GSTIN : 23AADCM5913E1ZV
CIN No. L24121RJ1997PLC029126
www.mbapl.com
accounts@mbapl.com

OSTWAL

MADHYA BHARAT AGRO PRODUCTS LIMITED
(An ISO 9001:2015 Certified Company)

Date: 01.08.2026

To,

National Stock Exchange of India Ltd.

Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai – 400 051

Symbol -MBAPL

Dear Sir / Madam

Subject: Notice of Extra Ordinary General Meeting ("EGM") of the Company as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Pursuant to Regulation 30 read with Para A, Part A of Schedule III of Listing Regulations, enclosed herewith is the Notice EGM of the Company to be held on Friday, August 28, 2026 at 11.00 A.M. (IST) through Video Conference (VC) / Other Audio Visual (OAVM).

The said Notice of EGM is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent/ Depositories.

The e-voting details are mentioned below:

Cut-off date (for determining Members eligible for e-voting)	Friday, 21th August 2026
Remote e-voting period	From: Monday, 24th August 2026 (9:00 am IST) Upto: Thursday, 27th August 2026 (5:00 pm IST)

The aforesaid Notice of the EGM is also available on the website of the Company at https://www.mbapl.com.

This is for your information and record.

For Madhya Bharat Agro Products Ltd

PALLAVI SUKHWAL
Digitally signed by PALLAVI SUKHWAL
Date: 2026.08.01 16:13:28 +05'30'

(Pallavi Sukhwal)
Company Secretary

Encl: As above

MADHYA BHARAT AGRO PRODUCTS LIMITED

Registered Office: Wing A/1, 1st Floor, Ostwal Heights,
Urban Forest, Atun, Bhilwara, 311802
CIN: L24121RJ1997PLC029126
Tel. No.: 01482-294582
Website: www.mbapl.com **Email:** secretarial@mbapl.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the **Extra Ordinary General Meeting** (**EGM**) No. 01/2026-27 of the Members of **Madhya Bharat Agro Products Limited ("the Company")** will be held on **Friday, 28th day of August, 2026** at **11.00 A.M.** through two–way Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), to transact the following business:

SPECIAL BUSINESS

1. **ISSUANCE OF EQUITY SHARES TO THE PERSONS BELONGING TO "NON-PROMOTER" CATEGORY ON PREFERENTIAL BASIS.**

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 Sections 23, 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable Rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof) ('the Act'), the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('ICDR Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended('Listing Regulations), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ('SEBI Takeover Regulations'), Foreign Exchange Management Act, 1999 ('FEMA'), and subject to 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 and/or any other competent authorities to the extent applicable, 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 Stock Exchanges, as may be required, and subject to such conditions 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 (hereinafter referred to as 'Board' which term shall be deemed to include any duly constituted Committee of the Board of Directors to exercise its powers including powers conferred under this resolution), the approval of the Members be and is hereby accorded to the Board, to create, offer, issue and allot from time to time in one or more tranches, up to 21895000 (Two Crore Eighteen Lakhs Ninety Five Thousand) Equity Shares of the Company of face value of Re. 2/- each ('Equity Shares') at a price of Rs. 145/- (Rupees One Hundred and Forty Five Only) each ('Issue Price') including premium of Rs. 143/- (Rupees One Hundred and Forty Three Only) each aggregating up to Rs. 317,47,75,000/- (Rupees Three Hundred and Seventeen Crores Forty Seven Lakhs Seventy Five Thousand Only) to persons/entities listed below ('Proposed Allottees') falling under the category of Non-Promoters as per the provisions of the ICDR Regulations, by way of preferential issue on private placement basis for cash in accordance with the terms as mentioned herein below and on such other terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act:

S No.	Name of the proposed Allottee	Category	Maximum no. of equity shares to be allotted	Maximum amount to be raised (In Rs.)
1.	Anurag Choudhary	Public – Non Promoter	55,00,000	797500000
2.	Shikha Choudhary	Public – Non Promoter	20,00,000	290000000
3.	Maryada Barter Private Limited	Public – Non Promoter	33,00,000	478500000
4.	Pragya Mercantile Private Limited	Public – Non Promoter	33,00,000	478500000
5.	RCM Consumer Products Private Limited	Public – Non Promoter	18,00,000	261000000
6.	Suruchi Foods Private Limited	Public – Non Promoter	5,00,000	72500000
7.	KLJ Plasticizers Limited	Public – Non Promoter	5,00,000	72500000
8.	Infinity Jeans Private Limited	Public – Non Promoter	5,00,000	72500000
9.	Mahavir Texturising Private Limited	Public – Non Promoter	5,00,000	72500000
10.	Shree Ambaji Weaves Private Limited	Public – Non Promoter	5,00,000	72500000

11.	Shrinathji Crimpers Private Limited	Public – Non Promoter	5,00,000	72500000
12.	Vaishnavi Creation Private Limited	Public – Non Promoter	5,00,000	72500000
13.	Paras Giri Ventures Private Limited	Public – Non Promoter	15,00,000	217500000
14.	Gopal Lal Melana	Public – Non Promoter	1,25,000	18125000
15.	Pooja Bachhawat	Public – Non Promoter	1,20,000	17400000
16.	Meghavi Jain	Public – Non Promoter	50,000	7250000
17.	Gautambhai Gheesulal Shah	Public – Non Promoter	7,00,000	101500000

RESOLVED FURTHER THAT the Company here by notes and takes on record that in accordance with the provisions of Regulation 161 of the ICDR Regulations, the “Relevant Date” for the purpose of calculating the minimum price for the issue of Equity Shares of the Company is determined to be Wednesday, July 29, 2026 being the date that is 30 (thirty) days prior to the date of the EGM.

RESOLVED FURTHER THAT the issue price of Rs. 145 (including premium of Rs. 143) per Equity Share, for the preferential issue is not less than the floor price arrived at in accordance with Regulation 164 of Chapter V of the ICDR.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares pursuant to the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

a) The Proposed Allottees shall be required to remit 100% of the Issue Price for the Equity Shares to be allotted on or before the date of allotment from their respective bank account to the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application; and the Equity Shares so offered, issued and allotted to the Equity Allottee, shall be issued by the Company for cash consideration;

b) The Equity Shares shall be allotted within a period of 15 days from the date of passing of the Special Resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
d) 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 the Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the then existing Equity Shares of the Company in all respects (including the payment of dividend and voting rights) from the date of allotment thereof.
e) The Equity Shares allotted to the proposed allottees as well as their pre-preferential shareholding, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations.
f) The Equity Shares allotted will be listed on National Stock Exchange of India Limited, subject to the receipt of necessary permissions and approvals, as the case may be.
g) the price determined above shall be subject to appropriate adjustments as required under the rules, regulations, and laws, as applicable from time to time.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Equity Shares and a private placement offer cum application letter in Form No. PAS-4 be issued to the Proposed Allottees inviting them to subscribe to the Equity Shares and the complete record of private placement be maintained in Form PAS-5;

RESOLVED FURTHER THAT the subscription amount shall be deposited in a separate bank account opened for the purpose of the preferential issue.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to issue and allot Equity Shares to the Equity Allottee, and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolutions and matters incidental thereto, without requiring any further approval of the Members of the Company, including without limitation:

(i) to issue and allot the Equity Shares, subject to and in accordance with applicable laws;
(ii) to issue clarifications, resolve and settle all matters, questions of doubt, involved in or concerned with the issue and allotment of the Equity Shares and incidental thereto, as the Board in its absolute discretion may deem fit;
(iii) to negotiate, finalize, enter into or execute all contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the issue) to give effect

to the above resolutions including making application to the Stock Exchanges for obtaining necessary approvals, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and / or such other authorities as may be necessary for the purpose;

(iv) to give effect to any modifications, changes, variations, alterations, additions and / or deletions to the terms and conditions, as may be required by any Applicable Regulatory Authorities involved in or concerned with the issue and allotment of the Equity Shares;

(v) to take all such steps as may be necessary for the admission of the Equity Shares with the depositories, viz. NSDL and CDSL and for the credit of such Equity Shares to the respective dematerialized securities account of the Equity Allottee;

(vi) to authorize any or all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company, and to settle, resolve and issue clarifications to all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares, and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection, and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive; and

(vii) to delegate all or any of the powers herein conferred upon it by this resolution to committee of directors including the any director(s) / company secretary / any officer(s) / authorized signatory(ies) / executives of the Company to give effect to the aforesaid resolution including execution of any documents on behalf of the Company and to represent the Company before any Applicable 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 all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the above resolution are hereby approved, ratified and confirmed in all respects."

2. AMENDMENT IN THE MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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 4, 13 and other applicable provisions, if any, of the Companies Act, 2013("Act") and rules made thereunder including any statutory modification(s) or re- enactment(s) thereof for the time being in force and such other approvals, consent, sanction and permission of the appropriate statutory regulators, as may be necessary, the consent of the Members of the Company be and is hereby accorded for amendment in the main object Clause i.e. Clause III (A) of the Memorandum of Association ("MOA") of the Company by adding the following Clause after Clause 2 in the following manner:

Addition of Clause 3 to the Main Object Clause of the Memorandum of Association of the Company

2. To carry on the business of manufacturers, traders, dealers, distributors, importers, exporters, merchants, agents, commission agents, logistics service providers, transport operators, in relation to all kinds of goods, materials, products, commodities, and services and to undertake the procurement, handling, loading, movement, transportation, storage, distribution, delivery, import, export, and management of ammonia, ammonium compounds, ammonia-based products, building materials, coal, natural gas, liquefied gas, crude oil, petroleum, petrochemicals, chemicals, fertilizers, fuels of every description, renewable and non-renewable energy products, industrial products, agricultural products, consumer goods, raw materials, finished goods, and all other lawful commodities and articles of every kind, and to carry on all activities incidental or ancillary thereto.

"RESOLVED FURTHER THAT any of the Directors of the Company of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Dated: 29/07/2026
Place: Bhilwara

By Order of the Board of Directors
For Madhya Bharat Agro Products Limited

Sd/-
(Pallavi Sukhwal)
Company Secretary & Compliance Officer

NOTES: -

1. The Ministry of Corporate Affairs (MCA) vide its General Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, December 28, 2022, September 25, 2023, 09/2024 and September 19, 2024 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 in relation to "Clarification on holding of Annual General Meeting("AGM")/Extra Ordinary General Meeting ("EGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the AGM/EGM through VC/OAVM, all other relevant circulars issued from time to time), without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India (SEBI) vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024 (SEBI Circulars) and all other relevant circulars issued from time to time, has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 (SEBI Listing Regulations).

2. Further, pursuant to the MCA and SEBI Circulars, the Notice of the EGM is sent in electronic form only to those Members whose email addresses are registered with the Company, RTA/ Depositories. The physical copies of such statements and Notice of EGM will be dispatched only to those shareholders who request for the same. Members are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants. The Notice calling the EGM has been uploaded on the website of the Company at www.mbapl.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. The National Stock Exchange of India Limited ("NSE") at www.nseindia.com and on the website of National Securities Depository Limited ("NSDL") (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

3. The explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Business under Item No. 1 and 2 of the accompanying notice is annexed hereto.

4. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC or OAVM, physical attendance of Members has been dispensed with. Accordingly, in terms of the above-mentioned MCA and SEBI circulars, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

5. Members attending the meeting through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act 2013.

6. Members seeking any information or clarification are requested to send in written queries to the Company, in advance, before the date of the meeting by mail at secretarial@mbapl.com.

7. Corporate members intending to send their authorized representative to attend the EGM through VC or OAVM or to vote through remote e-voting, pursuant to Sections 112 and 113 of the Act, are requested to send a certified copy of the board resolution to the Scrutinizer by e-mail at sourabh.bapna12@gmail.com with a copy marked to evoting@nsdl.com, authorizing their representative to attend and vote on their behalf at the EGM.

8. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.

9. The Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners, received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on Friday, 24th July 2026 for those shareholders whose email id are not registered with the Depositories, for procuring user id and password, Notice, are requested to provide their Mail Id at secretarial@mbapl.com.

10. The Members are requested to note that the Company is pleased to provide a two-way Video Conferencing Facility (VC) to view the live streaming of the proceedings of the EGM and facilitate participation of Members at the EGM through VC. The Members will be able to view the proceedings on NSDL's e-Voting website www.evoting.nsdl.com.

11. Members may use this facility by using the same login credentials as provided for remote e-Voting. Members on the day of the EGM will login through their user ID and password on e-Voting website of NSDL. The link will be available in Member login where the EVEN of Company will be displayed. On clicking this link, the Member will be able to view the webcasting of the EGM proceedings. The VC Facility will be available on August 28, 2026 from 11:00 a.m. (IST) onwards till the conclusion of the Meeting.

12. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on NSDL's e-Voting website www.evoting.nsdl.com. The facility of participation at the EGM through VC/OAVM will be made available to at least 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

13. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering / updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with Bigshare Services Private Limited.

14. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Bigshare Services Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Bigshare Services Private Limited.

15. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Company's Registrars and Transfer Agents, Bigshare Services Private Limited in case the shares are held in physical form.

16. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Act and relevant documents referred to in this Notice of EGM and explanatory statement, will be available electronically for inspection by the Members during the EGM. The said documents will also be available for inspection by Members at the Registered Office of the Company during business hours from 10:00 a.m. to 5:00 p.m. on all working days of the Company up to the date of the EGM.

17. Members may please note that SEBI vide its Circular No. SEBI/ MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, to the RTA, may be noted that any service request received by member can be processed by RTA/the Company only after the folio is KYC Compliant.

18. Voting Through Electronic Means: The details of the process and manner of e-voting are explained herein below:

    In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the notice of EGM Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL. The instructions for e-voting are given herein below. The resolutions passed by the Members through e-voting are deemed to have been passed as if they have been passed at EGM.

The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

The remote e-voting period begins on Monday, 24th August, 2026 (9:00 A.M.) and ends on Thursday, 27th August, 2026 (5:00 P.M.). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., 21st August, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 21st August, 2026.

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

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

<u>Step 1: Access to NSDL e-Voting system</u>

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining

	virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. 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 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speed**" facility by scanning the QR code mentioned below for seamless voting experience.

	
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period 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 & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

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

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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

a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

8. Now, you will have to click on "Login" button.

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

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sourabh.bapna12@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2 It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3 In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 or send a request at evoting@nsdl.com

4 Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date, i.e., 21st August, 2026, may obtain the User ID and password by sending a request at evoting@nsdl.com or secretarial@mbapl.com. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you may reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following no. 022 - 4886 7000.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretarial@mbapl.com

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@mbapl.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively, member may send an e-mail request to evoting@nsdl.com for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

The instructions for members for e-voting on the day of the EGM are as under: -

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

Instructions for members for attending the EGM through VC/OAVM are as under:

1) Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have

forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2) Members are encouraged to join the Meeting through laptops for better experience. Further Members will be required to use internet with a good speed to avoid any disturbance during the meeting. Members connecting from their mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio or video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to attend the EGM without any interruption.

3) Facility of joining the meeting shall be open 15 minutes before the time scheduled for the meeting and shall be closed 15 minutes after such scheduled time and will be available on first come first served basis.

4) Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarial@mbapl.com. The same will be replied by the company suitably.

Other Instructions

1) The voting rights of shareholders (for voting through remote e-Voting before the EGM and remote e-Voting during the EGM) shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, which is 21st August, 2026. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM.

2) Any person who is not a member as on the cutoff- date should treat this Notice for information only.

3) The e-voting period commences on 24th August, 2026 at 9:00 a.m. and ends 27th August, 2026 at 5.00 p.m. (IST) during this period, shareholders of the Company, holding shares in physical form or in dematerialized form, as on the cut-off date, i.e. 21st August, 2026, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting.

4) Members who are registered with NSDL for e-voting can use their existing user Id and password for casting their votes.

5) The Members who have cast their vote by remote e-voting prior to the EGM may also attend/ participate in the EGM through VC or OAVM but shall not be entitled to cast their vote again.

6) Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/ her existing User ID and password for casting the vote.

7) Mr. Sourabh Bapna, Practicing Company Secretary (Membership No. F13894 & CP No. 19968) has been appointed as the Scrutinizer by the Board for providing facility to the Members of the Company to scrutinize remote e-Voting process before the EGM as well as remote e-Voting during the EGM in a fair and transparent manner.

8) The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-voting system for all those Members who are present during the EGM through VC/OAVM but have not cast their votes by availing the remote e-Voting facility.

9) The Scrutinizer shall, immediately after the conclusion of voting at the EGM, unblock the votes cast and make, not later than 2 working days from the conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who will acknowledge the receipt of the same and declare the result of the voting forthwith.

10) The results will be declared within 2 working days of conclusion of the Extra Ordinary General Meeting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.mbapl.com and on the website of NSDL: www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to The National Stock Exchange of India Limited ("NSE") where the shares of the Company are listed.

11) Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of EGM i.e. Friday, 28th day of August, 2026.

12) Since the EGM will be held through VC or OAVM, the Route Map is not annexed in this Notice.

Dated: 29/07/2026 — By Order of the Board of Directors
Place: Bhilwara — For Madhya Bharat Agro Products Limited

Sd/-
(Pallavi Sukhwal)
Company Secretary & Compliance Officer

Explanatory Statement

Pursuant to Section 102 of the Companies Act, 2013

As required by Section 102 of the Companies Act, 2013 and rules thereunder, as amended ("Act"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR"), the following Explanatory Statement sets out all material facts relating to the business mentioned in the accompanying Notice of the EGM:

<u>Item No. 1</u>

Issuance of equity shares to the persons belonging to "non-promoter" category on preferential basis.

The Board of Directors of the Company has, at its Meeting held on July 29, 2026, approved the proposal for fund raising up to an aggregate amount upto Rs. 317,47,75,000/- (Rupees Three Hundred and Seventeen Crores Forty Seven Lakhs Seventy Five Thousand Only), on preferential basis through private placement subject to approval of the Members of the Company, by way of issuance of Equity Shares to the persons/entities falling under the category of non-promoters.

In accordance with the provisions of Sections 23, 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the ICDR and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, approval of the Members of the Company by way of Special Resolution is required, for a preferential issue of securities on a private placement basis. Accordingly, in terms of the Act and the ICDR, consent of the Members is being sought by way of a Special Resolution for the Preferential Issue.

Necessary information or details in respect of the proposed Preferential Allotment of the Equity Shares in terms of Sections 42 and 62(1)(c) of the Companies Act, 2013 read with Rules made thereunder and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations") are furnished as under:

1. Particulars of the offer including date of passing of Board resolution, kind of Securities offered and the price at which security is being offered, maximum number of securities to be issued and the material terms of issue

The Board of Directors of the Company, vide resolution passed in its Meeting held on July 29, 2026, has proposed to issue up to 21895000 (Two Crore Eighteen Lakhs Ninety Five Thousand)

Equity Shares of the Company having face value of Re. 2/- (Rupees Two) each at a price of Rs. 145/- per share (including premium of Rs. 143/- per share) aggregating up to Rs. 317,47,75,000/- (Rupees Three Hundred and Seventeen Crores Forty Seven Lakhs Seventy Five Thousand Only) for cash Consideration to the persons/entities falling under the Non-promoter category on preferential allotment through private placement basis and on the terms and conditions as contained in the resolution set out at Item No. 1 of this Notice.

2. Objects of the Issue:

The Company intends to utilize the proceeds raised through the issue of Equity Shares ("Issue Proceeds") towards the following objects:

1. Capital Expenditure
2. Working Capital Requirements.
3. General Corporate Purposes.

(Hereinafter collectively referred to as "Objects")

Utilization of Proceeds

The Company shall utilize the proceeds from the preferential issue of Equity Shares as under:

S. No.	Object of the proposed issue	Estimated Amount to be utilized for each of the objects (Rs.)	Tentative Time Frame for utilization
1.	Capital Expenditure (including acquisition of fixed assets, plant and machinery, installation of plant and machinery, expansion and modernization of manufacturing facilities, building and civil construction, development of infrastructure, procurement of equipment and utilities, implementation of automation and information technology systems, and purchase of other capital assets required for the Company's existing operations and future business expansion)	50,00,00,000 (Rupees Fifty Crores Only)	Within 6 months from the date of receipt of funds
2.	Working Capital Requirements (including funding current assets such as inventory, trade receivables, advances, and other operating assets, repayment or reduction of working capital borrowings, payment of trade payables and other current liabilities,	192,47,75,000 (Rupees One Hundred and ninety two Crores Forty Seven Lakhs Seventy Five Thousand Only)	Within 6 months from the date of receipt of funds

	and meeting day-to-day operational requirements to strengthen the Company's working capital position).		
3.	For general corporate purposes (which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, repayment or prepayment of borrowings, meeting working capital requirements, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws)	75,00,00,000 (Rupees Seventy-five Crores Only)	Within 6 months from the date of receipt of funds
Total		**317,47,75,000/-** (Rupees Three Hundred and Seventeen Crores Forty Seven Lakhs Seventy Five Thousand Only)	

The amounts specified above is based on the management estimates made currently, which may vary due to circumstances in future and hence there may be a deviation of +/- 10% in each of the above specified objects in terms of NSE Circular No. NSE/CML/2022/56 dated 13th December 2022.

Further, the amount pending utilisation towards the objects of the issue, will be invested in the manner and on the terms and conditions, deemed fit/appropriate and approved by the Board of the Company and as may be permitted under Applicable Laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board/Committee, in accordance with applicable laws.

3. Relevant Date:

In accordance with the provisions of Regulation 161 of the ICDR Regulations, the "Relevant Date" for the purpose of calculating the minimum price for the issuance of Equity Shares of the

Company is determined to be Wednesday, July 29, 2026 being the date that is 30 (thirty) days prior to the date of the EGM i.e., Friday, August 28, 2026.

4. Basis on which the price has been arrived at and justification for the price (including premium, if any) and name and address of the Registered Valuer:

The Equity Shares of Company are listed on National Stock Exchange of India Limited on Main Board Platform and are frequently traded in accordance with the ICDR Regulations.

In accordance with the provisions of Regulations 164 of the ICDR Regulations, the minimum price for issuance of Equity Shares of the Company of Rs. 145 (Rupees One Hundred and Forty Five Only) has been arrived at, being higher of the following:

(i) 90 trading day's volume weighted average price (VWAP) of the Equity Shares of the Company quoted on National Stock Exchange of India Limited during the last 90 days preceding the relevant date i.e., Wednesday, July 29, 2026: Rs. 121.31 (Rupees One Hundred and Twenty One Rupees and thirty one paise Only)

(ii) 10 trading day's volume weighted average price (VWAP) of the Equity Shares of the Company quoted on National Stock Exchange of India Limited during the last 10 days preceding the relevant date i.e. Wednesday, July 29, 2026: Rs. 144.70 (Rupees One Hundred and Forty Four and Seventy Paise Only)

The Articles of Association of the Company do not prescribe a particular method to determine the price of the Preferential Issue.

Since the Preferential Issue is not expected to result in a change in control or allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company, the Company is not required to obtain a valuation report from an independent registered valuer and consider the same for determining the price.

However, the Company has voluntary obtained valuation report dated July 29, 2026, from Saksham valuer Private Limited, an Independent Registered Valuer (IBBI Regd. No. IBBI/RV-E/02/2024/206) having office at Mumbai ("Valuation Report") and the price determine by such independent registered valuer is Rs. 144.70/- (Rupees One Hundred Forty-Four and Seventy Paise Only) and same has been published on the Company's website at www.mbapl.com

Accordingly, the Board has considered to issue the Equity Shares at a price of Rs. 145 per equity share of face value of Rs. 2 each (inclusive of premium of Rs. 143 per equity share), which price is higher of the floor price determined in accordance with applicable provisions of ICDR as detailed above.

Since the equity shares of the Company have been listed on the recognized Stock Exchange for a period of more than 90 trading days prior to the relevant date, it is not required to re-compute the price per share to be issued and therefore, the Company is not required to submit the undertaking specified under the Regulations 163(1)(g) and 163(1)(h) of the SEBI (ICDR) Regulations, 2018 as amended as on date.

5. **Amount which the Company intends to raise by way of such securities:**
An amount up to Rs. 317,47,75,000/- (Rupees Three Hundred and Seventeen Crores Forty Seven Lakhs Seventy Five Thousand Only) is proposed to be raised by the Company by way of issuance of Equity Shares as per the resolution set out at Item No. 1.

6. **Intent of the Promoters, Directors, Key Managerial Personnel or Senior Managerial Personnel of the Company to subscribe to the Preferential Allotment and Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:**
None of the Promoters, Directors, Key Managerial Personnel or Senior Managerial Personnel of the Company is subscribing to the Preferential issue.

7. **Time frame within which the Preferential Allotment shall be completed:**
The Equity Shares shall be allotted within a period of 15 days from the date of passing of the Special Resolution by the Members, provided that where the allotment of Equity shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

8. **Name of the proposed allottees, class, category and percentage of pre and post Preferential Issue capital that may be held by them and change of control if any:**

S No.	Name of the Proposed Allottee	Category (Pre Issue)	Pre-issue*		Post-issue**		Category (Post Issue)
			No. of Shares	%	No. of Shares	%	
1.	Anurag Choudhary	Public – Non promoter	-	-	55,00,000	1.20	Public – Non promoter
2.	Shikha Choudhary	Public – Non promoter	-	-	20,00,000	0.43	Public – Non promoter
3.	Maryada Barter Private Limited	Public – Non promoter	-	-	33,00,000	0.72	Public – Non

							promoter
4.	Pragya Mercantile Private Limited	Public – Non promoter	-	-	33,00,000	0.72	Public – Non promoter
5.	RCM Consumer Products Private Limited	Public – Non promoter	1243045	0.28	30,43,045	0.66	Public – Non promoter
6.	Suruchi Foods Private Limited	Public – Non promoter	-	-	5,00,000	0.11	Public – Non promoter
7.	KLJ Plasticizers Limited	Public – Non promoter	-	-	5,00,000	0.11	Public – Non promoter
8.	Infinity Jeans Private Limited	Public – Non promoter	1126950	0.26	16,26,950	0.35	Public – Non promoter
9.	Mahavir Texturising Private Limited	Public – Non promoter	1731450	0.40	22,31,450	0.49	Public – Non promoter
10.	Shree Ambaji Weaves Private Limited	Public – Non promoter	1387450	0.32	1887450	0.41	Public – Non promoter
11.	Shrinathji Crimpers Private Limited	Public – Non promoter	1261950	0.29	17,61,950	0.38	Public – Non promoter
12.	Vaishnavi Creation Private Limited	Public – Non promoter	1363205	0.31	18,63,205	0.41	Public – Non promoter
13.	Paras Giri Ventures Private Limited	Public – Non promoter	-	-	15,00,000	0.33	Public – Non promoter

14.	Gopal Lal Melana	Public – Non promoter	-	-	1,25,000	0.03	Public – Non promoter
15.	Pooja Bachhawat	Public – Non promoter	-	-	1,20,000	0.03	Public – Non promoter
16.	Meghavi Jain	Public – Non promoter	-	-	50,000	0.01	Public – Non promoter
17.	Gautambhai Gheesulal Shah	Public – Non promoter	-	-	7,00,000	0.15	Public – Non promoter

*The pre-issue shareholding is as on July 24, 2026.
** The post-issue shareholding is arrived at after considering the preferential allotment to be made under this notice (Item No. 1) on a fully diluted basis.

No change in control or management of the Company is contemplated consequent to the proposed preferential issue of Equity Shares. However, voting rights will change in accordance with the shareholding pattern above.

9. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter and the class or classes of persons to whom the allotment is proposed to be made

The preferential issue of Securities is proposed to be made to the Proposed Allottees belonging to the Public- Non-Promoter Category and shall be categorized as Public- Non-Promoters upon issuance and allotment of Equity Shares.

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

Pre-issue and Post-issue Shareholding pattern:

Particulars	Pre Issue* (As on July 24, 2026)		Post-issue**	
	No. of shares held	% of shareholding	No. of shares held	% of shareholding
A. Promoter Share Holding				
1. Indian Promotors				
Individuals/HUF	27511065	06.28	27511065	05.98
Bodies Corporate	300035655	68.48	300035655	65.22
Sub Total of Indian Promoters (A1)	**327546720**	**74.76**	**327546720**	**71.20**
2. Foreign Promoters				
Individuals/HUF	-	-	-	-
Bodies Corporate	-	-	-	-
Sub Total of Foreign Promoters (A2)	-	-	-	-
Total Shareholding of Promoter and Promoter Group (A) – A1+A2	**327546720**	**74.76**	**327546720**	**71.20**
B. Public Share holding				
1. Institutions (Domestic)				
Alternate Investment Funds	154560	0.03	154560	0.03
Any Other (specify)	-	-	-	-
Sub Total of Institution (Domestic) B1	**154560**	**0.03**	**154560**	**0.03**
2. Institutions (Foreign)				
Foreign Portfolio Investors Category I	736702	0.17	736702	0.16
Foreign Portfolio Investors Category II	4433921	1.01	4433921	0.96

Any Other (specify)	-	-	-	
Sub Total of Institution (Domestic) B2	**5170623**	**1.18**	**5170623**	**1.12**
3. Non-Institutional				
Investor Education and Protection Fund (IEPF)	-	-	-	-
Body Corporate	55330537	12.63	68730537	14.94
Resident Individuals holding nominal share capital upto Rs. 2 lakhs	13485705	03.08	13535705	02.94
Resident Individuals holding nominal share capital in excess of Rs. 2 Lakhs	32322016	07.38	40767016	8.86
Non-Resident Indians	231121	0.05	231121	0.05
Hindu Undivided Family	3710976	0.85	3710976	0.81
Clearing Member	45082	0.01	45082	0.01
Limited Liability Partnership	137360	0.03	137360	0.03
Any Other (specify)	-	-	-	-
Total Shareholding of Non -Institutions (B3)	**105262797**	**24.03**	**127157797**	**27.64**
Total Public Shareholding (B) – B1+B2+B3	**110587980**	**25.24**	**132482980**	**28.80**
Grand Total (A+B)	**438134700**	**100.00**	**460029700**	**100.00**

*The pre-issue shareholding is as on July 24, 2026.

** The post-issue shareholding is arrived at after considering the preferential allotment to be made under this notice (Item No. 1) on a fully diluted basis.

11. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Allotment:

The identity of the natural persons who are the ultimate beneficial owners of the Equity shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them is as under:

Name of the proposed allottee	Identity of the natural persons who are the ultimate beneficial owners	Category	Pre issue		Post issue	
			No of shares	%	No of shares	%
Anurag Choudhary	Not Applicable-Natural Person	Public – Non Promoter	-	-	55,00,000	1.20
Shikha Choudhary	Not Applicable-Natural Person	Public – Non Promoter	-	-	20,00,000	0.43
Maryada Barter Private Limited	1. Tulsi Kumar Dugar 2. Shreyans Dugar	Public – Non Promoter	-	-	33,00,000	0.72
Pragya Mercantile Private Limited	1. Tulsi Kumar Dugar 2. Rishabh Dugar	Public – Non Promoter	-	-	33,00,000	0.72
RCM Consumer Products Private Limited	1. Saurabh Chhabra	Public – Non Promoter	1243045	0.28	30,43,045	0.66
Suruchi Foods Private Limited	1. Brijesh Gupta	Public – Non Promoter	-	-	5,00,000	0.11
KLJ Plasticizers Limited	1. Kanhaiya Lal Jain	Public – Non Promoter	-	-	5,00,000	0.11
Infinity Jeans Private Limited	1. Shashi A Jain	Public – Non Promoter	1126950	0.26	16,26,950	0.35
Mahavir Texturising Private Limited	1. Shashi A Jain	Public – Non Promoter	1731450	0.40	22,31,450	0.49
Shree Ambaji Weaves Private	1. Shashi A Jain	Public – Non Promoter	1387450	0.32	1887450	0.41

Limited						
Shrinathji Crimpers Private Limited	1. Shashi A Jain	Public – Non Promoter	1261950	0.29	17,61,950	0.38
Vaishnavi Creation Private Limited	1. Shashi A Jain	Public – Non Promoter	1363205	0.31	18,63,205	0.41
Paras Giri Ventures Private Limited	1. Girish Ostwal 2. Shikha Ostwal	Public – Non Promoter	-	-	15,00,000	0.33
Gopal Lal Melana	Not Applicable-Natural Person	Public – Non Promoter	-	-	1,25,000	0.03
Pooja Bachhawat	Not Applicable-Natural Person	Public – Non Promoter	-	-	1,20,000	0.03
Meghavi Jain	Not Applicable-Natural Person	Public – Non Promoter	-	-	50,000	0.01
Gautambhai Gheesulal Shah	Not Applicable-Natural Person	Public – Non Promoter	-	-	7,00,000	0.15

*The pre-issue shareholding is as on July 24, 2026.
** The post-issue shareholding is arrived at after considering the preferential allotment to be made under this notice (Item No. 1) on a fully diluted basis.

There shall be no change in control or Management of the Company pursuant to the aforesaid issue of Equity Shares of the Company. However, voting rights will change in accordance with the shareholding pattern above.

12. **Justification for offer being made for consideration other than cash together with the valuation report of the Registered Valuer:** Not Applicable

13. **Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:** Nil, the Company has not made any allotment on preferential basis during the current financial year**.**

14. Lock-in Period:

(i) The Equity Shares as per resolution set out at Item No. 1 shall be locked-in as prescribed under the ICDR Regulations from time to time.

(ii) The pre-preferential allotment shareholding of the proposed allottees, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.

15. Practicing Company Secretary's Certificate:

A certificate has been obtained from Sourabh Bapna, Practicing Company Secretary certifying that the issue of Equity Shares on a Preferential basis is being made in accordance with the requirements contained in the ICDR Regulations and is also available on the website of the Company at https://www.mbapl.com/pdf-viewer.html?file=https%3A%2F%2Fapi.ostwal.in%2Fapi%2Fv1%2Fmedia%2Finvestor-info%2F5f96daf1-266b-46d8-b21e-4fbe0d5a3b2c

16. Material terms of the proposed Preferential Issue of the Equity Shares:

The material terms of the proposed preferential issue of the Equity Shares are stipulated in the Special Resolution as set out at Item No. 1 respectively of this Notice.

17. Listing:

The Company will make an application to National Stock Exchange of India Limited, at which the existing Equity Shares are presently listed, for seeking in-principle approval for issuance of the Equity Shares.

The Equity Shares shall be listed at National Stock Exchange of India Limited.
Such Equity Shares, once allotted, shall rank pari-passu with the then existing Equity Shares of the Company, in all respects, including voting rights and dividend.

18. Monitoring Agency:

As the Issue size is more than Rs. 100 Crores, Crisil Ratings Limited, a SEBI-registered Credit Rating Agency has been appointed as the Monitoring Agency for monitoring the utilization of Issue Proceeds.

19. Principal terms of assets charged as securities: Not applicable.

20. SEBI Takeover code:

In accordance with the provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Proposed Allottee would not be under obligation to give an open offer to the public.

21. Other disclosures:

(i) Neither the Company nor its directors or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the ICDR Regulations. None of its Directors or Promoters is a fugitive economic offender as defined under the ICDR Regulations.
(ii) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI (ICDR) Regulations.
(iii) The Equity Shares shall be allotted in accordance with the provisions of the memorandum of association and Articles of Association of the Company and shall be made in dematerialized form to the proposed allottees.
(iv) Pursuant to Section 62(1)(c) of the Companies Act, 2013, further equity shares may be issued to persons other than the existing members of the Company as specified in Section 62(1)(a) of the Companies Act, 2013, provided that the members of the Company approve the issue of such equity shares by means of a special resolution. In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after the approval of its shareholders by way of a special resolution. Further in terms of Regulation 160(b) of SEBI ICDR Regulations, a special resolution needs to be passed by shareholders of a listed company prior to issue of specified securities on preferential basis. Accordingly, in terms of the Companies Act 2013 and the ICDR, consent of the Members is being sought by way of a Special Resolution for the Preferential Issue.
(v) The Company has no outstanding dues to SEBI, the Stock Exchange or the depositories.
(vi) The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees.
(vii) The proposed allottees have not sold or transferred any Equity Shares of the Company during the 90 trading days preceding the relevant date.
(viii) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the Listing Agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by SEBI thereunder.
(ix) Issue of the Equity Shares shall be within the Authorized Share Capital of the Company.
(x) The proposed preferential issue is not being made to anybody corporate incorporated in, or a national of, a country which shares a land border with India.
(xi) 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. If the amount payable on account of the re computation of price is not paid within the time stipulated in these regulations, the

specified securities shall continue to be locked in till the time such amount is paid by the allottees.

(xii) The raising of capital pursuant to the proposed resolution is subject to force majeure circumstances and conditions conducive capital market environment.

The Board believes that the proposed issue of Equity Shares is in the best interest of the Company and its Members and therefore, recommends the resolution set out at Item No. 1 to the Members for their approval as Special Resolution.

As required by Section 102(3) of the Companies Act, 2013, the documents with regard to the preferential issue shall be available for inspection at the Registered Office of the Company during business hours from 10:00 a.m. to 5:00 p.m. on all working days upto the day of the Extra Ordinary General Meeting.

None of the Directors / Key Managerial Personnel(s) of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1, except to the extent of their shareholding interest, if any, in the Company.

Item No 2

Amendment of Object Clause of the Memorandum of Association of the Company

The Board of Directors, in its meeting held on 29.07.2026, has approved the proposal for amendment in the Object Clause of the Memorandum of Association (MOA) of the Company, to align the business activities with future plans and diversification which can be conveniently and advantageously combined with existing business of the Company and since the existing Object Clause of the Company does not specifically cover the aforesaid activities the approval of the Members is sought by way of a Special Resolution for amendment of the Memorandum of Association.

The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on 10.00 a.m. and 5.00 p.m. on all working days upto the day of the Extra Ordinary General Meeting.

For the proposed aforesaid amendments in the Memorandum of Association, the approval of members is required by way of Special Resolution. Hence, the Board recommends the Special Resolution as set out at Item No. 2 of the Notice for your approval.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

Dated: 29/07/2026
Place: Bhilwara

By Order of the Board of Directors
For Madhya Bharat Agro Products Limited

Sd/-
(Pallavi Sukhwal)
Company Secretary & Compliance Officer