

To,
Listing Department
BSE Limited
P J Towers,
Dalal Street, Fort,
Mumbai – 400 001

Regd. & Corporate Office :

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Web : www.batliboi.com

CIN : L52320MH1941PLC003494



Scrip Code: 522004

October 13, 2026

Dear Sir / Madam,

Subject: Notice of Extra Ordinary General Meeting of Batliboi Limited

Please find enclosed herewith the Notice of Extra Ordinary General Meeting ("EOGM") of Batliboi Limited ('Company') scheduled to be held on Friday, November 6, 2026 at 11:30 a.m. (IST) through Video Conference/Other Audio-Visual Means.

The Notice of the EOGM is available on the website of the Company at <http://www.batliboi.com>

This is submitted pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

This is for your information and records.

Thanking you

Yours Faithfully,

For **Batliboi Limited**

POOJA
ROHIT
SAWANT

Digitally signed
by POOJA ROHIT
SAWANT
Date: 2026.10.13
17:22:20 +05'30'

Pooja Sawant
Company Secretary
ACS – 35790

Encl:a/a



BATLIBOI LIMITED

Registered Office: Bharat House, 5th Floor, 104, B.S. Marg, Fort, Mumbai - 400001

CIN L52320MH1941PLC003494

Tel: +91 (22) 66378200

Website: www.batliboi.com **E-mail:** investors@batliboi.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting ("EGM" / "Meeting") of the Members of Batliboi Limited (the "Company") will be held on Friday, November 6, 2026 at 11:30 a.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), in compliance with the applicable circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI"), to transact the following special business. In terms of the said circulars, physical attendance of members at the Meeting has been dispensed with, and the registered office of the Company shall be deemed to be the venue of the Meeting.

SPECIAL BUSINESS

Item No. 1:

Variation of the terms / rights of 6,92,480 1% Redeemable Non-Cumulative Preference Shares held by Mr. Nirmal Bhogilal, Promoter and Chairman, so as to convert the same into Compulsorily Convertible Preference Shares, convertible into equity shares on demand

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

"RESOLVED THAT in accordance with Sections 42, 48, 55, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the applicable Rules thereunder, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the necessary approval(s), consent(s) and permission(s) of the Securities and Exchange Board of India ("SEBI") and in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and subject to such approvals, consents, permissions and sanctions as may be necessary from SEBI, BSE Limited ("BSE") and other appropriate authorities, and subject to such conditions and modifications as may be prescribed while granting such approvals and which may be agreed to by the Board of Directors of the Company (the "Board"), the consent of the members of the Company be and is hereby accorded to approve the change / alteration / variation of the existing terms and nature of the 6,92,480 (Six Lakh Ninety-Two Thousand Four Hundred and Eighty) 1% Redeemable Non-Cumulative Preference Shares of Rs. 100/- each held by Mr. Nirmal Bhogilal, Promoter and Chairman of the Company (the "RNCPS"), which shall be convertible into 6,92,480 Compulsorily Convertible Preference Shares of face value Rs. 100/- each of the Company (the "CCPS"), and which CCPS shall be compulsorily convertible into equity shares of the Company, on demand made by the Company and exercised, 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) (the "Conversion Price"), being not lower than the price determined in terms of the SEBI ICDR Regulations, on a preferential allotment basis, on the terms and conditions set out herein.

RESOLVED FURTHER THAT the variation of the terms / rights of the RNCPS, by converting the existing holding of Mr. Nirmal Bhogilal from RNCPS into CCPS, shall be subject to the following terms and conditions:

- a) The CCPS shall be compulsorily convertible into equity shares of the Company, in one or more tranches, on demand made by the Company at any time after the date of allotment but on or before the expiry of [18 (eighteen)] months from the date of allotment; and subject to the approval of the applicable regulatory

authorities, the Company shall convert the unexercised portion, if any, of the CCPS into equity shares on the last day of the period specified in Regulation 162 of the SEBI ICDR Regulations, even if the holder does not exercise the conversion option;

- b) The CCPS shall carry a preferential right vis-à-vis the equity shares of the Company with respect to payment of dividend and repayment of capital in the event of winding up or repayment of capital;
- c) The CCPS shall be paid dividend on a non-cumulative basis at the rate of [1%] per annum;
- d) The CCPS shall not carry any voting rights; only upon conversion of the CCPS into equity shares shall the resultant equity shares carry voting rights in accordance with the provisions of the Companies Act, 2013;
- e) The CCPS (upon variation of the RNCPS) and the equity shares to be allotted upon conversion of the CCPS shall be in dematerialised form and shall be subject to lock-in as applicable under the SEBI ICDR Regulations;
- f) The equity shares to be issued upon conversion of the CCPS shall rank pari passu in all respects, including entitlement to dividend, with the existing equity shares of the Company; and
- g) All other terms and conditions associated with the aforesaid preference shares shall, save as varied hereby, remain the same.

RESOLVED FURTHER THAT pursuant to the variation of the terms of the said RNCPS into CCPS, the Company's liability towards the holder of the RNCPS shall stand reduced to the extent of the conversion thereof into CCPS, and the RNCPS so converted shall be treated as 'redeemed' from the date of allotment of the CCPS.

RESOLVED FURTHER THAT the Board be and is hereby authorised, on behalf of the Company, to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, including to modify, accept and give effect to any modifications in the terms and conditions of the aforesaid RNCPS / CCPS as may be required by any statutory or regulatory authority, and to settle all questions or doubts that may arise, without being required to seek any further consent or approval of the members."

Item No. 2:

Preferential issue and allotment of equity shares to Mr. Nirmal Bhogilal, Promoter and Chairman, upon conversion of the Compulsorily Convertible Preference Shares

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

"RESOLVED THAT in accordance with Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the applicable Rules thereunder, the Memorandum and Articles of Association of the Company, the SEBI ICDR Regulations, the SEBI SAST Regulations and the SEBI Listing Regulations, and subject to such approvals, consents and permissions as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot up to 6,10,114 equity shares of the Company of face value Rs. 5/- each fully paid-up, on a preferential basis and for consideration other than cash, to Mr. Nirmal Bhogilal, Promoter and Chairman of the Company, upon and pursuant to the conversion, on demand, of the 6,92,480 CCPS held by him, at the Conversion 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 less than the floor price determined under Regulation 164 of the SEBI ICDR Regulations), to the following Proposed Allottee:

Sr. No.	Name of the Proposed Allottee	Category	Maximum No. of Equity Shares
1.	Mr. Nirmal Bhogilal	Promoter (Chairman)	Up to 6,10,114 equity shares of Rs. 5/- each

RESOLVED FURTHER THAT the Relevant Date for the purpose of determining the minimum price / Conversion Price of the equity shares to be allotted upon conversion of the CCPS, in terms of Regulation 161 of the SEBI ICDR Regulations, is 7th October, 2026, being the date 30 (thirty) days prior to the date of this Extra-Ordinary General Meeting.

RESOLVED FURTHER THAT the valuation report dated 7th October, 2026 issued by CA Harsh Chandrakant Ruparelia, Registered Valuer (IBBI Registration No. IBBI/RV/05/2019/11106), the certificate dated 7th October, 2026 issued by A R C H and Associates, Chartered Accountant(s), in respect of the price of the equity shares under Regulation 164 of the SEBI ICDR Regulations, and the compliance certificate issued by D. S. Momaya & Co. LLP, Practising Company Secretary, confirming compliance with Chapter V of the SEBI ICDR Regulations, be and are hereby taken on record.

RESOLVED FURTHER THAT the equity shares to be allotted upon conversion of the CCPS shall be subject to the following terms and conditions:

- a) The equity shares shall be allotted only in dematerialised form;
- b) The equity shares shall rank pari passu inter se with the existing equity shares of the Company in all respects, including as to dividend and voting rights, subject to the Memorandum and Articles of Association of the Company;
- c) The preferential issue shall not result in any change in control of the Company;
- d) The pre-preferential shareholding (if any) of the allottee and the equity shares to be allotted shall be under lock-in as prescribed under Chapter V of the SEBI ICDR Regulations, and shall not be sold, transferred or encumbered during the lock-in except as permitted thereunder;
- e) The allotment shall be completed within 15 (fifteen) days from the date of passing of the Special Resolution, provided that where the allotment is pending on account of any regulatory approval, it shall be completed within 15 (fifteen) days from the date of receipt of such approval; and
- f) The equity shares so allotted shall be listed on BSE, subject to receipt of necessary approvals.

RESOLVED FURTHER THAT the fractions, if any, arising on conversion of the CCPS into equity shares of the Company shall be rounded down to the nearest whole number.

RESOLVED FURTHER THAT the Board (including any Committee thereof) be and is hereby authorised to make an offer to the Proposed Allottee through a private placement offer-cum-application letter (in Form PAS-4), to maintain the record of the offer in Form PAS-5, and to do all such acts, deeds and things as may be necessary to give effect to this resolution, without being required to seek any further approval of the members.”

Item No. 3:

Approval of amendment to the loan agreement / arrangement with Mr. Nirmal Bhogilal so as to provide for conversion of the unsecured loan into equity shares

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 applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), and subject to such approvals as may be necessary, the consent of the members of the Company be and is hereby accorded to the amendment, rectification and confirmation of the loan agreement / arrangement entered into between the Company and Mr. Nirmal Bhogilal, Promoter and Chairman of the Company, so as to provide, inter alia, for a clause for the conversion of the outstanding unsecured loan into equity shares of the Company, a copy of which agreement (as amended) has been / shall be duly executed, be and is hereby approved.

RESOLVED FURTHER THAT subject to the applicable provisions of the Companies Act, 2013 and other applicable laws, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to execute such documents, writings, etc., as may be necessary in this regard.”

Item No. 4:**Preferential issue and allotment of equity shares to Mr. Nirmal Bhogilal, Promoter and Chairman, on conversion of the outstanding unsecured loan**

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 62 read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, the enabling provisions of the Memorandum and Articles of Association of the Company, and in accordance with the SEBI ICDR Regulations, the SEBI SAST Regulations, the SEBI Listing Regulations and other applicable laws, and subject to such approvals, consents and permissions as may be required from SEBI, BSE and other authorities, the consent of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, on a preferential basis and for consideration other than cash, up to 13,21,585 equity shares of the Company of face value Rs. 5/- each fully paid-up, 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 less than the floor price determined under Regulation 164 of the SEBI ICDR Regulations, to Mr. Nirmal Bhogilal, Promoter and Chairman of the Company, towards conversion of the outstanding unsecured loan to the extent of Rs. 15,00,00,000/- (Rupees Fifteen Crore only) (principal amount) extended by him to the Company, to the following Proposed Allottee:

Sr. No	Name of the Proposed Allottee	Category	Maximum No. of Equity Shares
1.	Mr. Nirmal Bhogilal	Promoter (Chairman)	Up to 13,21,585 equity shares of Rs. 5/- each

RESOLVED FURTHER THAT the Relevant Date for the purpose of determining the minimum price of the equity shares to be allotted, in terms of Regulation 161 of the SEBI ICDR Regulations, is 7th October, 2026, being the date 30 (thirty) days prior to the date of this Extra-Ordinary General Meeting.

RESOLVED FURTHER THAT the valuation report dated 7th October, 2026 issued by CA Harsh Chandrakant Ruparelia, Registered Valuer IBBI/RV/05/2019/11106, the certificate dated 7th October, 2026 issued by A R C H and Associates, Chartered Accountant(s), and the compliance certificate issued by D. S. Momaya & Co. LLP, Practising Company Secretary, be and are hereby taken on record.

RESOLVED FURTHER THAT the aforesaid issue and allotment of equity shares shall be subject to the following terms and conditions:

- The outstanding unsecured loan extended by the Proposed Allottee shall be adjusted / set off towards the subscription for and allotment of the equity shares, meaning thereby that the amount required to be paid towards the consideration for the equity shares shall be set off against the outstanding unsecured loan at the time of subscription for the equity shares;
- The pre-preferential shareholding (if any) of the Proposed Allottee and the equity shares to be allotted shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations;
- The equity shares to be allotted shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations, except to the extent and in the manner permitted thereunder;
- The equity shares shall be allotted within a period of 15 (fifteen) days from the date of passing of this resolution, provided that where the allotment is pending on account of the pendency of any regulatory approval, the allotment shall be completed within 15 (fifteen) days from the date of receipt of such approval;

- e) The equity shares shall be allotted only in dematerialised form and shall rank pari passu in all respects, including as to dividend, with the existing equity shares of the Company.

RESOLVED FURTHER THAT the fractions, if any, arising on conversion of the Loan into equity shares of the Company shall be rounded down to the nearest whole number.

RESOLVED FURTHER THAT the Board (including any Committee thereof) be and is hereby authorised to make an offer to the Proposed Allottee through a private placement offer-cum-application letter (in Form PAS-4), to maintain the record of the offer in Form PAS-5, and to do all such acts, deeds and things as may be necessary to give effect to this resolution, without being required to seek any further approval of the members.”

Item No. 5:

To appoint Mr. Shankaran Rajaram Vignesh (DIN: 02803903) as an Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Shankaran Rajaram Vignesh (DIN: 02803903), who was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from 7th October, 2026, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years i.e., from 7th October, 2026 upto 6th October, 2031.

RESOLVED FURTHER THAT any Director or Chief Financial Officer or Company Secretary of the company be and is hereby severally authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

By Order of the Board of Directors
For Batliboi Limited

Pooja Sawant
Company Secretary

Date: 7th October, 2026
Place: Mumbai

NOTES:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (the "Act"), relating to the special business to be transacted at the Meeting, is annexed hereto.
2. As the Meeting is being convened through VC / OAVM pursuant to the applicable MCA and SEBI circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by members to attend and vote on their behalf is not available for this Meeting, and the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
3. Corporate / institutional members intending to authorise their representatives to attend and vote at the Meeting through VC / OAVM are requested to send a certified copy of the relevant board resolution, together with the specimen signature(s) of the authorised representative(s), to the Scrutiniser / Company by e-mail at investors@batliboi.com
4. Members will be able to attend the Meeting through VC / OAVM through the facility provided by CDSL (the e-voting service provider) by following the instructions provided in the Notes / e-voting instructions accompanying this Notice. Members may join the Meeting at least 15 (fifteen) minutes before the scheduled time, on a first-come, first-served basis.
5. The Explanatory Statement pursuant to Section 102 of the Act, setting out material facts in respect of the special business, is annexed hereto and forms part of this Notice.
6. All documents referred to in this Notice and the Explanatory Statement are open for inspection by the members in electronic mode up to the date of the Meeting; members seeking to inspect such documents may send a request to the Company at investors@batliboi.com.
7. In compliance with Sections 108 and 110 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company is providing to its members the facility to exercise their votes by remote e-voting and e-voting during the Meeting through CDSL (the e-voting service provider).
8. The cut-off date for determining members who are eligible to receive the notice is October 2, 2026.
9. The cut-off date for determining the eligibility of members to vote is October 30, 2026.
10. The remote e-voting period commences on Tuesday, November 3, 2026 (9:00 A.M. IST) and ends on Thursday, November 5, 2026 (5:00 P.M. IST).
11. The Board of Directors has appointed M/s. D. S. Momaya & Co LLP, Practicing Company Secretaries, Mumbai, as the Scrutiniser to scrutinise the remote e-voting and e-voting process in a fair and transparent manner.
12. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which Directors are interested, maintained under the Act, will be available for inspection by the members electronically during the Meeting.

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the 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 Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.

3. 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 facility of participation at the EGM through VC/OAVM will be made available to atleast 1000 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.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.batliboi.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
7. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation to this Ministry's **General Circular No. 20/2020** dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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

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

- (i) The voting period begins on Tuesday, November 3, 2026 and ends on Thursday, November 5, 2026. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, October 30, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period 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. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at : 022 - 4886 7000 and 022 - 2499 7000

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

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

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

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Batliboi Limited on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@batliboi.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors@batliboi.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in

advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors@batliboi.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are 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 available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company at investors@batliboi.com and RTA at investorsqry@datamaticsbpm.com

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

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

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

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

EXPLANATORY STATEMENT

Item Nos. 1 and 2

Mr. Nirmal Bhogilal, Promoter and Chairman of the Company, holds 6,92,480 (Six Lakh Ninety-Two Thousand Four Hundred and Eighty) Redeemable Non-Cumulative Preference Shares of Rs. 100/- each of the Company (the "Preference Shares"). Redemption of the Preference Shares at this stage would entail a cash outflow and may strain the liquidity and net worth of the Company.

With a view to conserving the resources of the Company and strengthening its net worth and capital structure, the Company proposes (i) to vary the terms of the Preference Shares under Section 48 read with Section 55 of the Act so as to convert them into Compulsorily Convertible Preference Shares (the "CCPS") which are compulsorily convertible into equity shares on demand made by the Company, such variation being effected in two stages, namely, first, the existing non-convertible Preference Shares are made compulsorily convertible and, second, the resulting compulsorily convertible preference shares are made convertible into equity shares on demand (Item No. 1); and (ii) to issue and allot equity shares to Mr. Nirmal Bhogilal, on a preferential basis and for consideration other than cash, upon such demand being made and exercised and the CCPS being converted into equity shares at the 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) (Item No. 2). Mr. Nirmal Bhogilal, being the sole holder of the said class of preference shares, has by his consent letter dated 7th October, 2026 accorded his consent to the variation of the terms of the Preference Shares.

The Board of Directors, at its meeting held on 7th October, 2026, approved (subject to the approval of the members and such other approvals as may be required) the aforesaid variation and the consequent preferential issue and allotment of equity shares. As the allotment is proposed to be made to a member of the Promoter / Promoter Group, the transaction constitutes a related party transaction; it has been reviewed and approved by the Audit Committee, is proposed on an arm's length basis and on the basis of the report of an independent registered valuer, and does not exceed the materiality threshold under Regulation 23(1) of the SEBI Listing Regulations (and hence does not require approval under Regulation 23(4) thereof).

The details of the issue and other particulars as required under Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163 of the SEBI (ICDR) Regulations, 2018 are set forth below:

Sr. No.	Particulars	Details
1.	Objects of the preferential issue	To convert the promoter-held preference share capital into equity, thereby avoiding the cash outflow that redemption would entail and strengthening the net worth and capital structure of the Company. As the equity shares are being issued for consideration other than cash (against the conversion of the Preference Shares / CCPS), the Company will not receive any cash proceeds and there will be no utilisation of proceeds.
2.	Kinds of securities offered and the price at which the security is being offered	Compulsorily Convertible Preference Shares (upon variation of the Preference Shares), convertible on demand into equity shares of face value Rs. 5/- each, at a Conversion 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)
3.	Maximum number of specified securities to be issued	6,92,480 Preference Shares are proposed to be varied into 6,92,480 CCPS of Rs. 100/- each, convertible on demand into up to 6,10,114 equity shares of Rs. 5/- each fully paid-up, to be allotted to Mr. Nirmal Bhogilal.

Sr. No.	Particulars	Details
4.	Basis on which the price has been arrived at, along with the report of the registered valuer	The equity shares of the Company have been listed on BSE for a period of more than 90 trading days as on the Relevant Date. Accordingly, in terms of Regulation 164 of the SEBI (ICDR) Regulations, the price of the equity shares shall not be less than the higher of: (i) the 90 (ninety) trading days' volume weighted average price of the equity shares quoted on BSE preceding the Relevant Date, i.e., Rs. 89.66 per equity share; and (ii) the 10 (ten) trading days' volume weighted average price preceding the Relevant Date, i.e., Rs. 87.64 per equity share. The price determined by CA Harsh Chandrakant Ruparelia Registered Valuer (IBBI Registration No. IBBI/RV/05/2019/11106), vide report dated 7 th October, 2026, is Rs. 90.31 per equity share. Accordingly, the Conversion 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) has been considered, being not lower than the higher of the aforesaid prices under Regulation 164 of the SEBI (ICDR) Regulations. As the proposed allotment does not exceed five per cent of the post-issue fully diluted share capital of the Company and does not result in a change in control, Regulation 166A of the SEBI (ICDR) Regulations is not applicable.
5.	Relevant date with reference to which the price has been arrived at (Regulation 163(4) read with Regulation 161)	7 th October, 2026, being the date 30 (thirty) days prior to the date of the Extra-Ordinary General Meeting at which the special resolution is proposed to be passed.
6.	Intent of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer	The offer is being made to Mr. Nirmal Bhogilal, Promoter and Chairman. Save as aforesaid, no other promoter, director, key managerial personnel or senior management (or their relatives) shall subscribe to the offer.
7.	Shareholding pattern of the issuer before and after the preferential issue	Refer to the shareholding pattern table set out below.
8.	Time frame within which the preferential issue shall be completed	The allotment shall be completed within 15 (fifteen) days from the date of passing of the special resolution, or, where the allotment is pending on account of any regulatory approval, within 15 (fifteen) days from the date of receipt of such approval, in terms of Regulation 170 of the SEBI (ICDR) Regulations.
9.	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	Mr. Nirmal Bhogilal is a natural person and is the ultimate beneficial owner of the shares proposed to be allotted.
10.	The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue	Mr. Nirmal Bhogilal — pre-issue holding: 1,40,47,258 equity shares (29.75%); post-issue holding: 1,59,78,957 equity shares (32.51%) of the post-preferential issue capital (after giving effect to the allotment of equity shares pursuant to both Item No. 2 and Item No. 4, in full). There will be no change in control of the Company consequent to the preferential issue. The resultant increase in promoter / promoter group shareholding is being examined for

Sr. No.	Particulars	Details
		implications, if any, under Regulation 3 of the SEBI (SAST) Regulations, 2011.
11.	Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provisions of these regulations where it is required to do so	The Company undertakes that it shall re-compute the price of the specified securities in terms of the SEBI (ICDR) Regulations where it is required to do so.
12.	Undertaking that 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	The Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the specified securities shall continue to be locked-in till such amount is paid by the allottee.
13.	Disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower	Not applicable. Neither the Company nor any of its promoters or directors is a wilful defaulter or a fraudulent borrower.
14.	The current and proposed status of the allottee(s) post the preferential issue, namely, promoter or non-promoter	Mr. Nirmal Bhogilal is, and shall continue to be, a member of the Promoter / Promoter Group of the Company.
15.	The issuer shall place a copy of the certificate of a practicing company secretary before the general meeting of the shareholders considering the proposed preferential issue, certifying that the issue is being made in accordance with the requirements of these regulations.	A certificate from D. S. Momaya & Co. LLP., Practising Company Secretary, certifying that the preferential issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, shall be placed before the general meeting, hosted on the website of the Company at www.batliboi.com , and made available for inspection by the members.
16.	Consideration other than cash, together with the valuation report of the registered valuer (Regulation 163(3))	The equity shares are being allotted for consideration other than cash, namely against the conversion of the Preference Shares / CCPS held by the allottee. The valuation has been carried out by CA Harsh Chandrakant Ruparelia, Registered Valuer (IBBI Registration No. IBBI/RV/05/2019/11106), vide report dated 7th October, 2026, which shall be submitted to BSE and is available on the website of the Company at www.batliboi.com and for inspection by the members.
17.	Lock-in	The CCPS and the equity shares to be allotted upon conversion of the CCPS, and the entire pre-preferential shareholding (if any) of the allottee, shall be locked-in in accordance with Chapter V of the SEBI (ICDR) Regulations.

Shareholding pattern of the Company before and after the preferential issue:

Category	Pre-issue – No. of shares	Pre-issue – %	Post-issue – No. of shares	Post-issue – %
Promoter & Promoter Group	3,41,92,521	72.41	3,61,24,220	73.49
Public	1,30,34,319	27.59	1,30,34,319	26.51
Total	4,72,26,840	100.00	4,91,58,539	100.00

Mr. Nirmal Bhogilal, Promoter and Chairman, being the proposed allottee, and his relatives, are concerned or interested in the resolutions set out at Item Nos. 1 and 2, to the extent of their shareholding. Save as aforesaid, except Mr. Nirmal Bhogilal, Mrs. Sheela Bhogilal and Mr. Kabir Bhogilal, none of the other Directors, Key Managerial Personnel or their relatives is concerned or interested. The Board recommends the Special Resolutions set out at Item Nos. 1 and 2 for approval of the members.

Item Nos. 3 and 4

Mr. Nirmal Bhogilal, Promoter and Chairman of the Company, has extended an unsecured loan of Rs. 15,00,00,000/- (Rupees Fifteen Crore only) (principal amount) to the Company (the “Loan”). With a view to reducing the debt of the Company and strengthening its net worth and capital structure, the Company proposes (i) to amend / confirm the loan agreement / arrangement so as to provide for the conversion of the Loan into equity shares (Item No. 3); and (ii) to issue and allot equity shares to Mr. Nirmal Bhogilal, on a preferential basis and for consideration other than cash, towards conversion of the Loan (Item No. 4).

The Board of Directors, at its meeting held on 7th October, 2026, approved the amendment / confirmation of the loan arrangement and the consequent preferential issue and allotment of equity shares to Mr. Nirmal Bhogilal, subject to the approval of the members and such other approvals as may be required. As the allotment is proposed to be made to the Promoter and Chairman of the Company, the transaction constitutes a related party transaction; it has been reviewed and approved by the Audit Committee, is proposed on an arm’s length basis and on the basis of the report of an independent registered valuer, and does not exceed the materiality threshold under Regulation 23(1) of the SEBI Listing Regulations (and hence does not require approval under Regulation 23(4) thereof).

The details of the issue and other particulars as required under Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163 of the SEBI (ICDR) Regulations, 2018 are set forth below:

Sr. No.	Particulars	Details
1.	Objects of the preferential issue	To convert the outstanding unsecured promoter Loan into equity, thereby reducing the debt of the Company and strengthening its net worth and capital structure. The entire issue size shall be applied towards conversion of the Loan, with no utilisation towards general corporate purposes. As the equity shares are being issued for consideration other than cash (against the set-off of the Loan), the Company will not receive any cash proceeds and there will be no unutilised funds; and as the issue size is below Rs. 100 crore, the appointment of a monitoring agency is not mandatory and the Company has not appointed one.
2.	Kinds of securities offered and the price at which the security is being offered	Equity shares of face value Rs. 5/- each, to be issued upon conversion of the Loan, 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

Sr. No.	Particulars	Details
		the registered valuer) (
3.	Maximum number of specified securities to be issued	Up to 13,21,585 equity shares of Rs. 5/- each fully paid-up, to be allotted to Mr. Nirmal Bhogilal towards conversion of the outstanding unsecured Loan of Rs. 15,00,00,000/- (principal).
4.	Basis on which the price has been arrived at, along with the report of the registered valuer	The equity shares of the Company have been listed on BSE for a period of more than 90 trading days as on the Relevant Date. Accordingly, in terms of Regulation 164 of the SEBI (ICDR) Regulations, the price of the equity shares shall not be less than the higher of: (i) the 90 (ninety) trading days' volume weighted average price of the equity shares quoted on BSE preceding the Relevant Date, i.e., Rs. 89.66 per equity share; and (ii) the 10 (ten) trading days' volume weighted average price preceding the Relevant Date, i.e., Rs. 87.64 per equity share. The price determined by CA Harsh Chandrakant Ruparelia, Registered Valuer (IBBI Registration No. IBBI/RV/05/2019/11106), vide report dated 7 th October, 2026, is Rs. 90.31 per equity share. Accordingly, the 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) has been considered, being not lower than the higher of the aforesaid prices under Regulation 164 of the SEBI (ICDR) Regulations. As the proposed allotment does not exceed five per cent of the post-issue fully diluted share capital of the Company and does not result in a change in control, Regulation 166A of the SEBI (ICDR) Regulations is not applicable.
5.	Relevant date with reference to which the price has been arrived at (Regulation 163(4) read with Regulation 161)	7 th October, 2026, being the date 30 (thirty) days prior to the date of the Extra-Ordinary General Meeting at which the special resolution is proposed to be passed.
6.	Intent of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer	The offer is being made to Mr. Nirmal Bhogilal, Promoter and Chairman. Save as aforesaid, no other promoter, director, key managerial personnel or senior management (or their relatives) shall subscribe to the offer.
7.	Shareholding pattern of the issuer before and after the preferential issue	Refer to the shareholding pattern table set out below.
8.	Time frame within which the preferential issue shall be completed	The allotment shall be completed within 15 (fifteen) days from the date of passing of the special resolution, or, where the allotment is pending on account of any regulatory approval, within 15 (fifteen) days from the date of receipt of such approval, in terms of Regulation 170 of the SEBI (ICDR) Regulations.
9.	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	Mr. Nirmal Bhogilal is a natural person and is the ultimate beneficial owner of the shares proposed to be allotted.

Sr. No.	Particulars	Details
10.	The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue	Mr. Nirmal Bhogilal — pre-issue holding: 1,40,47,258 equity shares (29.75%); post-issue holding: 1,59,78,957 equity shares (32.51%) of the post-preferential issue capital (after giving effect to the allotment of equity shares pursuant to both Item No. 2 and Item No. 4, in full). There will be no change in control of the Company consequent to the preferential issue. The resultant increase in promoter / promoter group shareholding is being examined for implications, if any, under Regulation 3 of the SEBI (SAST) Regulations, 2011.
11.	Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provisions of these regulations where it is required to do so	The Company undertakes that it shall re-compute the price of the specified securities in terms of the SEBI (ICDR) Regulations where it is required to do so.
12.	Undertaking that 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	The Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the specified securities shall continue to be locked-in till such amount is paid by the allottee.
13.	Disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower	Not applicable. Neither the Company nor any of its promoters or directors is a wilful defaulter or a fraudulent borrower in terms of the guidelines issued by the Reserve Bank of India, and none of them is a fugitive economic offender under the SEBI (ICDR) Regulations.
14.	The current and proposed status of the allottee(s) post the preferential issue, namely, promoter or non-promoter	Mr. Nirmal Bhogilal is, and shall continue to be, a member of the Promoter / Promoter Group of the Company.
15.	Certificate of the Practising Company Secretary (Regulation 163(2))	A certificate from D. S. Momaya & Co. LLP, Practising Company Secretary, certifying that the preferential issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, shall be placed before the general meeting, hosted on the website of the Company at www.batliboi.com , and made available for inspection by the members.
16.	Consideration other than cash, together with the valuation report of the registered valuer (Regulation 163(3))	The equity shares are being allotted for consideration other than cash, namely against the set-off / extinguishment of the outstanding Loan of the allottee. The valuation has been carried out by CA Harsh Chandrakant Ruparelia, Registered Valuer (IBBI Registration No. IBBI/RV/05/2019/11106), vide report dated 7 th October, 2026, which shall be submitted to BSE and is available on the website of the Company at www.batliboi.com and for inspection by the members.
17.	Lock-in	The equity shares to be allotted, and the entire pre-preferential shareholding (if any) of the allottee, shall be locked-in in

Sr. No.	Particulars	Details
		accordance with Chapter V of the SEBI (ICDR) Regulations.

Shareholding pattern of the Company before and after the preferential issue:

Category	Pre-issue – No. of shares	Pre-issue – %	Post-issue – No. of shares	Post-issue – %
Promoter & Promoter Group	3,41,92,521	72.41	3,61,24,220	73.49
Public	1,30,34,319	27.59	1,30,34,319	26.51
Total	4,72,26,840	100.00	4,91,58,539	100.00

Mr. Nirmal Bhogilal, Promoter and Chairman, being the proposed allottee, and his relatives, are concerned or interested in the resolutions set out at Item Nos. 3 and 4, to the extent of their shareholding. Save as aforesaid, except Mr. Nirmal Bhogilal, Mrs. Sheela Bhogilal and Mr. Kabir Bhogilal none of the other Directors, Key Managerial Personnel or their relatives is concerned or interested. The Board recommends the Special Resolutions set out at Item Nos. 3 and 4 for approval of the members.

Item No. 5

The Board of Directors at their meeting held on October 7, 2026 based on the recommendation of Nomination and Remuneration Committee, appointed Mr. Shankaran Rajaram Vignesh (DIN: 02803903), as an Additional Independent Director of the Company, with effect from October 7, 2026 for a term of five consecutive years i.e. upto October 6, 2031 under Sections 149, 150 and 152 of the Act and the Articles of Association of the Company.

Pursuant to Regulation 17(1C) of Listing Regulations, Mr. Shankaran Rajaram Vignesh shall hold office until the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mr. Shankaran Rajaram Vignesh is eligible to be appointed as an Independent Director for a term of upto five consecutive years. The Company has received notice under Section 160 of the Act proposing his candidature as an Independent Director of the Company. The Company has also received a declaration of independence from Mr. Shankaran Rajaram Vignesh. In terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs.

With the belief that creation of a diverse pipeline of succession for the Board Members is vital for creating a robust future for the Company, the Nomination and Remuneration Committee considers candidates having experience and expertise across industries for appointment on the Board. It also deliberates on various factors including current tenure of Directors, skill matrix including skill-gaps, diversity, time-commitment and statutory requirements while considering the appointment of any person on the Board. This ensures smooth transitions in key Board positions.

For appointment of Mr. Shankaran Rajaram Vignesh on the Board, the Nomination and Remuneration Committee took into consideration his immense experience and expertise. Further, the Nomination and Remuneration Committee also noted that skills, expertise and competencies possessed by Mr. Shankaran Rajaram Vignesh were in alignment with the skills and expertise, identified by the Committee and the Board, for the Directors of the Company.

Brief Profile of Mr. Shankaran Rajaram Vignesh

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.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and Secretarial Standards, as on the date of Notice, are provided in the Annexure to this Notice. A copy of the draft Letter of Appointment for Independent Directors is available for inspection as per the procedure of inspection.

Mr. Shankaran Rajaram Vignesh, being the appointee, is interested in this resolution. Further, his relatives are also deemed to be interested in the resolution, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board firmly believes that Mr. Shankaran Rajaram Vignesh innate knowledge and his vast experience will undoubtedly be beneficial to the Company.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Mr. Shankaran Rajaram Vignesh as an Independent Director in the interest of the Company and recommends the Special Resolution for approval of Members.