutional clients by offering competitive credit terms, which is a critical requirement for expanding market reach in the fertilizer and crop nutrition industry, where distributors typically evaluate manufacturers on the basis of consistent product availability and flexible payment cycles.

With the additional funding and the consequent increase in business volumes from the expansion of existing operations, the Company expects to strengthen its market presence across the states it currently serves, widen its dealer and distributor base, and improve its overall business volumes, revenue visibility and profitability. The Company estimates that the continuous rotation of this working capital through the year will support a significantly higher volume of business than what is presently achievable with the Company's existing working capital base.

(b) General Corporate Purposes

The balance amount of approximately Rs. 5,86,12,500/- (Rupees Five Crore Eighty six Lakh Twelve Thousand Five Hundred Only), constituting 25% of the Issue Proceeds (being within the permissible cap of 25% of the Issue Proceeds as prescribed under the applicable provisions of the SEBI ICDR Regulations), is proposed to be utilised towards general corporate purposes, including but not limited to:

- meeting day-to-day operational and administrative expenses of the Company;
- funding incremental working capital requirements arising in the ordinary course of business, including procurement of raw materials for manufacturing operations;

- meeting exigencies and contingencies which the Company, in the ordinary course of business, may face;
- strengthening the Company's financial position and improving liquidity to support ongoing manufacturing and distribution operations; and
- any other purpose as may be considered appropriate by the Board of Directors, subject to compliance with applicable laws and regulations.

The Company shall have flexibility in utilising the amount earmarked for general corporate purposes, and the Board of Directors (or a duly constituted committee thereof) shall be authorised to determine the specific end-use of such funds from time to time, in the best interests of the Company, subject to the cap of 25% of the Issue Proceeds prescribed under the SEBI ICDR Regulations and other applicable laws.

Overall Objective

The proposed utilisation of funds received against conversion of the Warrants will provide the Company with the necessary working capital to expand its manufacturing and distribution operations and acquire new clients, dealers and distributors, while also affording adequate flexibility through the general corporate purposes allocation to meet operational, contingency and other business requirements as they arise. This is expected to support the Company's overall growth strategy, strengthen its balance sheet, and improve its operating flexibility and profitability over time.

G. Total number of Warrants to be issued

25,00,000 (Twenty Five Lakh) Warrants, each convertible into equity share of face value INR 10/- each at a premium of Rs. 93.78/- each.

H. Amount which the Company intends to raise by way of such Warrants

Up to INR 23,44,50,000/-, of which 25% shall be payable upfront at the time of subscription/allotment, and the balance 75% shall be payable by the Warrant holders at the time of exercise, within 18 (eighteen) months from the date of allotment.

I. Intention of Promoters/Directors/KMP/Senior Management to subscribe to the offer

None of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Company, or their respective relatives, intend to subscribe to the Warrants proposed to be issued under this Item, nor is any contribution being made by them, whether as part of this offer or separately in furtherance of its objects.

J. Class of persons to whom the allotment is proposed to be made

The Warrants are proposed to be allotted to persons in the Non-Promoter category, being public shareholders/investors, as named in the table below.

Sr. No.	Name of Proposed Allottee	Category	No. of Warrants proposed to be allotted (up to)
1.	Sandeep Kumar Agrawal HUF	Non-Promoter	4,40,000
2.	Vikram Paints P Ltd	Non-Promoter	4,70,000
3.	Prafful Agarwal	Non-Promoter	4,40,000
4.	Mala	Non-Promoter	3,60,000
5.	Sarita Gupta	Non-Promoter	2,90,000

Sr. No.	Name of Proposed Allottee	Category	No. of Warrants proposed to be allotted (up to)
6.	Miker Financial Consultants Private Limited	Non-Promoter	2,50,000
7.	Veessa Citadel LLP	Non-Promoter	2,50,000
	Total		**25,00,000**

K. Time within which the preferential issue shall be completed

As required under the SEBI ICDR Regulations, the Warrants shall be allotted within 15 (fifteen) days from the date of passing of the special resolution, or, where allotment is pending receipt of any regulatory approval (including the in-principle approval of NSE), within 15 (fifteen) days from the date of receipt of the last such approval. Equity Shares arising on exercise of the Warrants shall similarly be allotted within 15 (fifteen) days of the relevant exercise notice, subject to receipt of the balance exercise amount.

L. Shareholding pattern of the Company before and after the preferential issue

The pre- and post-issue shareholding pattern of the Company (on the assumption of full conversion of all Warrants proposed under Item Nos. 5,6 & 7 of this Notice) is set out at Annexure B to this Notice.

Sr.	Proposed Allottee	PAN	Ultimate Beneficial Owner	PAN	Pre-Pref. Shares (No.)	Pre-Pref. %	Warrants proposed	Post-Pref. Shares (No.)	Post-Pref. %
1.	Sandeep Kumar Agrawal HUF	AAWHS7439D	Sandeep Kumar Agrawal	AANPA6366L	63,000	0.26	4,40,000	5,03,000	1.91
2.	Vikram Paints P Ltd	AAACV4613K	Sandeep Kumar Agarwal	AANPA6366L	66,000	0.28	4,70,000	5,36,000	2.04
3.	Prafful Agarwal	BRKPA4316H	Not applicable (individual)	BRKPA4316H	1,30,000	0.55	4,40,000	5,70,000	2.17
4.	Mala	BITPM7070A	Not applicable (individual)	BITPM7070A	1,99,000	0.84	3,60,000	5,59,000	2.13
5.	Sarita Gupta	AKXPG8556E	Not applicable (individual)	AKXPG8556E	0	0.00	2,90,000	2,90,000	1.10
6.	Miker Financial Consultants Pvt Ltd	AAECM1798G	Nikunj Mittal	AACPM3927E	0	0.00	2,50,000	2,50,000	0.95
7.	Veessa Citadel LLP	ABCFV3188P	Deepak Agarwal	ALTPA6767G	0	0.00	2,50,000	2,50,000	0.95

	Total				**4,58,000**	**1.93**	**25,00,000**	**29,58,000**	**11.26**

M. Details of Proposed Allottees and identity of ultimate beneficial owners

N. Current and proposed status of the Proposed Allottees post the preferential issue

All Proposed Allottees under this Item belong to the Non-Promoter category, both before and after the proposed Warrant issue and conversion; there is no change in their classification.

O. Change in control, if any, in the Company consequent to the preferential issue

There shall be no change in the management or control of the Company consequent to the issue and allotment of the Warrants and Equity Shares proposed under this Item.

P. Principal terms of assets charged as securities

Not applicable.

Q. Relevant Date

In accordance with Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price of the Warrants is Thursday, August 27, 2026, being the date 30 (thirty) days prior to the date of the Annual General Meeting, i.e. Saturday, September 26, 2026.

R. Undertaking on re-computation of price

(a) The Company is in compliance with the conditions for continuous listing, and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.

(b) Neither the Company nor any of its directors or promoters are categorized as wilful defaulter(s) or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1) (i) of the SEBI ICDR Regulations are not applicable.

(c) Neither the Company nor any of its directors and / or promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.

(d) The Company does not have any outstanding dues towards SEBI, the Stock Exchanges or the depositories as the Equity Shares have been listed for a period of more than 90 (ninety) trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

(e) The Company shall re-compute the price of the relevant securities to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required.

(f) If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the Proposed Allottee.

S. Lock-in period

The Warrants and the Equity Shares allotted on exercise thereof shall be locked-in in accordance with Chapter V of the SEBI ICDR Regulations. The entire pre-preferential-allotment shareholding of the Proposed Allottees, if any, shall also be locked-in as prescribed under the said Regulations.

T. Number of persons to whom allotment on preferential basis have already been made during the year

The Company has not made any preferential allotment of securities during the current financial year, other than the issuances proposed in this Notice.

U. Listing

The Company shall apply to NSE for listing of the Equity Shares arising on exercise of the Warrants. All such Equity Shares, once allotted, shall rank pari passu with the existing equity shares of the Company in all respects, including as to dividend and voting rights.

V. Valuation and justification for allotment for consideration other than cash

Not applicable, as this Item is for cash consideration.

W. Practicing Company Secretary's Certificate

The certificate from Mrs. Dipika Kataria, Practicing Company Secretary (COP No. 9526), certifying that the preferential issue is being made in accordance with the SEBI ICDR Regulations, shall be available for inspection by Members at the AGM and will also be made available on the Company's website at www.balajiphosphates.com.

X. Material terms of the Warrants

Material terms of exercise of the Warrants are as under:

(a) Non-Promoter each Warrant shall be convertible into 1 (one) fully paid-up equity share of the face value of Rs. 10/- each, upon payment of 100% of the exercise price for such Warrant i.e. INR 93.78/- per equity share, in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 months from the date of allotment of respective Warrant. If the option to convert the Warrants into equity shares is not exercised within the period of 18 (eighteen) months from the date of allotment of the Warrants, then such Warrants shall lapse, and the amount paid to the Company shall be forfeited by the Company.

(b) The Warrants shall not have any rights (including right to receive dividends and voting rights) until such Warrants are converted into equity shares in the manner set out herein;

(c) The right attached to the Warrants may be exercised, in one or more tranches, during the exercise period of 18 months from the date of allotment of respective Warrants, by issuing a written notice to the Company specifying the number of Warrants proposed to be converted, subject to the Company having received the balance 75% of the exercise price payable thereon, either at or prior to the date of such exercise. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of equity shares of face value of Rs. 10/- each, in dematerialized form;

(d) The equity shares allotted upon exercise of the option to convert the Warrants shall be fully paid-up and shall rank pari passu with the existing equity shares of the Company listed on the Stock Exchanges bearing ISIN INE0PQ601019 in all aspects (including with respect to entitlement to dividend and voting powers other than any statutory lock-in under the SEBI ICDR Regulations) from the respective dates of allotment thereof, in accordance with the applicable law and shall be subject to the requirements of all applicable laws and the provisions of the memorandum of association and articles of association of the Company;

(e) the Warrant holder shall pay the Warrant exercise amount from its bank accounts for the relevant Warrants it proposes to convert, and the Company shall, upon receipt of such payment in the designated bank account, on the conversion date, in accordance with applicable law to issue and allot equity shares (free and clear of all encumbrances other than any lock-in prescribed under applicable law) to the Warrant holder in lieu of the relevant Warrants;

(f) The Company shall file the certificate from its statutory auditor with the Stock Exchanges, confirming that the Company has received the Warrant exercise amount in compliance with Regulation 169 of the SEBI ICDR Regulations from the Warrant holder and the relevant documents thereof are maintained by the Company as on the date of certification.

(g) The Warrants will not be listed at any stock exchange, in India or abroad, however the equity shares to be allotted pursuant to exercise of the Warrants will be listed and traded on the Stock Exchanges subject to the receipt of applicable regulatory approvals; and

(h) The Warrant holder shall make the relevant disclosures required under applicable law, including the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, in relation to the Preferential Allotment.

In accordance with the provisions of Sections 23, 42, and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Warrants to the Proposed Allottees is being sought by way of a special resolution as of this AGM Notice. None of the promoters, directors, managers or key managerial personnel of the Company or their respective relatives are in any way, concerned or interested in the aforesaid resolutions other than those mentioned above.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Documents referred to in the notice/ explanatory statement other documents will be available for inspection by the Members of the Company as per applicable law.

Y. Disclosures regarding wilful defaulter/fraudulent borrower/fugitive economic offender

Neither the Company nor any of its Promoters or Directors has been declared a wilful defaulter or fraudulent borrower by any bank/financial institution, or a fugitive economic offender under applicable law.

Z. Directors'/KMP interest and Board recommendation

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5, except to the extent of their shareholding in the Company, if any. The Board recommends the Special Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members.

ITEM NO. 06:

Issuance of 26,46,350 convertible warrants to equity shares on preferential basis to Promoter and Promoter Group.

The Board of Directors in their meeting held on Thursday, 27th August, 2026 had approved to raise the funds required by way of issuance of Fully Convertible Warrants on the preferential basis. The Board decided to issue, offer and allot 26,46,350 Convertible Warrants for cash on preferential basis at a Price of of Rs. 93.78/- (Rupees Ninety Three and Seventy Eight Paisa Only) per Warrant (including Premium of Rs. 83.78/-) (Rupees Three and Seventy Eight Paisa Only) at an aggregate consideration not exceeding Rs. 24,81,74,703/- (Rupees Twenty Four Crore Eighty One Lakhs Seventy Four Thousand Seven Hundred and Three Only) Promoter and Promoter Group.

A Company can undertake preferential allotment / private placement only after obtaining prior approval of the shareholders by way of special resolution in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rules framed thereunder further read with provisions of Chapter V – "Preferential Issue" of the ICDR Regulations, as amended, and on the terms and conditions and formalities as stipulated in the Companies Act and the ICDR Regulations.

It may be noted that:

1. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted up on conversion of Warrants shall be made fully paid up at the time of the allotment;

2. All the existing equity shares of the Company held by the Proposed Allotees, if any, are in dematerialised form;

3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities

and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;

4. The Company has obtained the Permanent Account Numbers of the proposed allottees.

5. None of the Promoters and Directors of the Company are fugitive economic offender.

6. The Company does not have any outstanding dues to the SEBI, the Stock Exchanges or the Depositories.

7. The Company is eligible to make the preferential issue under Chapter V of the SEBI (ICDR) Regulations

The following details of the proposed preferential issue of convertible warrant into equity shares are disclosed in accordance with the provisions of the Companies Act and the ICDR Regulations:

8. The Proposed Allottees have represented and declared to the Company that they haven't sold any equity Shares of the Company during the 90 (Ninety) trading days preceding the relevant date, being Thursday, August 27, 2026 ("Relevant Date").

9. The Proposed Allottees have further confirmed that the Proposed Allottees shall be an entity eligible under SEBI (ICDR) Regulations to undertake the preferential issue.

10. The Company will make the application for in-principle approval to the Stock Exchange, where its equity shares are listed, on the same day when the notice has been sent in respect of the AGM seeking shareholders' approval by way of Special Resolutions.

11. The issue and allotment of Warrants including resultant equity shares arising out of exercise of option attached to Warrants shall be on the terms and conditions, as mentioned below;

a. Pursuant to Regulation 160(c) of ICDR Regulations, the allotment of the Warrants (including the Equity Shares to be allotted on conversion of such Warrants) shall be made only in dematerialised form.

b. In accordance with the provisions of Regulation 161 of SEBI (ICDR) Regulations, the 'Relevant Date' for the Warrant issue is determined to be Thursday, August 27, 2026 ("Relevant Date").

c. In accordance with the applicable provisions of the SEBI (ICDR) Regulations, an amount equal to 25% ("Warrant Subscription Price") of the Warrant Issue Price, shall be paid by the Warrant Holders to the Company as upfront payment at the time of subscription and allotment of each Warrant ("Warrant Subscription Price");

d. The Warrant Holders shall be, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, entitled to exercise the conversion rights attached to the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed exchanged or converted with / into the Equity Shares of the Company and making payment of balance 75% ("Warrant Exercise Price") of the Warrants Issue Price in respect of each Warrant proposed to be converted by the Warrant Holder;

e. On receipt of such application from a Warrant Holder, the Company shall without any further approval from the Shareholders of the Company take necessary steps to issue and allot the corresponding number of Equity Shares to the Warrant Holders;

f. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Warrant Holders within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant Holders to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant Holders on such Warrants shall stand forfeited;

g. The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company and Warrants allotted in terms of this resolution and the resultant Equity Shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as per the provisions of the SEBI (ICDR) Regulations;

h. The Equity Shares allotted on exercise of the Warrants shall only be in dematerialized form before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its Equity Shares are listed and shall rank pari-passu with the then existing Equity Shares of the Company in all respects including entitlement to voting powers and dividend;

i. The proposed issue and allotment of the Warrants and the exercise of option thereof will be governed by the Memorandum and Articles of Association of the Company, the Act, SEBI (ICDR) Regulations, Listing Regulations, applicable rules, notifications and circulars issued by the SEBI, Reserve Bank of India and such other acts / rules / regulations as maybe applicable and subject to necessary approvals / consents, if any, from the statutory and / or regulatory authorities;

j. The allotment of the Warrants is subject to the Proposed Allottees not having sold any Equity Shares of the Company during 90 trading days preceding the Relevant Date i.e., Thursday, August 27, 2026 ("Relevant Date"). The Proposed Allottees has represented that they have not sold any Equity Shares of the Company during 90 trading days preceding the Relevant Date;

k. In terms of Section 102 of the Companies Act, 2013 ("Act"), this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI (ICDR) Regulations), necessary information or details in respect of the proposed Preferential Issue of Warrants are as under:

A. Particulars of the offer, including date of passing of the Board resolution

The Board, at its meeting held on August 27th, 2026, subject to the approval of Members and such other regulatory/statutory approvals as may be required, approved the issue, offer and allotment of upto 26,46,350 Warrants on a preferential basis to the Promoter and Promoter Group allottees named below.

B. Kind of securities offered and the price at which the offer is made

26,46,350 fully convertible Warrants, each convertible into 1 (one) equity share of face value INR 10/- each, at an issue price of INR 93.78/- per Warrant (including a premium of INR 83.78/- per Warrant), aggregating up to INR 24,81,74,703/- ,by way of preferential issue on a private placement basis.

C. Basis or justification for the price (including premium), along with Pricing Certificate

The price of INR 93.78/- per Warrant has been determined in accordance with the pricing formula prescribed under Regulation 164 of the SEBI ICDR Regulations, being the Relevant Date and pricing basis applicable to the Promoter Group issue at Item No. 6 of this Notice. The Company has obtained a Pricing Certificate dated 27th August, 2026 from Mr. Vasu Aggarwal, Registered Valuer (IBBI Registration No. IBBI/RV/06/2021/13856), confirming that the issue price is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations. The certificate is available for inspection by Members and is hosted on the Company's website at www.balajiphosphates.com .

D. Justification for allotment for consideration other than cash, together with the valuation report of the Registered Valuer

Not applicable, as the Warrants under this Item are being allotted for cash consideration.

E. The price or price band at/within which the allotment is proposed

There is no price band. The Warrants shall be allotted at a fixed price of INR 93.78/- per Warrant.

F. Objects of the issue through the preferential offer

The objects of this issue and the proceeds shall be pooled and utilised together with those raised under, Item No. 6 of this Notice – namely, pursuing strategic business opportunities, working capital or facilitating the growth and expansion of the Company and its subsidiaries and meeting general corporate purposes (capped at 25% of funds raised), as set out in the Company's disclosure on "Utilisation of Issue Proceeds" forming part of this Notice.

Utilization of Issue Proceeds

Given that the funds to be received against Warrant conversion will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out herein below:-

Sr No.	Objects	Estimated amount to be utilized for each of the objects * (Tentative amount)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1	Working Capital for Expansion and Growth of the Business	18,61,31,027	Within 12 months from the date of receipt of funds against conversion of the Warrants
2	General Corporate Purposes	6,20,43,675	Within 12 months from the date of receipt of funds against conversion of the Warrants
Total		**24,81,74,703**	

Also, in terms of NSE Circular No. NSE/CML/2022/56 dated December 13, 2022, the amount specified for the aforesaid Objects may deviate by up to +/-10% (such deviation, the "Permitted Deviation") depending upon future circumstances. The above utilisation schedule is based on management estimates, market conditions, business needs and other commercial and technical factors. Accordingly, the actual deployment of funds may vary and will depend on several factors, including financial, market and sectoral conditions, business performance and strategy, and other external factors (including the competitive environment, employment and disposable income levels, demographic trends, technological developments, evolving customer preferences, and changes in applicable laws, regulations or government policies), which may not be within the control of the Company.

Consequently, the proposed schedule for utilisation of the Issue Proceeds may be modified by the Board of Directors of the Company or a duly constituted committee thereof, in such manner as may be considered appropriate and in the best interests of the Company, subject to the Permitted Deviation and compliance with applicable laws and regulatory requirements.

Purposes or Objects of the Issue

The proceeds from the conversion of Warrants ("Issue Proceeds") are proposed to be utilized towards the following objects:

The Company proposes to raise an amount aggregating up to Rs. 24,81,74,703/- (Rupees Twenty-Four Crore Eighty-One Lakh Seventy-Four Thousand Seven Hundred and Three Only) through the conversion of Warrants. The Issue Proceeds are proposed to be deployed towards (a Working Capital for Expansion and Growth of the Business (b) general corporate purposes, thereby facilitating the growth of the

Company's business volumes and providing financial flexibility to meet the Company's evolving business needs (collectively referred to below as the "Objects").

(a) Working Capital for Expansion and Growth of the Business

An amount of approximately Rs. 18,61,31,027/- (Rupees Eighteen Crore Sixty-One Lakh Thirty-One Thousand Twenty-Seven Only), constituting 75% of the Issue Proceeds, is proposed to be utilised towards meeting the working capital requirements of the Company for (i) expansion of business with existing or new clients, and (ii) pursuing growth opportunities.

The Company's business of manufacturing Single Super Phosphates (SSP), NPK mixed fertilizers, Zinc Sulphate and other crop nutrition products at its manufacturing facility in Dewas, Madhya Pradesh, is inherently working-capital intensive, given the need to procure raw materials such as rock phosphate, sulphur and other key inputs well in advance, maintain adequate finished goods inventory to service demand across agricultural seasons, and extend credit to its extensive dealer and distributor network marketing products under the brands 'RATNAM' and 'BPPL'.

Expansion of Business with Existing Clients or New Clients: With the additional working capital, the Company will be in a better position to scale up supply volumes to its existing dealers and distributors, undertake larger and more frequent order cycles, and extend improved credit terms to strengthen and deepen these existing relationships. This is expected to translate into higher off-take from the Company's current network without proportionate strain on its working capital cycle.

Pursuing Growth Opportunites: The Company continually evaluates opportunities to expand its scale of operations through strategic and complementary business combinations within the fertilizer and crop nutrition sector, with a view to broadening its product portfolio, augmenting manufacturing capacity, widening its geographical footprint and strengthening its market share. A part of the Issue Proceeds is accordingly proposed to be deployed towards funding the working capital and related requirements arising from such business combinations as may be identified and approved by the Board of Directors from time to time, subject to compliance with applicable laws. Such strategic initiatives are expected to enable the Company to achieve faster scale-up, access new markets and customer segments, and realise operational and financial synergies, thereby strengthening its overall competitive position.

With the additional funding and the consequent increase in business volumes and scale arising from both expansion with existing or new clients and the pursuit of growth opportunities, the Company expects to widen its market presence, diversify its revenue streams, and improve its overall business volumes, revenue visibility and profitability. The Company estimates that the continuous and judicious deployment of this working capital will support a significantly higher scale of business than what is presently achievable through the Company's existing resources.

(b) General Corporate Purposes

The balance amount of approximately Rs. 6,20,43,675/- (Rupees Six Crore Twenty Lakh Forty-Three Thousand Six Hundred Seventy-Five), constituting 25% of the Issue Proceeds (being within the permissible cap of 25% of the Issue Proceeds as prescribed under the applicable provisions of the SEBI ICDR Regulations), is proposed to be utilised towards general corporate purposes, including but not limited to:

- meeting day-to-day operational and administrative expenses of the Company;
- funding incremental working capital requirements arising in the ordinary course of business, including procurement of raw materials for manufacturing operations;
- meeting exigencies and contingencies which the Company, in the ordinary course of business, may face;
- strengthening the Company's financial position and improving liquidity to support ongoing manufacturing, distribution and business development activities; and

- any other purpose as may be considered appropriate by the Board of Directors, subject to compliance with applicable laws and regulations.

The Company shall have flexibility in utilising the amount earmarked for general corporate purposes, and the Board of Directors (or a duly constituted committee thereof) shall be authorised to determine the specific end-use of such funds from time to time, in the best interests of the Company, subject to the cap of 25% of the Issue Proceeds prescribed under the SEBI ICDR Regulations and other applicable laws.

Overall Objective

The proposed utilisation of funds received against conversion of the Warrants will provide the Company with the necessary working capital to expand business with its existing clients and pursue inorganic growth opportunities, while also affording adequate flexibility through the general corporate purposes allocation to meet operational, contingency and other business requirements as they arise. This is expected to support the Company's overall growth strategy, strengthen its balance sheet, and improve its operating flexibility and profitability over time.

G. Total number of Warrants to be issued

26,46,350 (Twenty Six Lakh Forty Six Thousand Three Hundred and Fifty) Warrants, each convertible into equity share of face value INR 10/- each at a premium of Rs. 83.78

H. Amount which the Company intends to raise by way of such Warrants

Up to INR 24,81,74,703/- (see note above), of which 25% shall be payable upfront at the time of subscription/allotment, and the balance 75% shall be payable by the Warrant holders at the time of exercise, within 18 (eighteen) months from the date of allotment.

I. Intention of Promoters/Directors/KMP/Senior Management to subscribe to the offer

Mr. Mohit Airen and Mr. Alok Gupta, Promoters of the Company, and DivyaJyoti Agritech Private Limited, a Promoter Group entity, intend to subscribe to the Warrants proposed under this Item, as set out in the table at paragraph J below. Save as aforesaid, no other Promoter, Director, Key Managerial Personnel or Senior Management of the Company, or their relatives, intends to subscribe to this issue.

J. Class of persons to whom the allotment is proposed to be made:

The Warrants are proposed to be allotted to the following persons belonging to the Promoter and Promoter Group of the Company:

Sr. No.	Name of Proposed Allottee	Category	No. of Warrants proposed to be allotted (up to)
1.	Mr. Mohit Airen	Promoter	7,23,175
2.	Mr. Alok Gupta	Promoter	7,23,175
3.	DivyaJyoti Agritech Private Limited	PromoterGroup	12,00,000
	Total		**26,46,350**

K. Time within which the preferential issue shall be completed

As required under the SEBI ICDR Regulations, the Warrants shall be allotted within 15 (fifteen) days from the date of passing of the special resolution, or, where allotment is pending receipt of any regulatory approval (including the in-principle approval of NSE), within 15 (fifteen) days from the date of receipt of the last such approval.

L. Shareholding pattern of the Company before and after the preferential issue

The pre- and post-issue shareholding pattern of the Company (on the assumption of full conversion of all Warrants proposed under Item Nos. 5,6 and 7 of this Notice) is set out at Annexure B to this Notice.

M. Details of Proposed Allottees and identity of ultimate beneficial owners

Sr.	Proposed Allottee	Category	Ultimate Beneficial Owner	Warrants proposed
1.	Mr. Mohit Airen	Promoter	Self	7,23,175
2.	Mr. Alok Gupta	Promoter	Self	7,23,175
3.	DivyaJyoti Agritech Private Limited	Promoter Group	Mr. Mohit Airen (PAN ABXPA1053F) and Mr. Alok Gupta (PAN ACHPG2799K)	12,00,000

N. Percentage of post-preferential-issue capital that may be held

The percentage of the Company's post-issue capital proposed to be held by each Allottee named in paragraph M above, assuming full conversion of the Warrants allotted under this Item together with those under Item No. 6, is set out at Annexure B to this Notice.

O. Current and proposed status of the Proposed Allottees post the preferential issue

Mr. Mohit Airen and Mr. Alok Gupta shall continue to be classified as Promoters, and DivyaJyoti Agritech Private Limited shall continue to be classified as a Promoter Group entity, both before and after the proposed issue.

P. Change in control, if any, in the Company consequent to the preferential issue

There shall be no change in the management or control of the Company consequent to the issue and allotment of the Warrants and Equity Shares proposed under this Item.

Q. Principal terms of assets charged as securities

Not applicable.

R. Relevant Date

In accordance with Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price of the Warrants is Thursday, August 27, 2026, being the date 30 (thirty) days prior to the date of the Annual General Meeting, i.e. Saturday, September 26, 2026.

S. Undertaking

(a) The Company is in compliance with the conditions for continuous listing, and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.

(b) Neither the Company nor any of its directors or promoters are categorized as wilful defaulter(s) or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1) (i) of the SEBI ICDR Regulations are not applicable.

(c) Neither the Company nor any of its directors and / or promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.

(d) The Company does not have any outstanding dues towards SEBI, the Stock Exchanges or the depositories As the Equity Shares have been listed for a period of more than 90 (ninety) trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

(e) The Company shall re-compute the price of the relevant securities to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required.

(f) If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the Proposed Allottee.

T. Lock-in period

The Warrants and the Equity Shares allotted on exercise thereof shall be locked-in in accordance with Chapter V of the SEBI ICDR Regulations. As the Allottees are Promoters/Promoter Group, the entire pre-preferential-allotment shareholding of the Proposed Allottees shall also be locked-in as prescribed under the said Regulations.

U. Number of persons to whom allotment on preferential basis have already been made during the year

The Company has not made any preferential allotment of securities during the current financial year, other than the issuances proposed in this Notice.

V. Listing

The Company shall apply to NSE for listing of the Equity Shares arising on exercise of the Warrants. All such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including as to dividend and voting rights.

W. Valuation and justification for allotment for consideration other than cash

Not applicable, as this Item is for cash consideration.

X. Practicing Company Secretary's Certificate

The certificate from Mrs. Dipika Kataria, Practicing Company Secretary (COP No.9526), certifying that the preferential issue is being made in accordance with the SEBI ICDR Regulations, shall be available for inspection by Members at the AGM and will also be made available on the Company's website at www.balajiphosphates.com.

Y. Material terms of the Warrants

Material terms of exercise of the Warrants are as under:

(a) Allottees each Warrant shall be convertible into 1 (one) fully paid-up equity share of the face value of Rs. 10/- each, upon payment of 100% of the exercise price for such Warrant i.e. INR 93.78/- per equity share, in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 months from the date of allotment of respective Warrant. If the option to convert the Warrants into equity shares is not exercised within the period of 18 (eighteen) months from the date of allotment of the Warrants, then such Warrants shall lapse, and the amount paid to the Company shall be forfeited by the Company.

(b) The Warrants shall not have any rights (including right to receive dividends and voting rights) until such Warrants are converted into equity shares in the manner set out herein;

(c) The right attached to the Warrants may be exercised, in one or more tranches, during the exercise period of 18 months from the date of allotment of respective Warrants, by issuing a written notice to the Company specifying the number of Warrants proposed to be converted, subject to the Company having received the balance 75% of the exercise price payable thereon, either at or prior to the date of such exercise. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of equity shares of face value of Rs. 10/- each, in dematerialized form;

(d) The equity shares allotted upon exercise of the option to convert the Warrants shall be fully paid-up and shall rank pari passu with the existing equity shares of the Company listed on the Stock Exchanges bearing ISIN INE0PQ601019 in all aspects (including with respect to entitlement to dividend and voting powers other than any statutory lock-in under the SEBI ICDR Regulations) from the respective dates of allotment thereof, in accordance with the applicable law and shall be subject to the requirements of all applicable laws and the provisions of the memorandum of association and articles of association of the Company;

(e) The Warrant holder shall pay the Warrant exercise amount from its bank accounts for the relevant Warrants it proposes to convert, and the Company shall, upon receipt of such payment in the designated bank account, on the conversion date, in accordance with applicable law to issue and allot equity shares (free and clear of all encumbrances other than any lock-in prescribed under applicable law) to the Warrant holder in lieu of the relevant Warrants;

(f) The Company shall file the certificate from its statutory auditor with the Stock Exchanges, confirming that the Company has received the Warrant exercise amount in compliance with Regulation 169 of the SEBI ICDR Regulations from the Warrant holder and the relevant documents thereof are maintained by the Company as on the date of certification.

(g) The Warrants will not be listed at any stock exchange, in India or abroad, however the equity shares to be allotted pursuant to exercise of the Warrants will be listed and traded on the Stock Exchanges subject to the receipt of applicable regulatory approvals; and

(h) The Warrant holder shall make the relevant disclosures required under applicable law, including the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, in relation to the Preferential Allotment.

In accordance with the provisions of Sections 23, 42, and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Warrants to the Proposed Allottees is being sought by way of a special resolution as of this AGM Notice. None of the promoters, directors, managers or key managerial personnel of the Company or their respective relatives are in any way, concerned or interested in the aforesaid resolutions other than those mentioned above.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Documents referred to in the notice/ explanatory statement other documents will be available for inspection by the Members of the Company as per applicable law.

Z. Disclosures, Directors'/KMP interest and Board recommendation

Neither the Company nor any of its Promoters or Directors has been declared a wilful defaulter, fraudulent borrower, or fugitive economic offender under applicable law.

Mr. Mohit Airen and Mr. Alok Gupta, being Promoters, Directors and proposed Allottees under this Item, and DivyaJyoti Agritech Private Limited, being a Promoter Group entity and proposed Allottee, are concerned or interested in the resolution set out at Item No. 6 to the extent of the Warrants proposed to be allotted to them. Save as aforesaid, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the Special Resolution set out at Item No. 6 of the accompanying Notice for approval of the Members.

ITEM NO. 07:

To approve the issuance of 14,49,900 equity shares of the company on a preferential basis, for consideration other than cash, as part consideration towards the acquisition of the equity share capital of Chatak Agro (India) Private Limited by way of share swap, with the balance acquisition consideration being discharged in cash:

The Company needs to raise additional funds for Capital Expansion including acquisition/establishment of new unit. Considering raising funds through preferential issue to be most cost and time effective way for raising additional capital, the Board of Directors at its meeting dated August 27, 2026 have proposed to create, offer, issue and allot up to 14,49,900 (Fourteen Lakh Forty Nine Thousand Nine Hundred) fully paid- up equity shares of the Company having face value of Rupee 10.00 (Rupees Ten Only) ("Equity Share") each at an issue price of Rupees 93.78 (Rupees Ninety Three and Seventy eight paisa only) each to be payable in cash, aggregating up to Rupees 13,59,71,622/- (Rupees Thirteen Crore Fifty nine lakhs seventy one thousand six hundred and twenty two only) on a preferential basis to the persons belonging to Shareholders of Chatak Agro (India) Private Limited (Promoters & Promoter Group) "Proposed Allottee(s)", on preferential basis.

In terms of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI (ICDR) Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'SEBI Listing Regulations'), the listing agreements entered into by the Company with NSE Limited ('Stock Exchange') on which the Equity Shares having face value of Rupee 10.00 each of the Company ('Equity Shares') are listed, approval of shareholders of the Company by way of special resolution is required for allotment equity shares on preferential basis to the Proposed Allotees of the Company and the proposed acquisition of the entire equity share capital of Chatak Agro (India) Private Limited ("Chatak"), a related party of the Company, held by its shareholders, pursuant to the proposed Share Swap Agreement and other ancillary documents, as part of the business restructuring and consolidation of the Group's business under the Company, consequent to which Chatak Agro (India) Private Limited shall become a wholly owned subsidiary of the Company.

It may be noted that;
1. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
2. All equity shares of the Company held by the Proposed Allotees are in dematerialised form;
3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;
4. The Company has obtained the Permanent Account Numbers of the proposed allottees.
5. None of the Promoters and Directors of the Company are fugitive economic offender.
6. The Company does not have any outstanding dues to the SEBI, the Stock Exchanges or the Depositories.
7. The Company is eligible to make the preferential issue under Chapter V of the SEBI (ICDR) Regulations.

8. The Proposed Allottees have represented and declared to the Company that they haven't sold any equity Shares of the Company during the 90 (Ninety) trading days preceding the relevant date, being Thursday, August 27, 2026,
9. The Proposed Allottees have further confirmed that the Proposed Allottees shall be an entity eligible under SEBI (ICDR) Regulations to undertake the preferential issue.
10. The Company will make the application for in-principle approval to the Stock Exchange, where its equity shares are listed, on the same day when the notice has been sent in respect of the EGM seeking shareholders' approval by way of Special Resolutions.

In terms of Section 102 of the Companies Act, 2013 ("Act"), this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 42 and 62(1) (c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2) (d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the Securities and SEBI (ICDR) Regulations, necessary information or details in respect of the proposed Preferential Issue of shares are as under:

A. Particulars of the offer, including date of passing of the Board resolution

The Board, at its meeting held on August 27th, 2026 approved the acquisition of Chatak Agro (India) Private Limited and the issue of Equity Shares of the Company for consideration other than cash, as part consideration towards the acquisition of the equity share capital of chatak agro (india) private limited by way of share swap, with the balance acquisition consideration being discharged in cash and Chatak Agro (India) Private Limited will become the wholly owned subsidiary of Balaji Phosphates Limited.

B. Kind of securities offered and the price at which the offer is made

Up to 14,49,900 (Fourteen Lakh Forty Nine Thousand Nine Hundred) fully paid-up Equity Shares of face value INR 10/- each, at an issue price of INR 93.78/- per Equity Share (including a premium of INR 83.78/- per Equity Share), aggregating up to INR 13,59,71,622/-, to be issued for consideration other than cash, in exchange for the equity shares of Chatak Agro (India) Private Limited held by the Proposed Allottees, pursuant to the Share Swap Agreement. The issue price, once finalised, shall not be less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations.

C. Objects of the Preferential Issue:

The objective of the Preferential Issue is to facilitate the acquisition of the entire equity share capital of Chatak Agro (India) Private Limited by Balaji Phosphates Limited pursuant to the proposed Share Swap Agreement, by issuing Equity Shares as part consideration for the acquisition through a share swap arrangement, and to support the Company in achieving its proposed business objectives and strategic growth plans.

D. Basis or justification for the price (including premium), along with Pricing Certificate

The Equity Shares of Company are listed on NSE Limited ('Stock Exchange'), for a period of more than 90 trading days as on the relevant date i.e., August 27, 2026 and are frequently traded in accordance with the SEBI (ICDR) Regulations. The Price of the Equity Shares to be allotted to the Proposed Allottees of the Company shall not be less than the price determined in accordance with the SEBI ICDR Regulations. Currently, SEBI ICDR Regulations provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following parameters:

In case of "frequently traded shares (Regulation 164(1) of the SEBI ICDR Regulations):

If the equity shares of the Company have been listed on a recognised stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

a. The 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or

b. The 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

Articles of Association of the Company does not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations.

Moreover, the Company has obtained a Pricing Certificate dated 27th August, 2026 from Mr. Vasu Aggarwal, Registered Valuer (IBBI Registration No. IBBI/RV/06/2021/13856) confirming that the issue price is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations. The certificate is available for inspection by Members and is hosted on the Company's website at www.balajiphosphates.com .

This shall be without prejudice to the share exchange ratio determined in relation to the acquisition of Chatak Agro (India) Priavte Limited, which has been independently determined based on the relative valuation of the Company and Chatak Agro (India) Priavte Limited.

E. Justification for allotment for consideration other than cash, together with the valuation report of the Registered Valuer

The Equity Shares proposed to be issued under this Item are being issued as part consideration for the acquisition of the entire issued, subscribed and paid-up equity share capital of Chatak Agro (India) Private Limited ("Chatak Agro") by the Company, pursuant to the proposed Share Swap Agreement, whereby Chatak Agro (India) Private Limited shall become a wholly owned subsidiary of the Company.

The consideration for the acquisition shall comprise (i) consideration other than cash, to be discharged by way of issuance and allotment of Equity Shares of the Company on a preferential basis to the existing shareholders of Chatak Agro (India) Private Limited in exchange/swap for the equity shares held by them in Chatak Agro (India) Private Limited; and (ii) the remaining portion of the consideration payable in cash to such shareholders.

The Equity Shares proposed to be issued as consideration other than cash shall accordingly constitute part consideration for the acquisition of Chatak Agro (India) Private Limited and shall be issued in lieu of the corresponding cash consideration.

The share-exchange ratio and the resultant number of Equity Shares to be issued to the shareholders of Chatak Agro (India) Private Limited have been determined based on the relative fair value of the Company and Chatak Agro (India) Private Limited, as assessed by an independent Registered Valuer, taking into consideration the respective financial position, business operations, assets, liabilities and other relevant factors of the Company and Chatak Agro (India) Private Limited.

Accordingly, the issuance of Equity Shares for consideration other than cash is intended to facilitate the acquisition of the entire equity share capital of Chatak Agro (India) Private Limited through a combination of share swap and cash consideration, resulting in Chatak Agro (India) Private Limited becoming a wholly owned subsidiary of the Company. The valuation report of the Registered Valuer supporting the aforesaid valuation and share-exchange ratio shall be made available to the shareholders in accordance with applicable laws.

E. The price or price band at which the allotment is proposed

To be determined in accordance with Chapter V of the SEBI ICDR Regulations and confirmed by the Pricing Certificate; no price band is proposed.

F. Total number of Equity Shares to be issued

Up to 14,49,900 (Fourteen Lakh Forty Nine Thousand Nine Hundred) Equity Shares of face value INR 10/- each at a premium of Rs.83.78

G. Amount which the Company intends to raise by way of such Equity Shares:

Not applicable in the conventional sense, as no cash is being raised under this Item; the Equity Shares are issued solely as non-cash consideration for the acquisition of Chatak Agro (India) Private Limited's equity shares.

H. Intention of Promoters/Directors/KMP/Senior Management to subscribe to the offer:

Mr. Mohit Airen and Mr. Alok Gupta, Promoters of the Company, intend to receive Equity Shares under this Item as part-consideration for the transfer of their equity shares in Chatak Agro (India) Private Limited, as set out in the table at paragraph J below. Save as aforesaid, no other Promoter, Director, Key Managerial Personnel or Senior Management of the Company intends to subscribe to this issue.

I. Class of persons to whom the allotment is proposed to be made:

The Equity Shares are proposed to be allotted to the existing shareholders of Chatak Agro (India) Private Limited, being persons belonging to the Promoter and Public Category of the Company, as follows:

Sr. No.	Name of Proposed Allottee	Category	No. of Equity Shares proposed to be issued and allotted (up to)
1.	Mr. Mohit Airen	Promoter	7,37,400
2.	Mr. Alok Gupta	Promoter	4,87,500
3.	Mr. Mahesh Gupta	Public	2,25,000
	Total		**14,49,900**

J. Time within which the preferential issue shall be completed

As required under SEBI (ICDR) Regulations, the Company shall complete the allotment of Equity Share as aforesaid on or before the expiry of 15 days from the date of passing of special resolution by the shareholders according consent for preferential issue or in the event of allotment of Equity Shares would require any other approvals or permissions from any regulatory authorities including stock exchange where the shares of the Company are listed or the Central Government, within 15 days from the date of receipt of last of such approvals or permissions as the case may be. The allotment of the Equity Shares shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the allottees.

K. Shareholding pattern of the Company before and after the preferential issue

The pre- and post-issue shareholding pattern of the Company, incorporating the Equity Shares proposed under this Item, is set out at Annexure A to this Notice.

L. Details of Proposed Allottees and identity of ultimate beneficial owners

Sr.	Proposed Allottee	Category	Ultimate Beneficial Owner	Equity Shares proposed
1.	Mr. Mohit Airen	Promoter	Self	7,37,400

Sr.	Proposed Allottee	Category	Ultimate Beneficial Owner	Equity Shares proposed
2.	Mr. Alok Gupta	Promoter	Self	4,87,500
3.	Mr. Mahesh Gupta	Public	Self	2,25,000

M. Percentage of post-preferential-issue capital that may be held:

The percentage of the Company's post-issue capital proposed to be held by each Allottee named in paragraph M above is set out at Annexure A to this Notice.

N. Current and proposed status of the Proposed Allottees post the preferential issue:

Mr. Mohit Airen and Mr. Alok Gupta shall continue to be classified as Promoters, and Mr. Mahesh Gupta shall continue to be classified as Public, both before and after the proposed issue.

O. Change in control, if any, in the Company consequent to the preferential issue:

There shall be no change in the management or control of the Company consequent to the issue and allotment of the Equity Shares proposed under this Item.

P. Principal terms of assets charged as securities:

Not applicable.

Q. Relevant Date:

In accordance with Regulation 161 of the SEBI ICDR Regulations, the Relevant Date for determining the minimum issue price of the Equity Shares is Thursday, August 27, 2026, being the date 30 (thirty) days prior to the date of the Annual General Meeting, i.e. Saturday, September 26, 2026.

R. Undertaking:

(a) The Company is in compliance with the conditions for continuous listing, and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.

(b) Neither the Company nor any of its directors or promoters are categorized as wilful defaulter(s) or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1) (i) of the SEBI ICDR Regulations are not applicable.

(c) Neither the Company nor any of its directors and / or promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.

(d) The Company does not have any outstanding dues towards SEBI, the Stock Exchanges or the depositories As the Equity Shares have been listed for a period of more than 90 (ninety) trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

(e) The Company shall re-compute the price of the relevant securities to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required.

(f) If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the Proposed Allottee.

S. Lock-in period:

The Equity Shares allotted on preferential basis to the Promoters and Promoter Group shall be locked-in in terms of provisions of Regulations 167 of SEBI (ICDR) Regulations. Further, entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval

T. Number of persons to whom allotment on preferential basis have already been made during the year:

The Company has not made any preferential allotment of securities during the current financial year, other than the issuances proposed in this Notice.

U. Listing:

The Company shall apply to NSE for listing of the Equity Shares allotted under this Item. All such Equity Shares, once allotted, shall rank pari passu with the existing equity shares of the Company in all respects, including as to dividend and voting rights.

V. Practicing Company Secretary's Certificate:

The certificate from Mrs. Dipika Kataria, Practicing Company Secretary (COP No.9526), certifying that the preferential issue is being made in accordance with the SEBI ICDR Regulations, shall be available for inspection by Members at the AGM and will also be made available on the Company's website at www.balajiphosphates.com.

W. Material terms of the issue:

All material terms of the proposed acquisition of Chatak Agro, the Share Swap Agreement and the resultant issue of Equity Shares are set out in the Explanatory Statement to Item No. 7 of this Notice and in this Item.

X. Disclosures regarding wilful defaulter/fraudulent borrower/fugitive economic offender

Neither the Company nor any of its Promoters or Directors has been declared a wilful defaulter or fraudulent borrower by any bank/financial institution, or a fugitive economic offender under applicable law.

Y. Directors'/KMP interest and Board recommendation

Mr. Mohit Airen and Mr. Alok Gupta, being Promoters, Directors and proposed Allottees under this Item, are concerned or interested in the resolution set out at Item No.7 to the extent of the Equity Shares proposed to be allotted to them. Save as aforesaid, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the Special Resolution set out at Item No. 7 of the accompanying Notice for approval of the Members.

ITEM NO. 08:

To Authorise the Board of Directors to Create Security Interests Over the Undertaking or Substantially the Whole of the Undertaking of the Company Under Section 180(1)(A) Of The Companies Act, 2013.

In order to facilitate the Company to secure the following borrowings (availed/to be availed) (i) any outstanding amounts under any loan availed / to be availed or obtained from/to be obtained from any banks, companies, bodies corporate and such other Financial Institutions as may be participating in the proposed transaction; and/or (ii) any outstanding amounts under any debt securities whether convertible or non-convertible which may be / have been /to be issued and / or allotted/to be allotted from time to time to any of the aforesaid or to the shareholders or to any other person(s) together with interest, cost, charges, expenses and any other money payable by the Company under such outstanding amounts, it will be necessary to create charge on the assets or whole of the undertaking of the Company.

Section 180(1)(a) of the Companies Act 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.
Accordingly, the approval of the Members of the Company at the Annual General Meeting is sought under Section 180(1) (a) of the Companies Act, 2013 and to empower the Board of Directors of the Company to take all necessary steps in this regard. The Board considers it in the best interest of the Company and accordingly, the Board recommends the Special Resolution as set out at Item No. 8 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice except to the extent of their respective shareholding in the Company, if any.

ITEM NO. 09:

Approving the enhancement in the borrowing limits of the company under section 180 (1) (c) of the companies act, 2013.

The company is considering to borrow funds to meet its anticipated future business requirements, including potential investments, expansion initiatives, and operational needs. The provisions of Section 180(1)(c) of the Companies Act, 2013 and requires that the Board of Directors shall not borrow monies in excess of the Company's Paid up Share Capital, Free Reserves and Securities Premium apart from temporary loans obtained / to be obtained from the Company's bankers in the ordinary course of business, except with the consent of the Company accorded by way of a special resolution and therefore, it is necessary for the members to pass a Special Resolution under Section 180(1) (c) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, as set out at Item No. 9 of the Notice, to enable the Board of Directors to borrow monies not exceeding 500 crore (Rupees Five Hundred Crore Only). The Board considers it in the best interest of the Company and accordingly, the Board recommends the Special Resolution as set out at Item No. 9 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of this Notice except to the extent of their respective shareholding in the Company, if any.

ITEM NO. 10:

Approval for giving loan or guarantee or providing security under section 185 of the Companies Act, 2013.

Chatak Agro (India) Private Limited, Divyashakti Foods Private Limited, Electronics Fanning Solutions Associates (E~Fasal) Private Limited, Divyadrashti Metals Private Limited (Formely Vitthal Agritech Private Limited), Divya Jyoti Agritech Private Limited and Jyoti Weighing Systems Private Limited, Shalini Plastics Pvt Ltd, Indore Food Park Private Limited, Dhenu Nature Farms Private Limited, Dhara Infracon Private Limited, Truthful Test Labs Private Limited or in any other person in whom directors of the company are interested either directly or indirectly, are the companies wherein your directors are having common directorships.

a) Chatak Agro (India) Private Limited is having principal business activities interalia consists of Manufacture of fertilizers.

b) Divyashakti Foods Private Limited having principal business of Cold Storage and food processing.

c) Electronics Farming Solutions Associates (E-Fasal) Private Limited having principal business of seeds, pesticides and food processing.

d) Divyashakti Metals Private Limited (Formely Vitthal Agritech Private Limited) is having principal business activities interalia consists of Manufacture of fertilizers, seeds etc.

e) Jyoti Weighing Systems Private Limited is having principal business of all type of Weighing machines, testing machines and engineering equipment’s.

f) Divya Jyoti Agritech Private Limited is having principal business Activities interalia consist of Manufacture of organic fertilizer.

g) Shalini Plastics Pvt Ltd is having principal business Activities interalia consist of Manufacture & Processing of Flying Ash & Recovering metal Content therefrom & rubber and plastics products.

h) Indore Food Park Private Limited is having principal business Activities interalia consist of Construction & Developing Industrial Food Park.

i) Dhenu Nature Farms Private Limited is having principal business Activities interalia consist of to cultivate, grow, produce, harvest raise or deal in agriculture produce and to carry on the business of agriculturists, farmers, gardeners, dairymen, dairy farmers.

j) Dhara Infracon Private Limited is having principal business Activities interalia consist of to carry on business of contractors, builders, town planners, infrastructure developers, estate developers and engineers land developers, land scapers, estate agents, immovable property dealers.

k) Truthful Test Labs Private Limited is having principal business Activities interalia consist of “To acquire, promote, establish, operate, and manage food testing, research, and scientific laboratories and investigation centers for testing, analysis, and research on food products, ingredients, additives, beverages, nutraceuticals, agricultural and dairy products, processed foods, and other consumables; and to acquire, lease, purchase, construct, own, and deal with land, buildings, laboratory premises, infrastructure, and related facilities.”

The management of all companies is with, your directors and they are responsible for their day to day management.

Pursuant to the provisions of Section 185 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the “Rules’’) (as amended from time to time), no company shall, directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by (a) any director of company, or of a company which is its holding company or any partner or relative of any such director; or (b) any firm in which any such director or relative is a partner.

However, as per Section 185(2) of the Act, a company may advance any loan (including any loan represented by a book debt), or give any guarantee, or provide any security in connection with any loan taken by any person in whom any Director of the Company is interested, subject to the following conditions:

(a) The company passes a special resolution in the general meeting; and

(b) Such loans/guarantees/securities are utilized by the borrowing entity for its principal business activities.

In this Regards the Company is planning some new potential investments initiatives & may require to, giving loan or guarantee or providing security under section 185 of the Companies’ Act, 2013. Further to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by giving loan or guarantee or providing security under section 185 of the Companies' Act, 2013.

The Board recommends the Special Resolution for approval by the Members.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

ITEM NO. 11:

Enhancement in limits of investments, loans, guarantees, securities under section 186 of the companies act, 2013:

Presently Chatak Agro (India) Private Limited, Divyashakti Foods Private Limited, Electronics Fanning Solutions Associates (E~Fasal) Private Limited, Divyadrashti Metals Private Limited (Formely Vitthal Agritech Private Limited), Divya Jyoti Agritech Private Limited and Jyoti Weighing Systems Private Limited, Shalini Plastics Pvt Ltd, Indore Food Park Private Limited, Dhenu Nature Farms Private Limited, Dhara Infracon Private Limited, Truthful Test Labs Private Limited or in any other person in whom directors of the company are interested either directly or indirectly, are the companies wherein your directors are having common directorships.

a) Chatak Agro (India) Private Limited is having principal business activities interalia consists of Manufacture of fertilizers.

b) Divyashakti Foods Private Limited having principal business of Cold Storage and food processing.

c) Electronics Farming Solutions Associates (E-Fasal) Private Limited having principal business of seeds, pesticides and food processing.

d) Divyashakti Metals Private Limited (Formely Vitthal Agritech Private Limited) is having principal business activities interalia consists of Manufacture of fertilizers, seeds etc.

e) Jyoti Weighing Systems Private Limited is having principal business of all type of Weighing machines, testing machines and engineering equipment's.

f) Divya Jyoti Agritech Private Limited is having principal business Activities interalia consist of Manufacture of organic fertilizer.

g) Shalini Plastics Pvt Ltd is having principal business Activities interalia consist of Manufacture & Processing of Flying Ash & Recovering metal Content therefrom & rubber and plastics products.

h) Indore Food Park Private Limited is having principal business Activities interalia consist of Construction & Developing Industrial Food Park.

i) Dhenu Nature Farms Private Limited is having principal business Activities interalia consist of to cultivate, grow, produce, harvest raise or deal in agriculture produce and to carry on the business of agriculturists, farmers, gardeners, dairymen, dairy farmers.

j) Dhara Infracon Private Limited is having principal business Activities interalia consist of to carry on business of contractors, builders, town planners, infrastructure developers, estate developers and engineers land developers, land scapers, estate agents, immovable property dealers.

k) Truthful Test Labs Private Limited is having principal business Activities interalia consist of "To acquire, promote, establish, operate, and manage food testing, research, and scientific laboratories and investigation centers for testing, analysis, and research on food products, ingredients, additives, beverages, nutraceuticals, agricultural and dairy products, processed foods, and other consumables; and to acquire, lease, purchase, construct, own, and deal with land, buildings, laboratory premises, infrastructure, and related facilities."

The management of all companies is with, your directors and they are responsible for their day to day management.

As per Section 186 of the Companies Act, 2013 ('the Act'), the Company can give loans, advances, guarantees or provide any security in connection with the loan up to:

1. 60% of its paid-up share capital, free reserves and security premium account; or
2. 100% of its free reserves and securities premium account, whichever is more.

Under the provisions of Section 186 of the Companies Act, 2013 the power to make loan(s) and/or give guarantees or provide security (ies) in connection with loan(s) made and to make investments in shares, debentures and/or any other securities of any other body corporates, in excess of the limits prescribed, can be exercised by the Board of Directors only with the consent of the shareholders obtained by means of a Special Resolution.

Keeping in view of current and future plans of the Company and also the need to secure fulfil long term strategic business objectives and as a measure greater financial flexibility, it is proposed to enhance the limit of loans and investments by way of subscription, purchase or otherwise, the securities of any other body corporate, giving loans, guarantees and providing securities in connection with a loan of any person or other body corporate under Section 186 of the Act in excess of the limit upto an extent of INR 5,00,00,00,000 Crore (Rupees Five Hundred Crore Only).

In view of the above, the approval of the Members of the Company by passing Special Resolution would be required to be obtained for enhancing the limit of loans and investments under Section 186 of the Act.

By Order of Board
For Balaji Phosphates Limited

Mohit Airen
Digitally signed by Mohit Airen
Date: 2026.09.03 19:55:26 +05'30'

Mohit Airen
Managing Director
DIN: 00326470

Place: Indore
Date: 27.08.2026

ANNEXURE A

Shareholding pattern of the Company before and after the Preferential Allotment:

Sr. No	Category	Pre- Issue		Post -Issue	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
A	Promoters holding				
1	Indian				
	Individual/HUF	16619100	69.90	17,844,000	70.73
	Bodies corporate	-	-		
	Sub-Total	16619100	69.90	17,844,000	70.73
2	Foreign Promoters	-		-	
	Sub- total(A)	16619100	69.90	17,844,000	70.73
B	Non- Promoters Holding				
1	Institutional Investors (Domestic)				
	Alternate Investment Funds	26000	0.11	26000	0.10
2	Institutional Investors (Foreign)				
	Foreign Portfolio Investors Category I	330000	1.39	330000	1.31
	Foreign Portfolio Investors Category II	30000	0.13	30000	0.12
3	Non-Institution				

	Bodies Corporate	4232000	17.80	4232000	16.78
	Indian Public	2194000	9.23	2,419,000	9.59
	Others (including NRI's)	72000	0.30	72000	0.29
	Others (Clearing Members /Firm and HUF)	274000	1.14	274000	1.09
	Sub Total (B)	7158000	30.10	7383000	29.27
	GRAND TOTAL (A+B)	**23777100**	**100.00**	**25,227,000**	**100.00**

*The shareholding pattern outlined above has been prepared after considering the proposed issuance and allotment of 14,49,900 Equity Shares pursuant to the share swap arrangement.

** The pre-preferential shareholding pattern has been considered as of Friday 21st August 2026.

ANNEXURE B

Sr. No	Category	Pre- Issue		Post -Issue	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
A	Promoters holding				
1	Indian				
	Individual/HUF	16619100	69.90	1,92,90,350	63.51
	Bodies corporate	-	-	12,00,000	3.95
	Sub-Total	16619100	69.90	2,04,90,350	67.46
2	Foreign Promoters	-		-	
	Sub- total(A)	16619100	69.90	2,04,90,350	67.46
B	Non- Promoters Holding				
1	Institutional Investors (Domestic)				

	Alternate Investment Funds	26000	0.11	26000	0.09
2	Institutional Investors (Foreign)				
	Foreign Portfolio Investors Category I	330000	1.39	330000	1.09
	Foreign Portfolio Investors Category II	30000	0.13	30000	0.10
3	Non-Institution				
	Bodies Corporate	4232000	17.80	5202000	17.13
	Indian Public	2194000	9.23	3509000	11.55
	Others (including NRI's)	72000	0.30	72000	0.24
	Others (Clearing Members /Firm and HUF)	274000	1.14	714000	2.35
	Sub Total (B)	7158000	30.10	9883000	32.54
	GRAND TOTAL (A+B)	**23777100**	**100.00**	**30373350**	**100**

Note*- Post preferential issue shareholding is on fully diluted basis after considering the swap of share along with the assumption that all the convertible warrants will be converted into equity shares.

PROXY FORM

[Pursuant to the Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): ____
Registered address: ____
E-mail Id:__________________Folio No. / *DP ID and Client ID: ____________________

I/We, being the holder/s of___________equity shares of the and Balaji Phosphates Limited, hereby appoint:

1. Name:_______________E-mail Id: _______ Address:___________

Signature___________, or failing him/her

2. Name:_______________E-mail Id: _______ Address:___________

Signature___________, or failing him/her

3. Name:_______________E-mail Id: _______ Address:___________

Signature___________, or failing him/her

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on Saturday, 26th September, 2026 at 3:00 P.M. at the Registered Office of the Company situated at 305 Utsav Avenue, 12/5 Usha Ganj Jaora Compound, G.P.O., Indore, Madhya Pradesh, India, 452001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Details of Resolutions	For	Against
1.	To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2026, together with the reports of the Board of Directors and Auditors thereon		
2.	To re-appoint Mr. Sunil Kumar Talwar (DIN: 10105902), who retires by rotation as a Director		

3.	To Increase the Authorised Share Capital and Consequent Alteration of the Capital Clause in the Memorandum of Association of the Company		
4.	To consider and approve the Related Party Transaction with Promoter and Promoter Group Entities. 4 A. Acquisition of Chatak Agro (India) Private Limited		
	To consider and approve the Related Party Transaction with Promoter and Promoter Group Entities 4 B. Issue of Convertible Warrants		
	To consider and approve the Related Party Transaction with Promoter and Promoter Group Entities 4 C. Acquisition of Business Undertaking of DivyaJyoti Agritech Private Limited		
5.	Issuance of upto 25,00,000 (twenty five lakh) convertible warrants to equity shares on preferential basis to Non-Promoter.		
6.	Issuance of 26,46,350 (Twenty Six Lakh Forty Six Thousand Three Hundred and Fifty Only) convertible warrants to equity shares on preferential basis to Promoter and Promoter Group.		
7.	To approve the issuance of 14,49,900 Equity Shares of the company on a preferential basis, for consideration other than cash, as part consideration towards the acquisition of the equity share capital of Chatak Agro (India) Private Limited by way of share swap, with the balance acquisition consideration being discharged in cash.		
8.	To Authorise the Board of Directors to Create Security Interests Over the Undertaking or Substantially the Whole of the Undertaking of the Company Under Section 180(1)(A) Of The Companies Act, 2013		
9.	Approving the Enhancement in the Borrowing Limits of the Company Under Section 180 (1) (C) of the Companies Act, 2013		
10.	To Approve Giving Loan or Guarantee or Providing Security Under Section 185 of the Companies Act, 2013.		
11.	Enhancement in Limits of Investments, Loans, Guarantees, Securities Under section 186 of the Companies Act, 2013.		

*Applicable for investors holding shares in electronic form Signed on ________ September 2026.

____

Signature of Shareholder

Note: This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting

Affix Revenue stamp

Balaji Phosphates Limited
Registered Office: 305 Utsav Avenue, 12/5 Usha Ganj Jaora Compound, G.P.O., Indore, Madhya Pradesh, India, 452001

ATTENDANCE SLIP

Folio No:	
No. of Shares:	

I/ We hereby record my/ our presence at the Extra Ordinary General Meeting of the Company being held on ___________________, held at the registered office of the Company at ………….

A. Name(s) of the Member:

1. Mr./ Ms. …...………...………………………………………………………………...

and Joint Holder(s)

2. Mr./ Ms. ……………....……………………………………………………………....

(In block letters)

3. Mr./Ms. ……...………..………………………………………………………………...

B. Address : ……………………………………………………………………………………………...
……………………………………………………………………………………………...

C. Father's/Husband's
Name (of the Member) :

Mr……………………………………….……………………………………………….

D. Name of Proxy

Mr./ Ms. …………………………………………………………………………………......

___________________ ___________________________________
Signature of the Proxy Signature(s) of Member and Joint Holder(s)

<u>Note</u>: Please complete the Attendance slip and hand it over at the Registration Counter at the venue

Route Map

Venue of Annual General Meeting - Registered Office: 305 Utsav Avenue, 12/5 Usha Ganj Jaora Compound, G.P.O., Indore, Madhya Pradesh, India, 452001