

BALAJI PHOSPHATES LIMITED

CIN: U24123MP1996PLC067394

(Formerly known as BALAJI PHOSPHATES PRIVATE LIMITED – CIN: U24123MP1996PTC067394)

REGD. OFFICE: 305 UTSAV AVENUE, 12/5 USHA GANJ JAORA COMPOUND, INDORE

G.P.O., INDORE, MADHYA PRADESH, INDIA, 452001

(Previously Situated At Shop No.6, Ayodhya Das Trade Center Vijay Chowk, Gorakhpur UP 273001 IN)

EMAILID: balajiphosphate@gmail.com/infous@balajiphosphates.com | CONTACT NO: 8349990244 |

WEBSITE: www.balajiphosphates.com

06th September, 2025

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

Ref.: Stock Symbol: - BALAJIPHOS

ISIN: INEOPQ601019

SUB: Notice of Annual General Meeting.

Dear Sir,

Notice is hereby given that 29th Annual General Meeting (AGM) of the Company will be held on Tuesday, September 30th, 2025 at 03:00 PM (IST) at 305 Utsav Avenue, 12/5 Usha Ganj Jaora Compound, Indore G.P.O., Indore, Madhya Pradesh, India, 452001 to transact the businesses as set out in the Notice of AGM for which the above said registered office of the company shall be the venue for the Meeting.

Kindly take this information on record and acknowledge the same.

Thanking you.
Yours faithfully

For BALAJI PHOSPHATES LIMITED

MOHIT AIREN
MANAGING DIRECTOR
DIN- 00326470

Encl.: Notice of Annual General Meeting.

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NOTICE

NOTICE is hereby given that the 29thAnnual General Meeting (AGM) of the members of Balaji Phosphates Limited (CIN-U24123MP1996PLC067394) will be held on Tuesday, September 30th, 2025 at 03:00 PM (IST) at 305 Utsav Avenue, 12/5 Usha Ganj Jaora Compound, Indore G.P.O., Indore, Madhya Pradesh-452001, India, which is the venue for the meeting and the proceedings of the Annual General Meeting shall be made there at, to transact the following businesses:

➤ **ORDINARY BUSINESS:**

1. **To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2025, together with the reports of the Board of Directors and Auditors thereon, and in this regard, to consider and if thought fit, to pass, with or without modification (s) the following resolution as an Ordinary Resolution:**

“RESOLVED THAT the Audited Standalone and Consolidated financial statement of the Company for the financial year ended March 31st, 2025 and the reports of the Board of Directors and Auditors thereon laid before this meeting along with the annexures, be and are hereby considered and adopted.”

2. **To re-appoint Mr. Alok Gupta (DIN: 00321894), who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, **Mr. Alok Gupta (DIN: 00321894)**, who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

RESOLVED FURTHER THAT the Board of Directors of the Company and Company Secretary of the company be and are hereby severally authorized to do all such acts, deeds, matters and things, as it may think necessary for the purpose of making this resolution effective.”

➤ **SPECIAL BUSINESS:**

3. **Appointment of Mrs. Dipika Kataria, Practicing Company Secretary (C.P. 9526), Indore as a Secretarial Auditor of the Company for the period of five consecutive years commencing from Financial Year 2025-26 till FY 2029-2030.**

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

“RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with applicable rules made thereunder (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and as per guidelines, regulations, circulars and clarifications issued by the Ministry of Corporate Affairs (“MCA”), Regulation 24 A of SEBI (Listing Obligations and Disclosure Requirements) 2015, (as amended) and any other statutory or regulatory authorities and pursuant to the recommendation of the Audit Committee and Board of Directors, Mrs. Dipika Kataria, Practicing Company Secretary (C.P. 9526), Indore be and is hereby appointed as Secretarial auditor of the company to conduct Secretarial audit of the company for the period of five consecutive years commencing from FY 2025-26 till FY 2029-2030.

RESOLVED FURTHER THAT the Board of Directors of the Company and Company Secretary of the company be and are hereby severally authorized to do all such acts, deeds, matters and things, as it may think necessary for the purpose of making this resolution effective.”

4. **To authorize Company to Invest in other Body Corporate by way of purchasing 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 provisions of Section 186 read with section 185 of the Companies Act, 2013 read with applicable rules made thereunder (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and as per guidelines, regulations, circulars and clarifications issued by the Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and any other statutory or regulatory authorities and on recommendation of the Audit Committee and Board of Directors of the Company, the consent of the members be and is hereby accorded to invest a sum upto Rs. 15 Crores in DIVYA JYOTI AGRITECH PRIVATE LIMITED (CIN: U24211MP2003PTC015719) by purchasing its equity shares as the Board may think fit.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorised to execute the documents and deeds including signing any letter(s) of undertaking , declaration , agreement and other paper which the company may be required to sign and to do all acts, deeds and things as may be necessary to give effect to above resolution.

5. **To authorize Board of Directors to take necessary steps to change the Corporate Identification Number (CIN) of the Company pursuant to Listing of its equity shares on National Stock Exchange (NSE) Emerge SME platform:**

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

"RESOLVED THAT pursuant to the provisions of Companies Act, 2013 , SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the consent of Members be and is hereby accorded to change its Corporate Identification Number (CIN) of the Company i.e., **U24123MP1996PLC067394** pursuant to Listing of its equity shares on National Stock Exchange (NSE) Emerge SME platform w.e.f 07th March, 2025.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorised to execute the documents and deeds including signing any letter(s) of undertaking , declaration , agreement and other paper which the company may be required to sign and to do all acts, deeds and things as may be necessary to give effect to above resolution.

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6. Approval for increase in remuneration upto Rs. 50 Lac per annum for Mr. Mohit Airen (DIN: 00326470), Managing Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections section 196 & 197 read with Schedule-V and other applicable provisions, if any, of the Companies Act 2013, listing agreements (including any statutory modification or re-enactment thereof , for the time being in force), the Company after the consent of the Board of Directors of the Company and the approval of Nomination and Remuneration Committee of the Company, hereby accord their approval for increase in annual remuneration of Mr. Mohit Airen (DIN: 00326470) up to Rs. 50,00,000/-

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to increase, reduce, alter or vary the terms of remuneration in such manner from time to time as the Board may deem fit within the limits specified in Schedule V of the said Act, as existing or as amended, modified or re-enacted from time to time.”

RESOLVED FURTHER THAT pursuant to all applicable provisions of the Companies Act, 2013, the remuneration be paid as minimum remuneration to Mr. Mohit Airen (DIN: 00326470) notwithstanding that in any financial year of the Company during their tenure as Managing Director, in case the Company has made no profit or profits are inadequate.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things to give effect to the said resolution including filing of required forms and documents with the required Stock Exchanges and Registrar of Companies, Madhya Pradesh and Chhattisgarh, Gwalior.”

7. Approval for increase in remuneration upto Rs. 30.20 Lac per annum for Mr. Alok Gupta (DIN: 00321894), Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections section 197 read with Schedule-V and other applicable provisions, if any, of the Companies Act 2013, listing agreements (including any statutory modification or re-enactment thereof , for the time being in force), the Company after the consent of the Board of Directors of the Company and the approval of Nomination and Remuneration Committee of the Company, hereby accord their approval for increase in annual remuneration of Mr. Alok Gupta (DIN: 00321894) up to Rs. 30,20,000/-

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to increase, reduce, alter or vary the terms of remuneration in such manner from time to time as the Board may deem fit within the limits specified in Schedule V of the said Act, as existing or as amended, modified or re-enacted from time to time.”

RESOLVED FURTHER THAT pursuant to all applicable provisions of the Companies Act, 2013, the remuneration be paid as minimum remuneration to Mr. Alok Gupta (DIN: 00321894) notwithstanding that in any financial year of the Company during their tenure as Director, in case the Company has made no profit or profits are inadequate.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things to give effect to the said resolution including filing of required forms and documents with the required Stock Exchanges and Registrar of Companies, Madhya Pradesh and Chhattisgarh, Gwalior.”

8. Approval for Related Party Transaction(s) under Section 188 Of The Companies Act, 2013 and Regulation 23 Of the SEBI (Listing Obligations And Disclosure Requirements), 2015 And Ind As 24:

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

“RESOLVED THAT in continuation to all the previous resolutions passed and pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the Company’s policy on Related Party Transactions, and subject to such other approvals, consent(s), permission(s) and sanctions of other authorities as may be necessary from time to time basis the approval and based on the recommendation of Audit Committee and the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to the Board for entering into and / or carrying out Material Related Transaction(s)/ contracts / arrangements or modification(s), alteration or amendments of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with the related parties amounting to upto Rs. 50,00,00,000/- (Rs. Fifty Crores) each, falling within the definition of “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), does not exceed value as detailed in the explanatory statement provided that the said transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm’s length basis;

RESOLVED FURTHER THAT the Board of Directors (Including any committee thereof) or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company

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and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT, a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or Company Secretary of the Company."

By Order of Board
For Balaji Phosphates Limited
(CIN- U24123MP1996PLC067394)
Sd/-



Deepika Singh
Company Secretary & Compliance Officer
M.No. A41761

Place: Indore
Date: 03.09.2025
Registered Office:
305 Utsav Avenue, 12/5 Usha Ganj Jaora Compound,
Indore G.P.O., Indore,
Madhya Pradesh-452001, India.
CIN: U24123MP1996PLC067394
Email id- balajiphosphate@gmail.com/infous@balajiphosphates.com
Website- www.balajiphosphates.com

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NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. A BLANK FORM OF PROXY IS ATTACHED HEREWITH AND IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AND SIGNED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF 30TH ANNUAL GENERAL MEETING.
2. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR A MEMBER.
3. The register of members and share transfer books of the Company shall remain closed from 23rd September, 2025 to 29th September, 2025 (both days inclusive).
4. Members are requested to intimate immediately any change in their addresses at the registered office of the Company.
5. Shareholders desiring any information on the Accounts at the Annual General Meeting are requested to intimate the Company at least 7 days in advance so, as to enable the Company to keep the information ready.
6. Shareholders are requested to bring their copy of Annual Report to the meeting along with the attendance slip.
7. The members holding shares in identical order of names in more than one folio are requested to write to the Share transfer agent of the Company to consolidate their holding in one folio.
8. Members are requested to quote their Folio Number in all their correspondence.
9. The documents referred to in this notice/ Explanatory Statements are open for inspection by the members at the principal office of the Company during the business hours of the Company on any working day upto the last date of the Annual General meeting.
10. Electronic copy of the Notice of the 29th AGM along with the Annual Report 2024-2025 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report are being sent in the permitted mode.
11. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking appointment/ re-appointment at the AGM, is furnished as annexure to the Notice. The Director has furnished consent/ declaration for their appointment/ re-appointment as required under the Companies Act, 2013 and the Rules there under.
12. Non-resident Indian shareholders are requested to inform about the change in the residential status on return to India for permanent settlement to our Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately.
13. In Compliance with 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services Limited. The facility for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.
14. The Explanatory Statement pursuant under Section 102 of the Companies Act, 2013 which sets out details relating to Special Business to be transacted at the Annual General Meeting is annexed hereto and forms part of the Notice.
15. Corporate members intending to send their authorized representatives to attend the meeting are requested to lodge a certified true copy of the resolution of the Board of Directors or other governing body of the body corporate not later than 48 (forty-eight) hours before commencement of the meeting authorizing such person to attend and vote on its behalf at the meeting.
16. The Members are requested to: a) Intimate changes, if any, in their registered addresses immediately. b) Quote their ledger folio/DPID number in all their correspondence. c) Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place. d) Bring their Annual Report and Attendance Slips with them at the AGM venue. e) Send their Email address to us for prompt communication and update the same with their Depository Participants to receive softcopy of the Annual Report of the Company.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

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- 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 27th September, 2025 at 09:00 A.M and ends on 29th September, 2025 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September 2025 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.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<div>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.</div> <div>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.</div> <div>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.</div> <div>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.</div>

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Individual Shareholders holding securities in demat mode with NSDL Depository	<p>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.</p> <p>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</p> <p>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.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>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.</p>

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

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 2109911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

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

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(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 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">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. <ul style="list-style-type: none">If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

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

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

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

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

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

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

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

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- (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; balajiphosphate@gmail.com/infous@balajiphosphates.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. For **Individual Demat shareholders** - Please update your email id & mobile no. with your respective **Depository Participant (DP)** which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact attoll free no. 1800 2109911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, MarathonFuturex, 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 2109911.

By Order of Board
For Balaji Phosphates Limited
(CIN- U24123MP1996PLC067394)
Sd/-


Deepika Singh
Company Secretary & Compliance Officer
M.No. A41761

Place: Indore
Date: 03.09.2025

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DETAILS OF DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT

Name of Director	Mr. Alok Gupta
DIN	00321894
Designation	Director
Date of Birth	18/12/1976
Date of Appointment	16/09/2013
Experience in specific functional area	Mr. Alok Gupta is Graduate in Commerce 1997 From Devi Ahilya University Indore. He is associated with the company as Director since September 16, 2013. He has more than 20 years of experience in managing the business of corporate entities.
Qualification	Bachelor's in Commerce
No & % of Equity share held in the Company	58,43,880 (24.58%)
List of outside company's directorship held in Public Limited Company	Nil
Chairman / Member of the Committees of the/ Board of Directors of the Company	Nil
Chairman/Member of the Committees of the Board Directors of other Companies in which he/she is director	Nil

By Order of Board
For Balaji Phosphates Limited
(CIN- U24123MP1996PLC067394)
Sd/-



Deepika Singh
Company Secretary & Compliance Officer
M.No. A41761

Place: Indore
Date: 03.09.2025
Registered Office:
305 Utsav Avenue, 12/5 Usha Ganj Jaora Compound,
Indore G.P.O., Indore,
Madhya Pradesh-452001, India.
CIN: U24123MP1996PLC067394
Email id- balajiphosphate@gmail.com/infous@balajiphosphates.com
Website- www.balajiphosphates.com

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

ITEM NO. 03:

As per the provisions under Section 204 of the Companies Act, 2013, and the rules framed thereunder, along with the guidelines issued under Regulation 24 A of SEBI (Listing and Obligations Disclosure Requirements), it is mandatory for listed companies to appoint a Secretarial Auditor to conduct a secretarial audit for each financial year. In this regard, and pursuant to SEBI's guidelines for the appointment of Secretarial Auditors for a maximum period of five consecutive years, the Board of Directors, upon the recommendation of the Audit Committee, has proposed the appointment of Mrs. Dipika Kataria, Practicing Company Secretary (C.P. 9526), Indore, as the Secretarial Auditor of the Company for a term of five consecutive years, commencing from the financial year 2025-26 till 2029-30.

Mrs. Dipika Kataria has the requisite qualifications and experience to conduct the Secretarial Audit, and the proposed appointment is for a period of five consecutive years, commencing from the financial year 2025-26 to 2029-30.

The Secretarial Auditor shall conduct a comprehensive audit of the Company's compliance within the ambit of the applicable provisions of the Companies Act, 2013, Securities and Exchange Board of India (SEBI) regulations, the Ministry of Corporate Affairs (MCA) guidelines, and other statutory and regulatory requirements that may be applicable to the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives have any concern or interest, financial or otherwise, in the resolution set out at **Item No.3**

Your Directors recommend the resolution set out at Item no. 3 to be passed as a ordinary resolution by the members

ITEM NO. 4:

According to section 186 of the Companies Act 2013, no company shall directly or indirectly:

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

Where the aggregate of the loans and investment so far made, the amount for which guarantee or security so far provided to or in all other bodies corporate along with the investment, loan, guarantee or security proposed to be made or given by the Board, exceed the limits specified under sub-section (2), no investment or loan shall be made or guarantee shall be given or security shall be provided unless previously authorized by a special resolution passed in a general meeting.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, approval of the Members is being sought for enhancing the said limits aggregating to and not exceeding Rs. 15 Crores (Rupees Fifteen Crore) in DIVYA JYOTI AGRITECH PRIVATE LIMITED (CIN: U24211MP2003PTC015719) by purchasing its equity shares as the Board may think fit.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, is concerned or interested in the above proposed resolution, except Mr. Mohit Airen and Mr. Alok Gupta due to their equity holdings and Directorships in the Company, if any.

Your Directors recommend the resolution set out at Item no. 4 to be passed as a special resolution by the members.

ITEM NO. 5:

Pursuant to the applicable provisions, the Company has listed its equity shares under Initial Public Offer on National Stock Exchange (NSE) Emerge SME platform w.e.f 07th March, 2025. Pursuant to which the Corporate Identification Number (CIN) of the company should be changed depicting the listed status of the Company.

The Company had filed Change request form for changing its CIN dated 13th March 2025 vide SRN: AB2945586, dated 24th April 2025 vide SRN: AB3609103 and dated 27th May 2025 vide SRN: AB4141711 and each time we have received resubmission regarding seeking approval of shareholders for change in CIN. A clarification letter along with the other required documents was attached but the forms were cancelled by the Registrar of Companies.

Considering the abovementioned requirement from Registrar of Companies, it is proposed to seek approval of members.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, is concerned or interested in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any.

Your Directors recommend the resolution set out at Item no. 5 to be passed as an ordinary resolution by the members.

ITEM NO. 6:

Mr. Mohit Airen (DIN: 00326470), is associated with the Company as the Managing Director since 16th September, 2013. Looking to his experience, knowledge and dedication his existing remuneration is proposed to be enhanced upto Rs. 50,00,000/- in accordance

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to the provisions of Sections section 196 & 197 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, listing agreements (including any statutory modification or re-enactment thereof, for the time being in force) on the recommendation of the Nomination and Remuneration Committee and Board of Directors. Under the initiative and direction of Mr. Mohit Airen (DIN: 00326470), the Company had benefited in overall functioning. His devotion, vision and experience are essential for the growth of the Company. Therefore, increase in remuneration of Mr. Mohit Airen would be in the best interest of the Company.

The Nomination and Remuneration Committee of the Board of Directors has considered and recommended the annual remuneration of Mr. Mohit Airen, to be increased up to Rs. 50,00,000/-.

The Board considers that his continued contribution has always benefited the Company and therefore recommends the resolutions as set out at Item No. 6, for the approval by the Members of the Company as Special resolution.

Except Mr. Mohit Airen being recipient of remuneration, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in their respective resolution as set out at Item No. 6.

ITEM NO. 7:

Mr. Alok Gupta (DIN: 00321894), is associated with the Company as the Director since 16th September 2013. Looking to his experience, knowledge and dedication his existing remuneration is proposed to be enhanced up to Rs. 30,20,000/- in accordance to the provisions of Sections section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, listing agreements (including any statutory modification or re-enactment thereof, for the time being in force) on the recommendation of the Nomination and Remuneration Committee and Board of Directors. Under the initiative and direction of Mr. Alok Gupta (DIN: 00321894), the Company had benefited in overall functioning. His devotion, vision and experience are essential for the growth of the Company. Therefore, increase in remuneration of Mr. Alok Gupta (DIN: 00321894), would be in the best interest of the Company.

The Nomination and Remuneration Committee of the Board of Directors has considered and recommended the annual remuneration of Mr. Alok Gupta (DIN: 00321894), to be increased up to Rs. 30,20,000/-.

The Board considers that his continued contribution has always benefited the Company and therefore recommends the resolutions as set out at Item No.7, for the approval by the Members of the Company as Special resolution.

Except Mr. Alok Gupta (DIN: 00321894), being recipient of remuneration, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in their respective resolution as set out at Item No. 7.

ITEM NO.8:

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Pursuant to the amended Regulation 23 of the SEBI Listing Regulation, effective from April 1, 2025, provides that listed entity which has listed its specified securities on the SME Exchange, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) Rupees Fifty crore (Rs. 50 crore) or Ten percent (10%) of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower, and such material related party transactions exceeding the limits, would require prior approval of Shareholders by means of an Ordinary Resolution. Based on current applicable threshold for determining the related party transactions that require prior Shareholders approval and to facilitate seamless contracting and rendering/availing of product and services between the Company and "related parties", the Company seeks the approval of the shareholders to approve entering into contracts/arrangements within the thresholds and conditions mentioned in the resolution. Further pursuant to the provisions of Section 188 of The Companies Act, 2013 ("the Act"), read with The Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules"), the Company is required to obtain consent of the Audit Committee, Board of Directors and also prior approval of the Shareholders by way of Ordinary Resolution, in case certain transactions with related parties exceeds such sum as specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and also on arm's length basis The Audit Committee and Board of Directors at its meeting on the basis of relevant details provided by the management, as required by the law, at its meeting, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company. Moreover, the estimated value of the transaction(s) with each Group company relating to sale, purchase or supply of any good(s) or material(s), selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any service(s), appointment of agent for purchase or sale of good(s), material(s), service(s) or property or otherwise disposing of any goods, materials or property or availing or rendering of any services, borrowings/lending of loans and advances, to give premises on rent, to give donation, to give inter corporate deposits, transfer of any resources, services or obligations on such term(s) and condition(s) as the Board of Directors may deem fit or appointment of such related party to any office or place of profit in the Company for an amount to exceed the threshold prescribed under Section 188 of The Companies Act, 2013, read with the rules made there and under Regulation 2 (zc) & 23 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Indian Accounting Standard (IND AS) 24 and will be considered material and therefore would require the approval of shareholders of the Company by an Ordinary Resolution. The definition of related party is in pursuance with section 2(76), 2(77) of The Companies Act, 2013 read with rules made thereunder and Regulation 2(zb), 2(zd) of The SEBI (Listing

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Obligations and Disclosure Requirements) Regulations, 2015. The Shareholders’ approval sought for the Material Related Party Transactions to be enter shall be valid up to the date of next AGM. The Shareholders may note that as per the provisions of the SEBI Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transactions or not), shall not vote to approve the resolution set out at Item No. 8.

None of the Directors or Key Managerial Personnel / Promoter are deemed to be concerned or interested in resolution no. 8 of this Notice to the extent of their shareholding in the Company, if any.

As per the SEBI Listing Regulations, all related parties of the Company, whether a party to the proposed transaction(s) or not, shall abstain from voting on the said resolution. Further In accordance with the Section 188 of the Companies Act, 2013, no members of the company shall vote on such resolutions, to approve any contract or arrangement which may be entered into by the Company, if such member is a related party. The consent of the Shareholders is sought for passing a Ordinary Resolution as set out at Item No. 8 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the Shareholders of the Company as a Ordinary Resolution.

Information required to be disclosed in the Explanatory Statement for Item No. 8 pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:


Material Related Party Transactions by the Company

Particular of Material related party transactions between Balaji Phosphates Limited and the Group Companies:

SR N O.	DESCRIPTION	PARTICULAR S	PARTICULARS	PARTICULARS	PARTICULARS	PARTICULA RS	PARTICULARS
1.	Name of the related party	Jyoti Weighing Systems Private Limited (U29111MP1979PTC001524)	Divya Jyoti Agritech Private Limited (U24211MP2003 PTC015719)	Divyashakti Foods Private Limited (U15100MP2008P TC020475)	Chatak Agro (India) Private Limited (U24211MP1999 PTC013521)	Electronics Farming Solutions Associates (E-Fasal) Private Limited (U01100MP2017PTC043079)	Shalini Plastics Pvt Ltd (U27100MP1990 PTC005990)
2.	Nature of relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Subsidiary Concern	Directors and Promoters are interested	Directors and Promoters are interested	Directors and Promoters are interested	Directors and Promoters are interested	Directors and Promoters are interested
3.	Type of the proposed transaction	(a) sale, purchase or supply of any goods or materials; (b) selling or otherwise disposing of, or buying, property of any kind; (c) leasing of property of any kind; (d) availing or rendering of any services; (e) appointment of any agent for purchase or sale of goods, materials, services or property;					
4.	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Upto overall limit of Rs. 50 crore per year	Upto overall limit of Rs. 50 crore per year	Upto overall limit of Rs. 50 crore per year	Upto overall limit of Rs. 50 crore per year	Upto overall limit of Rs. 50 crore per year	Upto overall limit of Rs. 50 crore per year
5.	Particulars of the proposed transaction	NA	NA	NA	NA	NA	NA
6.	Value of the proposed transaction	Upto overall limit of Rs. 50 crore per year	Upto overall limit of Rs. 50 crore per year	Upto overall limit of Rs. 50 crore per year	Upto overall limit of Rs. 50 crore per year	Upto overall limit of Rs. 50 crore per year	Upto overall limit of Rs. 50 crore per year
7.	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Mohit Airen and Mr. Alok Gupta	Mr. Mohit Airen and Mr. Alok Gupta	Mr. Mohit Airen and Mr. Alok Gupta	Mr. Mohit Airen and Mr. Alok Gupta	Mr. Mohit Airen and Mr. Alok Gupta	Mr. Mohit Airen and Mr. Alok Gupta
8.	The percentage of the listed entity’s annual	99.98%	NA	NA	NA	NA	NA

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consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction. (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)							
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By Order of Board
For Balaji Phosphates Limited
(CIN- U24123MP1996PLC067394)
Sd/-

Deepika Singh
Company Secretary & Compliance Officer
M.No. A41761

Place: Indore
Date: 03.09.2025
Registered Office:
305 Utsav Avenue, 12/5 Usha Ganj Jaora Compound,
Indore G.P.O., Indore,
Madhya Pradesh-452001, India.
CIN: U24123MP1996PLC067394
Email id- balajiphosphate@gmail.com/infous@balajiphosphates.com
Website- www.balajiphosphates.com