Date: November 20, 2026

To,
The Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

Scrip Code: 526125 **Symbol: INE00HZ01029**

Subject: Disclosure under Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") – Notice of Postal Ballot

Dear Sir / Madam,

Pursuant to the provisions of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Master Circular No. HO/49/l 4/ l 4(7)2025- CFD-POD2/l/3762/2026 dated January 30, 2026, please find enclosed a copy of the Postal Ballot Notice dated November 15, 2026 ("Postal Ballot Notice)", is being dispatched on Friday, November 20, 2026, to the members of BN Agrochem Limited (Formerly BN Holdings Limited) ("the Company").

The Postal Ballot Notice seeks approval of the members of the Company through postal ballot only by way of voting through electronic means ("remote e-voting") for the following businesses:

Item No.	Description of Business / Resolution	Type of Resolution
1.	Approval of Material Related Party Transaction(s) for Availing Unsecured Loan(s) up to INR 500.00 Crore from AAG Capital Holdings Private Limited (Formerly known as Growth Harvest Industries Private Limited).	Ordinary Resolution (Reg. 23(4) of SEBI LODR)
2.	Approval of Material Related Party Transaction(s) for Advancing Inter-Corporate Loans/Investments/Guarantee each transaction up to an Aggregate Limit of INR 750.00 Crores with each related party i.e, B.N. Agritech Limited, Salasar Balaji Overseas Private Limited, and A1 Agri Global Limited.	Ordinary Resolution (Reg. 23(4) of SEBI LODR)
3.	Approval for Advancing Inter-Corporate Loan(s) / Financial Assistance up to an Aggregate Limit of INR 750.00 Crore to B.N. Agritech Limited, Salasar Balaji Overseas Private Limited, and A1 Agri Global Limited under Section 185(2) of the Companies Act, 2013.	Special Resolution (Section 185(2) of the Act)

The Explanatory Statement setting out the material facts and reasons concerning the proposed resolutions, along with the instructions for remote e-voting, forms part of the Postal Ballot Notice.

BN AGROCHEM LIMITED
(FORMERLY BN HOLDINGS LIMITED)
REGD. OFFICE: 217, Adani Inspire-BKC, G Block, BKC Main Road, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051
CIN: L15315MH1991PLC326590
T: +91 22 69123200 | **E:** contact@bnagrochem.com | **W:** www.bnagrochem.com

Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013 ("Act"), read with the rules made thereunder, and in compliance with the applicable circulars issued by the Ministry of Corporate Affairs ("MCA"), the Postal Ballot Notice, along with the Explanatory Statement, inter alia, indicating the process and manner of voting through electronic means ("remote e-voting"), has been sent only through electronic mode to all those members whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company, its Registrar and Share Transfer Agent, viz., Bigshare Services Private Limited ("Bigshare"), and/or National Securities Depository Limited ("NSDL") as on Friday, November 13, 2026 ("Cut-off Date"), and whose e-mail addresses are registered with the Company/Bigshare/NSDL.

In accordance with the applicable MCA circulars, the physical copy of the Postal Ballot Notice, postal ballot form and pre-paid business reply envelope have not been sent to the members. Accordingly, the members are required to communicate their assent or dissent through the remote e-voting system only.

The schedule of events for the postal ballot is as given below:

Cut-off date for eligibility to vote	Friday, November 13, 2026
Commencement of remote e-voting period	Saturday, November 21, 2026 from 09:00 A.M. (IST)
Conclusion of remote e-voting period	Sunday, December 20, 2026 till 05:00 P.M. (IST)
Date of declaration of results	On or before Tuesday, December 22, 2026

The remote e-voting facility will be disabled by NSDL immediately after 05:00 P.M. (IST) on Sunday, December 20, 2026 and will not be available thereafter.

The Postal Ballot Notice will also be made available on the website of the Company at: https://bnagrochem.com/public/upload/postal_ballott_details/1078254982.pdf

We requested you to kindly take the same on records.

Thanking You
For BN AGROCHEM LIMITED

Reetika Mahendra
Digitally signed by Reetika Mahendra
Date: 2026.11.20 17:12:19 +05'30'

REETIKA MAHENDRA
Company Secretary and Compliance Officer
[M.NO: ACS48493]

Encl.: As stated above

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Sections 108, 110, and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and applicable General Circulars issued by the Ministry of Corporate Affairs ('MCA') and Securities and Exchange Board of India ('SEBI'), that the resolutions appended below are proposed to be passed by the Members of BN Agrochem Limited ('the Company') through Postal Ballot by way of remote electronic voting ('remote e-voting') only.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Registrar and Share Transfer Agent ('RTA') / Depositories as on the Cut-off Date, i.e., Friday, November 13, 2026. Accordingly, physical copies of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelopes are not being sent to the Members for this Postal Ballot. Members are required to communicate their assent or dissent through the remote e-voting system only.

The Explanatory Statement pursuant to Section 102(1) and Section 110 of the Act read with the SEBI Industry Standards on Related Party Transactions, setting out all material facts and reasons for the proposed resolutions, is annexed hereto and forms part of this Notice.

The Board of Directors of the Company, at its meeting held on Sunday, November 15, 2026, has appointed M/s Mehta & Mehta, Practicing Company Secretaries), through its Partner, Ms. Nayan Handa having COP No.: 16868, as the Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner. The Company has engaged the services of National Securities Depository Limited ('NSDL') as the agency to provide the remote e-voting facility.

The remote e-voting period commences on Saturday, November 21, 2026 at 9:00 A.M. (IST) and ends on Sunday, December 20, 2026 at 5:00 P.M. (IST). Members are requested to carefully read the instructions printed in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-voting facility provided by NSDL before 5:00 P.M. (IST) on Sunday, December 20, 2026. Remote e-voting will be disabled by NSDL immediately thereafter.

Upon completion of scrutiny, the Scrutinizer will submit their report to the Chairman or any other person authorized by him in writing. The results of the Postal Ballot will be declared on or before Tuesday, December 22, 2026, and will be communicated to BSE Limited ('BSE') at www.bseindia.com displayed on the Company's website at www.bnagrochem.com and on the website of NSDL at www.evoting.nsdl.com. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the date of declaration of results, i.e., on or before Tuesday, December 22, 2026.

SPECIAL BUSINESS:

Item No. 1: Approval of Material Related Party Transaction(s) for Availing Unsecured Loan(s) up to INR 500.00 Crore from AAG Capital Holdings Private Limited (Formerly known as Growth Harvest Industries Private Limited)

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), applicable provisions of the Companies Act, 2013 ('the Act') read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions, and based on the recommendation and approval of the Audit Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to borrow/avail plain vanilla unsecured loan(s) in one or more tranches, from time to time, from AAG Capital Holdings Private Limited ('AAG Capital'), a Related Party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI LODR Regulations, up to an aggregate principal amount not exceeding INR 500,00,00,000/- (Rupees Five Hundred Crore Only) (inclusive of the initial tranche of INR 15.00 Crore already availed by the Company and ratified by the Audit Committee and the said borrowed amount is within the overall borrowing limit of INR 1,500.00 Crore approved by the Members vide resolution dated September 23, 2024 under Section 180(1)(c) of the Act), carrying interest at 12.00% per annum (with NIL upfront/processing charges) for a tenure of up to 1 (one) year from the date of disbursement of each tranche, with an unconditional option of early prepayment by the Company without any prepayment charges/penalty, on an arm's length basis and in the ordinary course of business, on such terms and conditions as detailed in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'the Board', which term shall be deemed to include the Audit Committee or any other Committee constituted/empowered by the Board) be and is hereby authorized to finalize, vary, or modify the terms and conditions within the aforesaid approved limit, execute all necessary agreements, deeds, documents, and writings, and do all such acts, deeds, matters, and things as may be deemed necessary, proper, or expedient to give effect to this resolution."

Item No. 2: Approval of Material Related Party Transaction(s) for Advancing Inter-Corporate Loans/Investments/Guarantee each transaction up to an Aggregate Limit of INR 750.00 Crores with each related party i.e, B.N. Agritech Limited, Salasar Balaji Overseas Private Limited, and A1 Agri Global Limited

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations'), applicable provisions of the Companies Act, 2013 ('the Act') read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions, and based on the recommendation and approval of the

Audit Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to advance unsecured inter-corporate Loans/Investments/Guarantee each transaction in one or more tranches, from time with B.N. Agritech Limited, Salasar Balaji Overseas Private Limited, and A1 Agri Global Limited, related parties within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI LODR Regulations, up to an aggregate maximum limit not exceeding INR 750,00,00,000/- (Rupees Seven Hundred Fifty Crore Only) across the said entities (inclusive of INR 15.00 Crore already advanced by the Company B.N. Agritech Limited and ratified by the Audit Committee in its meeting held on November 15, 2026), carrying interest at 12.50% per annum for a tenure of up to 1 (one) year from the date of disbursement of each tranche, on an arm's length basis and in the ordinary course of business, on such terms and conditions as detailed in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'the Board', which term shall be deemed to include the Audit Committee or any other Committee constituted/empowered by the Board) be and is hereby authorized to finalize, vary, or modify the terms and conditions within the aforesaid approved limit, execute all necessary loan agreements, deeds, documents, and writings, and do all such acts, deeds, matters, and things as may be deemed necessary, proper, or expedient to give effect to this resolution."

Item No. 3: Approval for Advancing Inter-Corporate Loan(s) / Financial Assistance up to an Aggregate Limit of INR 750.00 Crore to B.N. Agritech Limited, Salasar Balaji Overseas Private Limited, and A1 Agri Global Limited under Section 185(2) of the Companies Act, 2013

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 185(2), Section 186, and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, and based on the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to advance unsecured inter-corporate loan(s) and/or provide financial assistance in one or more tranches, from time to time, to B.N. Agritech Limited, Salasar Balaji Overseas Private Limited, and A1 Agri Global Limited (being entities in which Directors and Promoters of the Company are interested within the meaning of Section 185(2) of the Act), up to an aggregate maximum limit not exceeding INR 750,00,00,000/- (Rupees Seven Hundred Fifty Crore Only) across the said entities, carrying interest at 12.50% per annum for transaction with each entity (being not lower than the prevailing yield of Government Securities closest to the loan tenure as prescribed under Section 186(7) of the Act) for a tenure of up to 1 (one) year from each tranche disbursement, subject to the strict condition that the funds so advanced shall be utilized by the respective borrowing entities exclusively for their principal business activities, working capital requirements, and general corporate purposes in the ordinary course of business, and shall not be utilized, directly or indirectly, for any capital market investments, speculative activities, or onward lending/re-routing back to any Promoter or Promoter Group entity.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'the Board', which term shall be deemed to include any Committee thereof) be and is hereby authorized to negotiate, finalize, and execute all necessary agreements, deeds, undertakings, and writings,

determine the tranche-wise disbursements, and do all such acts, deeds, matters, and things as may be deemed necessary, proper, or expedient to give effect to this resolution."

By Order of the Board of Directors
For BN Agrochem Limited

Sd/-
Reetika Mahendra
Company Secretary & Compliance Officer
Membership No.: ACS48493

Date: November 15, 2026
Place: Mumbai

NOTES AND INSTRUCTIONS FOR REMOTE E-VOTING:

1. The Explanatory Statement pursuant to Section 102(1) and Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the SEBI Industry Standards on Related Party Transactions, setting out all material facts concerning the resolutions at Item Nos. 1, 2, and 3, is annexed hereto.

2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Depositories (NSDL and CDSL) as on Friday, November 13, 2026 ('Cut-off Date') and whose email addresses are registered with the Company / RTA / Depositories. A person who is not a Member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only.

3. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date, i.e., Friday, November 13, 2026.

4. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.

5. All documents referred to in this Postal Ballot Notice and the Explanatory Statement are open for inspection electronically without any fee by the Members from the date of circulation of this Notice up to the closure of the remote e-voting period (December 20, 2026). Members seeking inspection may send an email to corporate@bnagrochem.com mentioning their Name, DP ID & Client ID / Folio No., and PAN.

6. In compliance with Regulation 23(4) and Regulation 23(7) of the SEBI LODR Regulations, no Related Party shall vote to approve the resolutions set out at Item Nos. 1 and 2, whether the entity is a related party to the particular transaction or not.

7. Remote E-Voting Procedure (NSDL): The remote e-voting period begins on Saturday, November 21, 2026 at 9:00 A.M. (IST) and ends on Sunday, December 20, 2026 at 5:00 P.M. (IST). During this period, Members holding shares either in physical form or in dematerialized form as on the Cut-off Date may cast their votes electronically via NSDL's e-voting platform at www.evoting.nsdl.com

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	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. 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. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

	NSDL Mobile App is available on App Store Google Play  
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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

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 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the 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 nayan@mehta-mehta.in 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 at 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Assistant Vice-President, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022- 48867000.

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 corporate@bnagrochem.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 corporate@bnagrochem.com.If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH SEBI INDUSTRY STANDARDS ON RELATED PARTY TRANSACTIONS

Item No. 1: Approval of Material Related Party Transaction(s) for Availing Unsecured Loan(s) up to INR 500.00 Crore from AAG Capital Holdings Private Limited (Formerly known as Growth Harvest Industries Private Limited)

1. Background and Business Rationale:

To support the expanding business operations, working capital requirements, general corporate purposes, investment in allied businesses, and advancing inter-corporate loans to allied group concerns in compliance with Section 186 of the Companies Act, 2013 ('the Act'), BN Agrochem Limited ('the Company') requires flexible and timely debt funding without encumbering its operational assets. Accordingly, the Company proposes to avail plain vanilla unsecured loan(s) in one or more tranches from AAG Capital Holdings Private Limited ('AAG Capital'), a Promoter-Group Related Party, up to an aggregate principal amount not exceeding INR500.00 Crore at an interest rate of 12.00% per annum (with NIL upfront or processing charges). The proposed borrowing falls well within the overall borrowing ceiling of INR 1,500.00 Crore already approved by the Members under Section 180(1)(c) of the Act vide resolution dated September 23, 2024.

2. Ratification of Initial Tranche of INR 15.00 Crore & Regulatory Materiality Threshold:

Due to urgent working capital and operational deployment requirements, the Company availed an initial unsecured loan tranche of INR 15.00 Crore from AAG Capital on the exact same arm's length terms (unsecured, carrying interest at 12.00% per annum with NIL processing charges). In the meeting held on November 15, 2026, the Independent Directors of the Audit Committee reviewed the transaction along with independent arm's length interest rate benchmarking quotes and the CEO/CFO Certificate, thereafter ratified the said transaction of INR 15.00 Crore tranche under Section 177(4)(iv) of the Act and Regulation 23(2)(f) of the SEBI LODR Regulations (to be subsumed as Tranche-1 within the overall INR 500.00 Crore facility).

Pursuant to Regulation 23(1) and Regulation 23(4) of the SEBI LODR Regulations, a transaction with a related party is considered 'Material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds INR 1,000 Crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements, whichever is lower. Based on the audited consolidated financial statements of the Company for FY 2025-26, the annual consolidated turnover is INR 873.6589 Crore (INR 87,365.89 Lakhs), and 10% thereof is INR 87.36589 Crore. Since the proposed aggregate limit of INR 500.00 Crore exceeds INR 87.36589 Crore, prior approval of the Members by way of an Ordinary Resolution is required. Pending receipt of Members' approval, cumulative transactions with AAG Capital during FY 2026-27 (including the ratified INR 15.00 Crore tranche, any subsequent tranches, and accrued interest) are strictly restricted below INR 87.36589 Crore.

3. Minimum Information Pursuant to SEBI Industry Standards on Related Party Transactions (Part A & Part B(5)):

A (1): Basic details of the related party		
Name of the related party	AAG Capital Holdings Private Limited (Formerly known as Growth Harvest Industries Private Limited)	
Country of incorporation of the related parties	India	
Nature of business of the related party	Trading, processing and dealing in agricultural products and allied business including holding of interest who are engaged in similar business.	
A (2): Relationship and ownership of the related party		
Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	NIL	
Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NIL	
Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NIL	
A (3): Details of previous transactions with the related party		
Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	AAG Capital Holdings Private Limited (Formerly known as Growth Harvest Industries Private Limited)	NIL
Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial	AAG Capital Holdings Private Limited	INR 15.00 Crore unsecured loan availed (ratified by the Audit Committee on November 15, 2026 and subsumed as

year up to the quarter immediately preceding the quarter in which the approval is sought.	(Formerly known as Growth Harvest Industries Private Limited)	Tranche-1 within this INR 500.00 Crore facility).
Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NIL	
A (4): Amount of the proposed transaction(s)		
Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Up to INR 500.00 Crore (Rupees Five Hundred Crore Only) in one or more tranches (inclusive of INR 15.00 Crore already availed)	
Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	
Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	57.23%	
Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).	Not Applicable	
Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Approximately 57.23% of the Company's audited consolidated turnover of INR 873.6589 Crore for FY 2025-26.	

Financial performance of the related party for the immediately preceding financial year: (*INR in Lakhs*)

Particulars	AAG Capital Holdings Private Limited

	(FY 2025-26)
Turnover	2327.47
Profit After Tax	34.82
Net worth	125.41

A (5): Basic details of the proposed transaction	
Specific type of the proposed transaction	To avail plain vanilla unsecured loan(s) in one or more tranches from AAG Capital Holdings Private Limited ('AAG Capital'), a Promoter-Group Related Party, up to an aggregate principal amount not exceeding INR 500.00 Crore at an interest rate of 12.00% per annum (with NIL upfront or processing charges).
Details of each type of the proposed transaction	As stated Above
Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 Year
Whether omnibus approval is being sought?	No
Value of the proposed transaction for each party during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Up to INR 500.00 Crore (Rupees Five Hundred Crore Only) in one or more tranches (inclusive of INR 15.00 Crore already availed) Not Applicable (Approval is being sought for an aggregate limit up to INR 500.00 Crore to be availed in one or more tranches during FY 2026–27, with each tranche having a tenure of up to 1 year from disbursement).
Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	To meet the Company's expanding business operations, working capital requirements, general corporate purposes, and allied business funding requirements in a timely and cost-effective manner. Availing this plain vanilla unsecured loan facility from AAG Capital Holdings Private Limited provides immediate liquidity without requiring any collateral/security creation on the Company's assets, entails NIL upfront or processing fees, carries a competitive interest rate of 12.00% per

<table>
<tr><td></td><td>annum, and grants an unconditional option of prepayment without any penalty—thereby offering high operational flexibility and serving the commercial interest of the Company.</td></tr>
<tr><td colspan="2">Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly:
<table><tr><td>Name of the director / KMP</td><td colspan="2">Mr. Anubhav Agarwal and Mr. Chintan Ajaykumar Shah</td></tr><tr><td></td><td>AAG Capital Holdings Private Limited (Formerly known as Growth Harvest Industries Private Limited)</td><td>Mr. Anubhav Agarwal, Promoter of AAG Capital Holdings Private Limited holding 99.99 %.
Mr. Chintan Ajaykumar Shah, Director of AAG Capital Holdings Private Limited holding Nil Shares.</td></tr></table></td></tr>
<tr><td>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</td><td>Not Applicable</td></tr>
<tr><td>Other information relevant for decision making.</td><td>All information as stated above</td></tr>
</table>

B (5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Material covenants of the proposed transaction	• Nature: Plain vanilla unsecured loan facility in one or more tranches (completely unsecured; no charge on Company's assets). • Prepayment: Unconditional right of early prepayment at any time at the option of the Company without any prepayment charges/ penalty. • Conversion: Strictly plain vanilla unsecured loan without any attached equity conversion rights. (If ever converted in future by mutual consent, the Company shall strictly comply with Preferential Issue norms under Section 62(1)(c) of the Act and SEBI ICDR Regulations).
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	12.00% per annum (interest payable annually)

3.	Cost of borrowing *Note: This shall include all costs associated with the borrowing*	• Upfront / Processing Fees: NIL. • Total Effective Cost of Borrowing: Shall not exceed 12.00% per annum.
4.	Maturity / due date	Up to 12 months from the respective date of disbursement of each tranche.
5.	Repayment schedule & terms	As per the agreements between the parties
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	Not Applicable
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	Business operations, working capital requirements, general corporate purposes, investment in allied businesses, and advancing inter-corporate loans to allied concerns in compliance with Section 186 of the Act.

Minimum Information to be provided to the shareholders for approval of Material RPTs:

(1) The explanatory statement contained in the notice to the shareholders for seeking their approval for an RPT shall provide the minimum information so as to enable the shareholders to take a view whether the terms and conditions of the RPT are favorable to the listed entity: Information as mentioned above.

(2) The notice to the shareholders seeking approval for any material RPT shall, in addition to the requirements under the Companies Act, 2013, include the following information as a part of the explanatory statement:

(a) Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable: Information placed before Audit Committee in its meeting held on November 15, 2026 is provided for Shareholder approval.

(b) Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT: As specified above in explanatory statement.

(c) Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards: Reviewed by the Audit Committee in its meeting held on November 15, 2026.

(d) Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders

for approval: The proposed transaction has been recommended and approved by the Audit committee and the Board of Directors in its meeting held on November 15, 2026.

(e) Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT: Not Applicable.

(f) The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making: Not Applicable. No commercial secrets or any other information has been redacted by the Audit Committee or the Board of Directors while providing the disclosures in this Explanatory Statement. All material terms and relevant details necessary for the public shareholders to make an informed decision have been fully disclosed herein.

(g) Any other information that may be relevant: Information as mentioned above.

The Board recommends the Ordinary Resolution set out at Item No. 1 of this Notice for approval of the Members. Mr. Anubhav Agarwal, Chairman & Director and Mr. Chintan Ajaykumar Shah, Whole-time Director & CEO along with their relatives, are deemed to be interested in this resolution. None of the other Directors, Key Managerial Personnel, or their relatives are concerned or interested, financially or otherwise, in this resolution.

Item No. 2: Approval of Material Related Party Transaction(s) for Advancing Inter-Corporate Loans/Investments/Guarantee each transaction up to an Aggregate Limit of INR 750.00 Crores with each related party i.e, B.N. Agritech Limited, Salasar Balaji Overseas Private Limited, and A1 Agri Global Limited

1. Business Rationale & Purpose of Composite Approval:

B.N. Agritech Limited, Salasar Balaji Overseas Private Limited, and A1 Agri Global Limited ('the Borrowing Entities') are allied group companies who entail o meet their working capital requirements and general corporate purposes in the ordinary course of their principal business activities, the Company proposes to advance unsecured inter-corporate loans/investments/guarantee in one or more tranches up to an aggregate ceiling of INR 750.00 Crores per transaction each entity.

2 Ratification of Initial Tranche of INR 15.00 Crore & Regulatory Materiality Threshold:

Previously, vide resolution dated September 22, 2023, the Members had approved a limit of INR 500.00 Crore under Section 185(2) of the Act (at the AGM held in 2023) and a Material RPT limit of INR 100.00 Crore specifically for B.N. Agritech Limited under Regulation 23(4) of SEBI LODR Regulations on September 23, 2026). The Company out of the available limits has advanced an initial tranche of INR15.00 Crore to B.N. Agritech Limited towards its urgent working capital requirements, which was duly ratified by the Independent Directors of the Audit Committee on November 15, 2026 under Regulation 23(2)(f) of SEBI LODR Regulations.

Pursuant to Regulation 23(1) and Regulation 23(4) of the SEBI LODR Regulations, a transaction with a related party is considered 'Material' if the transaction(s) to be entered into individually or taken

together with previous transactions during a financial year exceeds INR 1,000 Crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements, whichever is lower. Based on the audited consolidated financial statements of the Company for FY 2025-26, the annual consolidated turnover is INR 873.6589 Crore (INR 87,365.89 Lakhs), and 10% thereof is INR 87.36589 Crore.

To enhance the overall ceiling from upto an aggregate sum of INR 750.00 Crore per transaction per entity and to obtain a consolidated Material RPT approval of INR 750.00 Crore across all three entities (B.N. Agritech Limited, Salasar Balaji Overseas Private Limited, and A1 Agri Global Limited), approval of the Members is sought by way of an Ordinary Resolution under Item No. 2 (Regulation 23(4) of SEBI LODR).

3. Minimum Information Pursuant to SEBI Industry Standards on Related Party Transactions (Part A & Part B (2)(3) & (4)):

The following minimum information shall be submitted to the Audit Committee for consideration of all Related Party Transactions to enable an informed assessment and decision-making process

<table>
<tr><td colspan="3">A (1): Basic details of the related party</td></tr>
<tr><td>Name of the related party</td><td colspan="2">B.N. Agritech Limited
Salasar Balaji Overseas Private Limited
A1 Agri Global Limited</td></tr>
<tr><td>Country of incorporation of the related parties</td><td colspan="2">India</td></tr>
<tr><td>Nature of business of the related party</td><td>B.N. Agritech Limited</td><td>Manufacturing, packaging and trading of edible oils</td></tr>
<tr><td></td><td>Salasar Balaji Overseas Private Limited</td><td>Trading in Soya Beans Edible Oil</td></tr>
<tr><td></td><td>A1 Agri Global Limited</td><td>Wholesale trade services of other edible oils.</td></tr>
<tr><td colspan="3">A (2): Relationship and ownership of the related party</td></tr>
<tr><td>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</td><td>B.N. Agritech Limited</td><td rowspan="3">NIL</td></tr>
<tr><td></td><td>Salasar Balaji Overseas Private Limited</td></tr>
<tr><td></td><td>A1 Agri Global Limited</td></tr>
<tr><td></td><td colspan="2"></td></tr>
</table>

Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	B.N. Agritech Limited Salasar Balaji Overseas Private Limited A1 Agri Global Limited	NIL	
Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	B.N. Agritech Limited Salasar Balaji Overseas Private Limited A1 Agri Global Limited	NIL	
A (3): Details of previous transactions with the related party			
Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	B.N. Agritech Limited Salasar Balaji Overseas Private Limited A1 Agri Global Limited	NIL NIL NIL	
Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	B.N. Agritech Limited Salasar Balaji Overseas Private Limited A1 Agri Global Limited	INR 15 Crore NIL NIL	
Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	B.N. Agritech Limited Salasar Balaji Overseas Private Limited A1 Agri Global Limited	NIL	
A (4): Amount of the proposed transaction(s)			
Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	B.N. Agritech Limited Salasar Balaji Overseas Private Limited	Upto INR 750 Crore per transaction per entity to related party.	

	A1 Agri Global Limited		
Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes		
Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	B.N. Agritech Limited Salasar Balaji Overseas Private Limited A1 Agri Global Limited	≈89.60%	
Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).	Not Applicable		
Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	B.N. Agritech Limited Salasar Balaji Overseas Private Limited A1 Agri Global Limited	≈9.27 % ≈60.92 % ≈46.78 %	

Financial performance of the related party for the immediately preceding financial year: (*INR in Lakhs*)

Particulars	B.N. Agritech Limited (FY 2025-26)	Salasar Balaji Overseas Private Limited (FY 2025-26)	A1 Agri Global Limited (FY 2025-26)
Turnover	8,08,699.22	1,23,170.60	1,60,325.57
Profit After Tax	11,103.21	1,779.61	1,091.42
Net worth	66,449.73	10,616.67	6,840.66

A (5): Basic details of the proposed transaction	
Specific type of the proposed transaction	1. Loans and advances (other than trade advances)/ inter-corporate deposits 2. Investments made by the Company by way of acquisition of securities (movable/immovable). 3. Guarantee (including Performance guarantee in the nature of security/contractual commitment) by whatever name called.
Details of each type of the proposed transaction	As stated Above
Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 Year
Whether omnibus approval is being sought?	Yes
Value of the proposed transaction for each party during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Upto INR 750 Crores per transaction each entity Not Applicable
Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	To support the principal business activities, working capital requirements, and general corporate purposes of the Company's allied group entities—namely B.N. Agritech Limited, Salasar Balaji Overseas Private Limited, and A1 Agri Global Limited (which are also Transferor Companies under the ongoing Scheme of Amalgamation with the Company)—in the ordinary course of business. Providing timely financial assistance, inter-corporate loans, investments, or guarantees enables operational synergy, smooth execution, and business growth across the allied group ecosystem. Furthermore, the proposed facility is on an arm's length basis, generates commercial returns for the Company at an interest rate of 12.50% per annum (compliant with Section 186(7) of the Companies Act, 2013), and is safeguarded by strict end-use covenants prohibiting any capital market, speculative, or promoter re-

<table>
<tr><td></td><td colspan="2">routing utilization—thereby protecting and advancing the commercial interest of the Company and its shareholders.</td></tr>
<tr><td colspan="3">Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</td></tr>
<tr><td>Name of the director / KMP</td><td colspan="2">Mr. Anubhav Agarwal, Promoter & Director and Mr. Chintan Ajaykumar Shah, Whole-Time Director & CEO</td></tr>
<tr><td rowspan="3">Shareholding of the director / KMP, whether direct or indirect, in the related party</td><td>B.N. Agritech Limited</td><td>Mr. Anubhav Agarwal – 41.17 %
Mr. Chintan Ajaykumar Shah - Nil</td></tr>
<tr><td>Salasar Balaji Overseas Private Limited</td><td>Mr. Anubhav Agarwal – 82.50%
Mr. Chintan Ajaykumar Shah – Nil</td></tr>
<tr><td>A1 Agri Global Limited</td><td>Mr. Anubhav Agarwal – 80.77 %
Mr. Chintan Ajaykumar Shah – Nil</td></tr>
<tr><td>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</td><td colspan="2">Not Applicable</td></tr>
<tr><td>Other information relevant for decision making.</td><td colspan="2">All information as stated above</td></tr>
</table>

B (2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	**Particulars of the information**	**Information provided by the management**
1.	Source of funds in connection with the proposed transaction. *Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies*	Out of internal accruals and/or borrowed funds / proceeds availed from AAG Capital Holdings Private Limited (a Promoter-Group Related Party, as detailed under Item No. 1 of this Notice) in compliance with the applicable provisions of the Companies Act, 2013.

2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: *Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.*	
	a. Nature of indebtedness	Unsecured Borrowing
	b. Total cost of borrowing	12.00% per annum.
	c. Tenure	1 year
	d. Other details	As mentioned above
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. *Note:* *(1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.* *(2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.*	12.00% per annum
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	At 12.50% per annum (being higher than the prevailing yield of Government Securities closest to the loan tenure as mandated under Section 186(7) of the Act).
5.	Maturity / due date	Up to 1 (one) year from the respective date of disbursement of each tranche.
6.	Repayment schedule & terms	Repayable on demand or at maturity with an option of early prepayment without penalty/charges.
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not Applicable

9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	To be utilized by B.N. Agritech Limited, Salasar Balaji Overseas Private Limited, and A1 Agri Global Limited exclusively for their principal business activities, working capital requirements, and general corporate purposes in the ordinary course of business. The Borrowing Entities are strictly prohibited from utilizing the funds, directly or indirectly, for any capital market investments, speculative activities, or onward lending/re-routing back to any Promoter or Promoter Group entity.

B (3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction. *Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.*	Out of internal accruals and/or borrowed funds / proceeds availed from AAG Capital Holdings Private Limited (a Promoter-Group Related Party, as detailed under Item No. 1 of this Notice) in compliance with the applicable provisions of the Companies Act, 2013.
2.	Where any financial indebtedness is incurred to make investment, specify the following: *Note: This item of disclosure is not applicable to listed banks/ NBFCs /insurance companies/housing finance companies.*	
	a. Nature of indebtedness	Unsecured Borrowing
	b. Total cost of borrowing	12.00% per annum.
	c. Tenure	1 year
	d. Other details	As mentioned above
3.	Purpose for which funds shall be utilized by the investee company.	To be utilized by B.N. Agritech Limited, Salasar Balaji Overseas Private Limited, and A1 Agri Global Limited exclusively for their principal business activities, working capital requirements, and

		general corporate purposes in the ordinary course of business. The Borrowing Entities are strictly prohibited from utilizing the funds, directly or indirectly, for any capital market investments, speculative activities, or onward lending/re-routing back to any Promoter or Promoter Group entity
4.	Material terms of the proposed transaction	The proposed transaction shall be undertaken on an arm's length basis and in the ordinary course of business, subject to approval of shareholders and execution of definitive transaction documents. The amount, tenure, pricing, consideration, rights and obligations of the parties, representations and warranties, termination provisions, and other commercial terms shall be as set out above and shall be in accordance with the transaction documents.

B (4). Disclosure *only* in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.

S. No.	**Particulars of the information**	**Information provided by the management**
1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	The proposed guarantee/surety/indemnity/comfort letter is intended to facilitate the business operations, financing requirements, working capital requirements, capital expenditure, expansion plans and/or other general corporate purposes of the related party/entity. The transaction is proposed to support the business objectives of the recipient entity and is expected to be in the interest of the Company and its stakeholders.
	(b) Whether it will create a legally binding obligation on listed entity?	Yes, subject to the terms and conditions contained in the definitive transaction documents and

		applicable laws.
2.	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	The material terms, including the amount, tenure, scope of obligation, commission (if any), rights and obligations of the parties, events of default and recovery mechanisms, shall be governed by the definitive transaction documents. The listed entity may receive such commission or consideration as may be agreed between the parties. In the event of invocation, the listed entity shall be entitled to exercise all contractual and legal remedies available for recovery from the beneficiary/principal obligor in accordance with the transaction documents and applicable law.
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The aggregate obligation under the proposed guarantee/surety/ indemnity/comfort letter shall not exceed the limits approved by the shareholders and/or the Board, as applicable. Any accounting provision required to be made in the books of account shall be recognized in accordance with applicable accounting standards and regulatory requirements based on the facts and circumstances existing at the relevant time.

Minimum Information to be provided to the shareholders for approval of Material RPTs:

(1) The explanatory statement contained in the notice to the shareholders for seeking their approval for an RPT shall provide the minimum information so as to enable the shareholders to take a view whether the terms and conditions of the RPT are favorable to the listed entity: Information as mentioned above.

(2) The notice to the shareholders seeking approval for any material RPT shall, in addition to the requirements under the Companies Act, 2013, include the following information as a part of the explanatory statement:

(a) Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable: Information placed before Audit Committee in its meeting held on November 15, 2026 is provided for Shareholder approval.

(b) Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT: As specified above in explanatory statement.

(c) Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards: Reviewed by the Audit Committee in its meeting held on November 15, 2026.

(d) Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval: The proposed transaction has been recommended and approved by the Audit committee and the Board of Directors in its meeting held on November 15, 2026.

(e) Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT: Not Applicable.

(f) The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making: Not Applicable. No commercial secrets or any other information has been redacted by the Audit Committee or the Board of Directors while providing the disclosures in this Explanatory Statement. All material terms and relevant details necessary for the public shareholders to make an informed decision have been fully disclosed herein.

(g) Any other information that may be relevant: Information as mentioned above.

The Board recommends the Ordinary Resolution set out at Item No. 2 of this Notice for approval of the Members. Mr. Anubhav Agarwal, Chairman & Director and Mr. Chintan Ajaykumar Shah, Whole-time Director & CEO along with their relatives, are deemed to be interested in this resolution. None of the other Directors, Key Managerial Personnel, or their relatives are concerned or interested, financially or otherwise, in this resolution.

Item No. 3: Approval for Advancing Inter-Corporate Loan(s) / Financial Assistance up to an Aggregate Limit of INR 750.00 Crore to B.N. Agritech Limited, Salasar Balaji Overseas Private Limited, and A1 Agri Global Limited under Section 185(2) of the Companies Act, 2013

Since the Promoter and Directors of the Company (including Mr. Anubhav Agarwal) are also Promoters/Directors and interested in B.N. Agritech Limited, Salasar Balaji Overseas Private Limited, and A1 Agri Global Limited, advancing loans or providing financial assistance to these entities attracts Section 185(2) of the Companies Act, 2013, which mandates prior approval of the Members by way of a Special Resolution, along with a strict statutory covenant that the borrowed funds shall be utilized by the borrowing entities exclusively for their principal business activities.

To enhance the overall Section 185(2) ceiling from INR 500.00 Crore to INR 750.00 Crore, approval of the Members is sought by way of an Ordinary Resolution under Item No. 3.

Pursuant to restrictive provisions of Section 185 of the Companies Act, 2013, the Company is not able to grant any financial assistant by way of any loan/guarantee or securities without prior approval of shareholders. Accordingly, the Board of Directors seek consent of the members by way of special resolution pursuant to section 185 of the Companies Act, 2013 for providing loan and the companies referred in the Notice under item no. 3 in whom any of the Director of the Company and their relatives are interested, which shall not exceed beyond INR 750 crores per company per year at any point of time for the expansion of business activities and other matters connected and incidental thereon for their principal business activities.

Pursuant to Section-185(2)(a) of the Companies Act, 2013 the necessary disclosure requirements are as follows:

Particulars of the Loans and advances to be given: Providing Loans and Advances up to INR 750 Crores to the entities in which any of the Director of the Company and their relatives are interested.

Purpose for which the amount of loans and advances to be utilized by the recipient of the loans and advances and any other relevant fact: The amount of loans and advances shall be utilized by the entities for their business activities and the matters connected and incidental thereto. It will not be utilized for any other purpose.

The Board recommends the Special Resolution set out at Item No. 3 of this Notice for approval of the Members. Mr. Anubhav Agarwal, Chairman & Director and Mr. Chintan Ajaykumar Shah, Whole-Time Director & CEO, of the Company, and his relatives are deemed to be interested in these resolutions. None of the other Directors, Key Managerial Personnel, or their relatives are concerned or interested, financially or otherwise, in these resolutions.

By Order of the Board of Directors
For BN Agrochem Limited

Sd/-
Reetika Mahendra
Company Secretary & Compliance Officer
Membership No.: ACS48493

Date: November 15, 2026
Place: Mumbai