

To,

BSE Limited

Corporate Relations Department

P. J. Towers, Dalal Street, Fort

Mumbai – 400 001

**Date: October 7, 2026****Scrip Code: 522004**

Dear Sir / Ma'am,

SUBJECT: OUTCOME OF THE BOARD OF DIRECTORS MEETING UNDER REGULATION 30 OF THE SEBI (LODR) REGULATIONS, 2015

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we wish to inform you that the Board of Directors of the Company, at its meeting held on October 7, 2026, has, inter alia, considered and approved the following business:

1. Approved the appointment of CA Harsh Chandrakant Ruparelia, Registered Valuer (IBBI Registration No. IBBI/RV/05/2019/11106), for the purpose of the valuation report to be issued by the registered valuer in connection with the aforesaid preferential issue of equity shares.
2. Approved the preferential issue of up to 13,21,585 equity shares of the Company of face value of Rs. 5/- each, towards conversion of the unsecured loan to the extent of Rs. 15,00,00,000/- (Rupees Fifteen Crore only) (principal amount) extended by Mr. Nirmal Bhogilal, Promoter and Chairman of the Company, at an issue price of Rs. 113.50/- per equity share (being higher than the independently determined fair value of Rs. 90.31 per equity share, as indicated in the valuation report of the registered valuer), being not lower than the floor price determined as per Regulation 164 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), in accordance with

Sections 42 and 62(1)(c) of the Companies Act, 2013 and the rules made thereunder, subject to the approval of the members in the General Meeting and such other statutory and regulatory approvals as may be necessary and applicable

Further, the details as required under Regulation 30 of the Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2024/0155 dated November 11, 2024 (read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023), with respect to the preferential allotment, are enclosed as Annexure A.

- 3(a).** Approved, pursuant to Section 48 read with Section 55 of the Companies Act, 2013, the variation of the terms of 6,92,480 1% Redeemable Non-Cumulative Preference Shares of Rs. 100/- each held by Mr. Nirmal Bhogilal, Promoter and Chairman of the Company (currently carrying a preferential dividend of 1% per annum), so as to render the said preference shares compulsorily convertible into equity shares of the Company on demand, subject to the consent of the preference shareholders of the affected class (by way of special resolution / three-fourths consent of the class), the approval of the equity shareholders by way of special resolution, and such other statutory and regulatory approvals as may be necessary and applicable.
- 3(b).** Approved the preferential issue of up to 6,10,114 equity shares of the Company of face value of Rs. 5/- each, for consideration other than cash, to Mr. Nirmal Bhogilal, Promoter and Chairman of the Company, upon conversion of the aforesaid 6,92,480 preference shares having face value of Rs 100/- per share (upon variation of their terms), at an issue price of Rs. 113.50/- per equity share (being higher than the independently determined fair value of Rs. 90.31 per equity share, as indicated in the valuation report of the registered valuer), being not lower than the floor price determined as per Regulation 164 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), subject to the approval of the members in the General Meeting and such other statutory and regulatory approvals as may be necessary and applicable. The said preference shares shall, upon variation of their terms, be compulsorily convertible into equity shares of the Company on demand, and shall be converted into equity shares upon such demand being made and exercised.

Further, the details as required under Regulation 30 of the Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2024/0155 dated November 11, 2024 (read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023), with respect to the preferential allotment, are enclosed as Annexure B.

Katalyst Advisors acted as transaction and implementation Advisors



4. Subject to approval of the shareholders of the Company and based on the recommendation of the Nomination and Remuneration Committee, the appointment of Mr. Shankaran Rajaram Vignesh (DIN: 02803903) as an Additional Director designated as a Non-Executive Independent Director on the Board of Directors of the Company for a term of five (5) years with effect from 7th October, 2026, not liable to retire by rotation (profile of Mr. Shankaran Rajaram Vignesh is annexed in Annexure C)

In accordance with the circular dated 20th June, 2018 issued by the Stock Exchanges, we confirm that Mr. Shankaran Rajaram Vignesh is not debarred from holding the office of director by virtue of any order passed by SEBI or any other such authority. Further, he is not related to any Director of the Company and satisfies the criteria of independence as prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

5. Allotment of 13,333 shares of face value of Rs. 5/- each at an exercise price of Rs. 45/- each and allotment of 16,666 shares of face value of Rs. 5/- each at an exercise price of Rs. 55/- each pursuant to the exercise of options by eligible employees under "EMPLOYEE STOCK OPTION PLAN" Scheme of the Company. The equity shares so allotted under the ESOP scheme shall rank pari passu with the existing equity shares.

Post allotment of ESOP, the issued and paid-up equity share capital of the Company stands increased from Rs. 23,61,34,200 comprising of 4,72,26,840 shares of Rs. 5/- each fully paid up to Rs. 23,62,84,195 comprising of 4,72,56,839 equity shares of Rs. 5/- each fully paid up.

The Meeting commenced at 3:00 P.M. (IST) and concluded at 4:35 P.M. (IST).

This is for your information and record.

Thanking you,

Yours faithfully,

For Batliboi Limited

POOJA
ROHIT
SAWANT

Digitally signed
by POOJA
ROHIT SAWANT
Date: 2026.10.07
16:39:53 +05'30'

Pooja Sawant
Company Secretary

Encl: As above

Annexure A

ISSUANCE OF SECURITIES – PREFERENTIAL ALLOTMENT (CONVERSION OF PROMOTER LOAN)

Sr. No.	Particulars	Disclosure
a)	Type of securities proposed to be issued (viz. equity shares, convertibles, etc.)	Equity shares of face value of Rs. 5/- each, to be issued and allotted for consideration other than cash upon conversion of the promoter loan referred to at (c) below.
b)	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment, etc.)	Preferential allotment (for consideration other than cash), in accordance with Sections 42 and 62(1)(c) of the Companies Act, 2013 and the rules made thereunder, read with Chapter V of the SEBI (ICDR) Regulations, 2018.
c)	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to 13,21,585 equity shares of face value Rs. 5/- each, to be allotted to Mr. Nirmal Bhogilal, Promoter and Chairman, pursuant to conversion of the outstanding unsecured loan of Rs. 15,00,00,000/- (principal), at a price of Rs. 113.50 per equity share (being higher than the independently determined fair value of Rs. 90.31 per equity share, as indicated in the valuation report of the registered valuer) (determined in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018), aggregating to approximately Rs. 15,00,00,000/-.
d)	In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):	Please refer to (i) to (iii) below.
	(i) Names of the investors	Mr. Nirmal Bhogilal (Promoter and Chairman of the Company).
	(ii) Post allotment of securities – outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors	Subject to the approval of the shareholders of the Company and other applicable approvals: Outcome of subscription: proposed to be allotted to Mr. Nirmal Bhogilal (Promoter and Chairman). Issue price: Rs. 113.50 per equity share (face value Rs. 5/- each), determined on the basis of the report of a registered valuer and in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018. Number of investors: 1 (one).



	(iii) In case of convertibles – intimation on conversion of securities or on lapse of the tenure of the instrument	Not applicable – the unsecured loan of Rs. 15,00,00,000/- (principal) will be converted and allotted directly as equity shares of the Company.
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Annexure B

ISSUANCE OF SECURITIES – PREFERENTIAL ALLOTMENT (CONVERSION OF PREFERENCE SHARES)

Sr. No.	Particulars	Disclosure
a)	Type of securities proposed to be issued (viz. equity shares, convertibles, etc.)	Equity shares of face value of Rs. 5/- each, to be issued and allotted for consideration other than cash upon conversion of the preference shares referred to at (c) below (such preference shares, upon variation of their terms, being compulsorily convertible into equity shares on demand).
b)	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment, etc.)	Preferential allotment (for consideration other than cash), pursuant to the variation and conversion of preference shares under Section 48 read with Section 55 of the Companies Act, 2013, read with Chapter V of the SEBI (ICDR) Regulations, 2018.
c)	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to 6,10,114 equity shares of face value Rs. 5/- each, to be allotted to Mr. Nirmal Bhogilal, Promoter and Chairman, upon conversion of 6,92,480 Redeemable Non-Cumulative Preference Shares of Rs. 100/- each (upon variation of their terms so as to render them compulsorily convertible on demand), at a price of Rs. 113.50 per equity share (being higher than the independently determined fair value of Rs. 90.31 per equity share, as indicated in the valuation report of the registered valuer) (determined in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018), aggregating to approximately Rs. 6,92,48,000/-.
d)	In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):	Please refer to (i) to (iii) below.
	(i) Names of the investors	Mr. Nirmal Bhogilal (Promoter and Chairman of the Company).
	(ii) Post allotment of securities – outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors	Subject to the approval of the shareholders of the Company and other applicable approvals:

		Outcome of subscription: proposed to be allotted to Mr. Nirmal Bhogilal (Promoter and Chairman). Issue price: Rs. 113.50 per equity share (being higher than the independently determined fair value of Rs. 90.31 per equity share, as indicated in the valuation report of the registered valuer) (face value Rs. 5/- each), determined on the basis of the report of a registered valuer and in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018. Number of investors: 1 (one).
	(iii) In case of convertibles – intimation on conversion of securities or on lapse of the tenure of the instrument	The 6,92,480 preference shares, upon variation of their terms, will be compulsorily convertible into equity shares of the Company on demand, and will be converted into equity shares upon such demand being made and exercised; the requisite intimation on allotment of the resultant equity shares will be filed with the stock exchange.

Annexure C

Details pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated 13th July, 2023:

The details of Mr. Shankaran Rajaram Vignesh (DIN: 02803903) are as under:

Details of events that needs to be provided	Information of such event
Reason for change viz. appoinhment, resignation, removal, death or otherwise;	Appointment
Date of appointment	Effective from 7 th October, 2026
Term of Appointment	Appointed as an Additional Director designated as a Non-Executive Independent Director on the Board of Directors of the Company, for a term of five (5) years with effect from 7 th October, 2026, not liable to retire by rotation.
Brief Profile	Mr. Vignesh Shankar has over two decades of experience in industrial manufacturing. At Stanley Black & Decker he was involved in the strategy, sales and operations of the industrial business across Asia, and ran Stanley Engineered Fastening India as Managing Director. Since 2021 he has invested in Indian manufacturing as Founder and Managing Partner of a99.
Disclosure of relationships between directors	Mr. Shankaran Rajaram Vignesh is not related to any of the Directors of the Company.