Shree Pushkar Chemicals & Fertilisers Ltd
Reg. off.: 301/302, 3rd Floor, Atlanta Center, Opp. Udyog Bhavan,
Sonawala Road, Goregaon (E), Mumbai - 400063.
CIN: L24100MH1993PLC071376 Email: cosec@shreepushkar.com
Tel: 022 42702525 Website: www.shreepushkar.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the **Extra Ordinary General Meeting ("EGM")** of **Shree Pushkar Chemicals & Fertilisers Limited** will be held on **Wednesday. 10th December, 2025 at 3:00 P.M. (IST)** through **Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") facility** to transact the following business.

The venue of the Meeting shall be deemed to be the Registered Office of the Company **situated at 301-302, 3rd Floor, Atlanta Center, Near Udyog Bhavan, Sonawala Road, Goregaon East, Mumbai - 400063, Maharashtra, India**

SPECIAL BUSINESS:

1. Increase in Authorised Share Capital of the Company and consequential amendment to Memorandum of Association:

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 Sections 13, 61 and 64 of the Companies Act, 2013 ("the Act") and other applicable provisions of the Act read the rules framed thereunder, (including any amendment(s), statutory modification(s) and re-enactment(s) thereof for the time being in force), consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the existing Rs.32,50,00,000/- (Rupees Thirty Two Crores Fifty Lakhs Only) consisting of 3,25,00,000 (Three Crores Twenty Five Lakhs Only) equity shares of face value of Rs.10/- each to Rs. 33,50,00,000/- (Rupees Thirty Three Crores Fifty Lakhs Only) divided into 3,35,00,000 (Three Crores Thirty Five lakhs Only) equity shares of Rs.10/- each.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions of the Act read with the rules framed thereunder, the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. *The Authorised Share Capital of the Company is Rs.33,50,00,000/- (Rupees Thirty Three Crores Fifty Lakhs Only) divided into 3,35,00,000 (Three Crores Thirty Five Lakhs Only) Equity Shares of Rs.10/- (Rupees Ten Only) each. The Company has power from time to time to increase or reduce its capital and to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions, or restrictions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such right, privilege or condition or restrictions in such manner as may from time being be permitted by the Articles of Association of the Company or the legislative provisions of the time being in force in that behalf.*

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board (including any Committee thereof), be and is hereby authorized to do all such acts, deeds, matters

and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings, including all forms to be filed with the Registrar of Companies ("ROC") as may be required to give effect to this Resolution and to delegate all or any such power(s) to any one or more Director(s)/Company Secretary/any other Officer(s) of the Company ."

2. Issue of Fully Convertible Warrants to the Promoter of the Company on Preferential Basis:

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

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force) (**"the Act"**) read with provisions of Chapter V "Preferential Issue" of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (**"ICDR Regulations"**), and the provisions of any rules/regulations/guidelines issued/framed by the Central Government, SEBI, Reserve Bank of India and Stock Exchanges, relevant enabling provisions of Memorandum and Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended or re-enacted from time to time (**"Listing Regulations"**), SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (**"Takeover Regulations"**) and subject to all such approval(s), consent(s), permission(s) and/or sanction(s) as may be required from time to time, SEBI, Stock Exchanges, and any other appropriate Authority, Institution or Body and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approval(s), consent(s), permission(s) and/or sanction(s) which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which term shall be deemed to include any Committee which the Board has constituted or may constitute to exercise its powers including the powers conferred by this Resolution), consent of the members of the Company be and is hereby accorded to the Board, to create, offer, issue, and allot, in one or more tranches in aggregate and up to 7,36,196 (Seven Lakhs Thirty Six Thousand One Hundred and Ninety Six Only) Fully Convertible Warrants, each convertible into 1 (one) fully paid up Equity Share of face value of Rs. 10/- each of the Company at a price of Rs. 407.50 /- (Rupees Four Hundred and Seven and Fifty Paise Only) per Warrant or at a price being not lower than the minimum price determined in accordance with the Chapter V of **ICDR Regulations** on a preferential basis to below mentioned allottee in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit:

The details of the allottee are as follows:

Name of the Allottee	Type of Securities proposed to be issued	No. of Securities proposed to be issued	Tenure/Conversion
Mr. Gautam Gopikishan Makharia	Warrants	7,36,196 (Seven Lakhs Thirty Six Thousand One Hundred and Ninety Six Only)	Each Warrant is to be converted into 1 (one) Equity Share within 18 months from the date of allotment of warrants

RESOLVED FURTHER THAT in accordance with Regulation 161 of **ICDR Regulations**, the **"Relevant Date"** for the purpose of determining the floor price/exercise price for the issue of warrants/Equity Shares to be allotted on conversion of Warrants, pursuant to preferential allotment is **Monday, 10th November, 2025,** being 30 days prior to the date of this Extra Ordinary General Meeting **i.e. Wednesday, 10th December, 2025.**

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms:

a) Each Warrants shall be converted into one fully paid-up Equity Shares of Rs.10/- each of the Company;
b) A Warrant subscription price equivalent to 25% of the issue price of the Warrants shall be payable at the time of subscription to the Warrants, as prescribed by Regulation 169 of **ICDR Regulations** and the balance Warrant Exercise price equivalent to the 75% of the issue price of the Warrants Shall be payable by the Warrant holders at the time of exercising the Warrants;
c) The Warrant Holder shall make payment of Warrant Subscription Price from his own bank account into the designated bank account of the Company;
d) The Warrants may be exercised by the Warrant Holder at any time before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants ("**Tenure**");
e) In the event the Warrant Holder does not exercise the Warrants within 18 (Eighteen) months from the date of allotment of the Warrants, the Warrants shall lapse and the amount paid on such Warrants shall stand forfeited by the Company;
f) The Warrant Holder shall be entitled to exercise the option of exercising any or all of the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the Shareholders of the Company prior to or at the time of conversion and the Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Warrant Holder;
g) The Warrants shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of this Special Resolution, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last approval, or permission;
h) The Equity Shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu in all respects including payment of dividend and voting rights, with the existing Equity Shares of the Company;
i) Upon exercise of the Warrants by the Warrant Holders, the Company shall issue and allot appropriate number of Equity Shares and perform such actions as are required to credit the Equity Shares to the depository account of Warrant Holders and entering the name of Warrant Holders in the records of the Company as the registered owner of such Equity Shares;
j) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations issued by SEBI or any other statutory authority as the case may be or any modifications thereof;
k) In the event the Company completes any form of capital restructuring prior to the conversion of the Warrants, then, the number of Equity Shares that each Warrant converts into and the price payable for such Equity Shares, shall be adjusted accordingly in a manner that, to the extent permitted by applicable laws, Warrant holder: (a) receives such number of Equity Shares that Warrant holders would have been entitled to receive; and (b) pays such consideration for such Equity Shares to the Company which Warrant holders would have been required to pay, had the Warrants been exercised immediately prior to the completion of such capital restructuring;

l) The Equity Shares arising from the exercise of the Warrants shall be listed on the Stock Exchanges where the Equity Shares of the Company are listed, subject to the receipt of the necessary regulatory permissions and approvals as the case may be and shall inter-alia be governed by the Regulations and guidelines issued by the SEBI or any other statutory authority;

m) The Pre-Preferential Shareholding of the Warrant Holder and the Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under Chapter V of **ICDR Regulations** relating to Preferential Issue;

n) The Warrants and Equity Shares so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under **ICDR Regulations;**

However, subject to the provisions of Chapter V of **ICDR Regulations**, the Warrants and Equity Shares allotted on exercise of such Warrants Shall be transferable within the Promoters and persons forming part of Promoter Group;

o) The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the Listing Regulations and the Securities Contract (Regulation) Rules, 1957;

p) The Warrants by itself, until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holders thereof any rights with respect to that of a shareholder(s) of the Company; and

q) Until the Warrants are transferred, the Company shall treat Warrant Holders as the absolute owner for all purposes without being affected by any notice to the contrary.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottee be recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottee inviting them to subscribe to the Warrants.

RESOLVED FURTHER THAT the monies to be received by the Company from the Proposed Allottee for subscription of the Warrants pursuant to the Preferential Issue shall be kept in a separate account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby jointly and severally authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

- To create, issue, offer and allot Warrants and the Equity Shares on conversion of the aforesaid Warrants of the Company;
- To determine, vary, modify, alter any of the terms and conditions of the proposed issue of Warrants including reduction of the size of the issue, as it may deem expedient, in its discretion;
- To settle, clarify any questions, difficulties or doubts that may arise with regard to the offering, issuing and allotting of Warrants and Equity Shares on conversion of the aforesaid warrants of the Company, as it may, in its absolute discretion, deem fit and proper;
- To negotiate, finalize and execute all necessary agreements/documents/form filings/ applications to give effect to this Resolution, including to make applications to Applicable Regulatory Authorities, like applications to the Stock Exchanges for obtaining in-principle approval for the Warrants to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the Equity Shares to be allotted upon conversion of the Warrants; and

- To undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this Resolution in accordance with applicable law including **ICDR Regulations** and **Listing Regulations** and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to give effect to any modification to the foregoing, and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any other Director or Directors or Company Secretary or any other officer(s) or employee(s) of the Company or any advisor, as it may consider appropriate in order to give effect to this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in this Resolution be and are hereby approved, ratified and confirmed in all respects."

By Order of the Board of Directors of
Shree Pushkar Chemicals & Fertilisers Limited

Sd/-
Pankaj Manjani
Company Secretary & Compliance Officer
Membership number: A72548
Date: 8th November, 2025
Place: Mumbai

Registered Office: 301/302, 3rd Floor, Atlanta Center,
Near Udyog Bhavan, Sonawala Road,
Goregaon (East), Mumbai – 400 063,
Maharashtra, India.
Email: cosec@shreepushkar.com
Website: www.shreepushkar.com
CIN: L24100MH1993PLC071376

NOTES:

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/2020 dated 8th April, 2020 & 17/2020 dated 13th April, 2020 and subsequent circulars issued in this regard, the latest being MCA General Circular No. 03/2025 dated 22nd September, 2025 (collectively referred to as "MCA Circulars") has permitted the holding of the Extra Ordinary General Meeting ("EGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue.

   In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the EGM of the Company will be held through VC/OAVM on **Wednesday, 10th December, 2025 at 3:00 p.m.,** Indian Standard Time ("IST"). The proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company.

2. The Explanatory Statement as required under Section 102 of the Act containing material facts is annexed hereto.

3. In accordance with the aforesaid MCA Circulars and relevant provision of Listing Regulations, the Notice of EGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same.

4. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs") in case the Shares are held by them in Electronic Form and with Bigshare Services Private Limited, Registrar and Share Transfer Agents of the Company ("RTA") in case the Shares are held by them in physical form.

5. The EGM Notice is also available on the website of the Company at www.shreepushkar.com, websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the website of the Company's Registrar and Share Transfer Agents Bigshare Service Private Limited ("hereinafter referred as Bigshare") i.e., www.bigshareonline.com

6. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this EGM is being held through VC/OAVM facility pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM and hence, the Proxy Form and Attendance Slip including route map are not annexed to this Notice. In this Notice, the terms member(s) or shareholder(s) are used interchangeably.

7. Pursuant to Section 113 of the Act, the Institutional/Corporate Members are entitled to appoint authorised representatives to attend and participate in the EGM through VC/OAVM and cast their votes through e-voting. Accordingly, Institutional/Corporate Members are requested to send a scanned copy (PDF/JPEG format) of the Board Resolution authorising its representative to attend and vote at the EGM, pursuant to Section 113 of the Act, at cosec@shreepushkar.com and csassist@shreepushkar.com

8. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Act.

9. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant(s) and holding should be verified from time to time.

10. In case of joint holders attending the Meeting, the members whose name appears first holder in the order of names as per Register of Members of the Company will be entitled to vote.

11. For the convenience of the Members and proper conduct of the EGM, Members can login and join EGM through the VC/OAVM mode at least 15 (fifteen) minutes before the time scheduled of the commencement of the Meeting by following the procedure mentioned below. 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 Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

12. The Members, whose names appear in the Register of Members/List of Beneficial Owners as on **Wednesday, 3rd December, 2025** ("Cut-off date"), are entitled to avail the facility of remote e-voting as well as e-voting system as on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

13. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e. **Wednesday, 3rd December, 2025** shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned below.

14. The remote e-voting period will commence at 9.00 a.m. on Friday, 5th December, 2025 and will end at 5.00 p.m. on Tuesday, 9th December, 2025. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on **Wednesday, 3rd December, 2025** may cast their votes electronically.

15. The Members can opt for only one mode of e-voting i.e. either prior to the EGM or during the EGM. Members who have already voted prior to the Meeting date may also attend/participate in the EGM through VC/OAVM but would not be entitled to vote again at the Meeting venue. Once the vote on a Resolution is casted by the member, the Member shall not be allowed to change it subsequently.

16. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. **Wednesday, 3rd December, 2025**.

17. The Board of Directors have appointed Mr. Sanam Umbargikar, Partner, M/s DSM & Associates, Peer Reviewed Company Secretaries, as the Scrutinizer to scrutinize the votes casted through the e-voting system at the EGM and remote e-voting process in a fair and transparent manner.

18. The scrutinizer shall after the conclusion of e-voting at the EGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days from the date of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and the Chairman or the person authorized by him in writing shall declare the result of the voting forthwith.

    The results declared along with the report of the scrutinizer shall be placed on the website of the Company at www.shreepushkar.com immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately communicated to the BSE Limited and National Stock Exchange of India Limited.

19. Members who have not encashed the dividend which remain unclaimed, are requested to make their claims or approach the Corporate Secretarial Department at the Company's registered office or Bigshare for revalidation and encashment before the due dates. In addition, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to demat account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF.

    The Company has sent reminders to members having unpaid/unclaimed dividends before transfer of such dividend(s) to IEPF. Members who have not encashed Final Dividend, 2019 and all subsequent dividend(s) declared by the Company, are advised to write to the Company immediately.

In case valid claim is not received, the Company will proceed to transfer the corresponding shares to the IEPF Account in accordance with the prescribed procedure under the IEPF Rules.

20. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in the Notice or explanatory statement will be available electronically for inspection by the Members during the EGM. Members seeking to inspect such documents can send an e-mail to cosec@shreepushkar.com and csassist@shreepushkar.com mentioning their Folio No./DP ID and Client ID.

21. E-Voting by Members and Instructions thereof:

i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and MCA Circular, Regulation 44 of Listing Regulations, 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 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.

ii. 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.

iii. 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.

iv. 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.

v. 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 https://shreepushkar.com/. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. 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.

vi. 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 and considering the applicable restrictions as imposed by Maharashtra Government to curb COVID-19 and considering the safety norms.

vii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020,** under Regulation 44 of Listing Regulations, 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.

Further, 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.

viii. Pursuant to aforementioned said SEBI Circular**,** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL**	1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of **BIGSHARE** the e-Voting service provider and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. **BIGSHARE**, 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 https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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. Click on **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-voting period.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with **NSDL**	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 **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be redirected to **i-Vote** 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 with all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-vote (E-voting 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**	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 22 55 33.
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 022-48867000.

ix. **Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**LOGIN**" button under the '**INVESTOR LOGIN**' section to Login on E-Voting Platform.
- Please enter you '**USER ID'** (User id description is given below) and '**PASSWORD'** which is shared separately on you register email id.
  - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
  - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
  - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

  Note *If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*
- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

  NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password**?
- Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.

  (In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you desire to vote under the dropdown option.
- Click on **"VOTE NOW"** option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**"

to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.

- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

x. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **"User id and password will be sent via email on your registered email id"**.
  NOTE: If Custodian have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password**?
- Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**.
  (In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under "**DOCUMENTS**" option on custodian portal.
  - Click on "**DOCUMENT TYPE**" dropdown option and select document type power of attorney (POA).
  - Click on upload document "**CHOOSE FILE**" and upload power of attorney (POA) or board resolution for respective investor and click on "**UPLOAD**".
    Note: The power of attorney (POA) or board resolution has to be named as the "**InvestorID.pdf**" (Mention Demat account number as Investor ID.)
  - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select "**VOTE FILE UPLOAD**" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "**UPLOAD**". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).

- Custodian can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

xi. Procedure for joining the EGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the EGM through VC/OAVM at https://ivote.bigshareonline.com under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you desire to attend the EGM under the dropdown option.
- For joining virtual meeting, you need to click on "VC/OAVM" link placed beside of "**VIDEO CONFERENCE LINK"** option.

Helpdesk for queries regarding virtual meeting:

In case shareholders/investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

22. Instructions for Members attending the EGM through VC/OAVM & E-voting during Meeting are as under:

i. The procedure for attending Meeting & E-voting on the day of the EGM is same as the instructions mentioned above for remote E-voting.

ii. The Members can join the EGM in the VC OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting i.e. 2:45 p.m.

iii. 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 remote E-voting.

iv. Members are encouraged to join the Meeting through Laptops/IPads for better experience.

v. Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

vi. 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.

vii. Members 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 7 days prior to meeting (i.e. latest **by Wednesday, 3rd December, 2025)** mentioning their name, demat account number/folio number, email id, mobile number at cosec@shreepushkar.com and ivote@bigshareonline.com.

The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 7 days prior to meeting (i.e. latest **by Wednesday, 3rd December, 2025)** mentioning their name, demat account number/folio number, email id, mobile number at cosec@shreepushkar.com and ivote@bigshareonline.com. These queries will be replied to by the Company suitably by email.

viii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

ix. If any Votes are cast by the Members 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 Members shall be considered invalid as the facility of e-voting during the Meeting is available only to the shareholders attending the Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH RULES MADE THEREUNDER AND SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018

As required by Section 102 of the Companies Act, 2013 read with rules made thereunder and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the following explanatory statement sets out all the material facts relating to the Business mentioned under Item Nos. 1 to 2 of the accompanying Notice.

Item No. 1:

The current Authorised Share Capital of the Company is Rs. 32,50,00,000/- (Rupees Thirty Two Crores Fifty Lakhs Only) divided into 3,25,00,000 (Three Crores Twenty Five Lakhs Only) equity shares of Rs.10/- (Rupees Ten only) each.

As on date of the Board Meeting held on 8th November, 2025, the Paid-up Share Capital of the Company stands at Rs. 32,33,76,910/- (Rupees Thirty Two Crores Thirty Three Lakhs Seventy Six Thousand Nine Hundred and Ten Only) comprising 3,23,37,691 (Three Crores Twenty Three Lakhs Thirty Seven Thousand Six Hundred and Ninety One Only) equity shares of Rs. 10/- (Rupees Ten Only) each.

Therefore, in order to facilitate the proposed preferential issues of securities and to ensure sufficient flexibility for future capital raising requirements, it is required to increase its Authorised Share Capital and consequently alter the existing Clause V of the Memorandum of Association of the Company.

The Board of Directors at its Meeting held on 8th November, 2025 proposed to increase the Authorised share capital to Rs. 33,50,00,000/- (Rupees Thirty Three Crores Fifty Lakhs Only) divided into 3,35,00,000 (Three Crores Thirty Five Lakhs Only) equity shares of Rs.10/- (Rupees Ten only) each.

Pursuant to the provisions of Sections 13, 61 and other applicable provisions of the Companies Act, 2013, increase in the Authorised Share Capital and Alteration of the Capital Clause of the Memorandum of Association, requires approval of the members by way of passing Ordinary Resolution to that effect.

None of the Directors of the Company or Key Managerial Personnel or their relatives except to the extent of their shareholding in the Company, if any, are in any way, concerned or interested financially or otherwise in the Resolution set out under Item No. 1 of this Notice.

The Board recommends the Resolution as set out under Item No. 1 of this Notice for approval of the Members to be passed as an Ordinary Resolution.

Item No. 2:

Particulars of the offer, Kinds and Price of the Securities offered and Date of passing of Board Resolution:

The Board of Directors of the Company at its Meeting held on **Saturday, 8th November, 2025**, subject to the approval of the Members of the Company and such other approvals as may be required and subject to Memorandum and Articles of Association of the Company, approved the proposal for raising funds by way of Issuance and Allotment of upto 7,36,196 (Seven Lakhs Thirty Six Thousand One Hundred and Ninety Six Only) Fully Convertible Warrants convertible into Fully Paid-up Equity Shares of the Company having face value of Rs. 10/- (Rupees Ten Only) each ("Warrant") at a price of Rs. 407.50/- each (Rupees Four Hundred and Seven and Fifty Paise Only) (including the Warrant Subscription Price and the Warrant Exercise Price) payable in cash or at a price being not lower than the minimum price determined in accordance with the Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**"ICDR Regulations")**, as amended ("Warrant Issue Price"), aggregating upto Rs. 29,99,99,870 (Rupees Twenty Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Eight Hundred and Seventy Only) ("Total Issue Size") for Cash Consideration on Preferential basis to Joint Managing Director and Promoter of the Company entitling him to exercise option to convert (in one or more tranches) and get allotted 1 (one) Equity Share of face value of Rs.10/- (Rupees Ten Only) against each Warrant. The proposed preferential issue is subject to the applicable Regulations issued by SEBI from time to time and any other Government/Regulatory approvals as may be required in this regard.

In accordance with the Sections 42 and 62 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with ICDR Regulations and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("Listing Regulations"),** as amended from time to time, approval of the Members of the Company by way of Special Resolution is required to issue Warrants to the Joint Managing Director and Promoter on a preferential basis in compliance with applicable provisions of ICDR Regulations.

The Proposed Allottee has signified his willingness for further infusion of funds and also confirmed his eligibility in terms of Regulation 159 of ICDR Regulations, to subscribe to the Subscription Shares to be issued pursuant to the Preferential Issue.

The details in relation to the Preferential Issue as required under the ICDR Regulations and the Act read with the rules made thereunder, are set forth below:

(i) Object(s) of the Preferential Issue:

The Company intends to utilize the proceeds raised through the preferential issue towards the following Object:

For undertaking investment in Madhya Bharat Phosphate Private Limited*, a Material Wholly Owned Subsidiary of the Company, in the form of Equity/Quasi Equity, Debt/Loan instruments, Inter-Corporate Loan/Deposit which will be utilized by such Subsidiary as a Capital Expenditure for Complex Fertilisers and further Expansion of Unit at Meghnagar, Jhabua, Madhya Pradesh. (**"Investment in Subsidiary")**

**As the Petition of Scheme of Amalgamation of Madhya Bharat Phosphate Private Limited and Kisan Phosphates Private Limited, another Material Wholly Owned Subsidiary of Shree Pushkar Chemicals & Fertilisers Limited is pending before Hon'ble National Company Law Tribunal, Mumbai Bench, this Object shall deemed to include Kisan Phosphates Private Limited if Amalgamation is approved by Hon'ble National Company Law Tribunal, Mumbai Bench before utilizing the proceeds of this Object.*

(ii) Utilization of Issue proceeds:

The intended use of the Issue proceeds of the aforementioned Preferential issue is as under: -

Sr. No.	Particulars	Total Estimated amount to be utilized*	Tentative timeline for utilization of funds
1.	Investment in Subsidiary	Rs. 29,99,99,870	March, 2028

**considering 100% conversion of Warrants into Equity Shares within the stipulated time*

Given that the preferential issue is for convertible Warrants and allotment of Equity Shares upon conversion of Warrants, the issue proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of ICDR Regulations, and as estimated by the management, the entire issue proceeds would be utilized for the aforementioned Object, in phases, as per the availability of issue proceeds, and the Company's business requirements and within the periods as set out in the table.

In terms of the NSE Circular No. NSE/CML/2022/56 dated 13th December, 2022, and the BSE Circular No. 20221213-47 dated 13th December, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Object is based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy for capital allocation and growth opportunities, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws. If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with the applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

(iii) Interim Mode of keeping the Issue Proceeds:

Pending complete utilization of the Issue Proceeds for the Object described above, our Company including the Subsidiaries intend to, deposit the Issue Proceeds in Bank or Cash Credit Accounts ("CC Accounts") maintained with various banks, and to the extent the funds are parked in the CC Accounts, the Company undertakes to set aside the Cash Credit Limit to that extent towards Utilisation in accordance with the objects set out above.

(iv) Monitoring of utilization of funds:

In terms of Regulation 162A of the ICDR Regulations, as the size of this Preferential issue is below Rs. 100 Crores, the Company is not required to appoint Monitoring Agency to monitor the use of the proceeds of the Preferential issue. However, the Company will internally monitor the utilization of funds and file the Report(s) with the Stock Exchanges in accordance with the Listing Regulations and ICDR Regulations, if any.

(v) Relevant Date:

The "Relevant Date" in accordance with Regulation 161 of **ICDR Regulations**, the **"Relevant Date"** for the purpose of determining the floor price/exercise price for the issue of Warrants/Equity Shares to be allotted on conversion of Warrants, pursuant to preferential allotment is **Monday, 10th November, 2025,** being 30 days prior to the date of this Extra Ordinary General Meeting **i.e. Wednesday, 10th December, 2025.**

(vi) Maximum number of specified securities to be issued:

The Board of Directors at its Meeting held on 8th November, 2025 had approved the issue of convertible Warrants and accordingly proposed to issue and allot in aggregate upto 7,36,196 (Seven Lakhs Thirty Six Thousand One Hundred and Ninety Six Only) convertible Warrants, each convertible into 1 (One) Equity Share of face value of Rs.10/- (Rupees Ten Only) each to Joint Managing Director and Promoter of the Company on a preferential basis in compliance with the applicable provisions of ICDR Regulations.

(vii) Amount which the Company intends to raise by way of such securities:

The Company intends to raise upto Rs. 29,99,99,870 (Rupees Twenty Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Eight Hundred and Seventy Only) by way of Preferential Issue of 7,36,196 Fully Convertible Warrants.

(viii) Basis on which the floor price has been arrived at and justification for the price (including premium, if any):

The Equity Shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited (together referred to as the "Stock Exchanges"). The Equity Shares are frequently traded in terms of the ICDR Regulations and National Stock Exchange of India Limited, being the Stock Exchange with higher trading volumes for the said period, has been considered for determining the floor price in accordance with the ICDR Regulations.

In terms of the applicable provisions of the ICDR Regulations, the minimum price for the preferential issue of each Convertible Warrant and Equity Share to be issued in lieu of Warrant shall be a price, being higher of the following:

a) The 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or

b) The 10 trading days volume weighted average price of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

The pricing of the Warrants to be allotted on preferential basis is Rs. 407.50/- per Warrant convertible into equivalent number of Equity Share of Rs.10/- each of the Company, which price is not lower than the price determined in accordance with the applicable provisions of ICDR Regulations.

The minimum price in terms of Regulation 164(1) of ICDR Regulations is certified by Piyush Kothari & Associates, Chartered Accountants.

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

Further, the method of determination of price as per the Articles of Association of the Company is not applicable as the Articles of Association of the Company are silent on the determination of floor price/ minimum price of the Equity Shares/Warrants issued on a preferential basis.

There will be no change in control of the Company consequent to this Preferential Issue. However, voting rights will change in tandem with the change in shareholding pattern of the Company.

The Company agrees and undertakes that it shall re-compute the price of the Warrants (Equity Shares upon conversion of Warrants) specified securities issued on Preferential Basis if required in terms of the provision of Chapter V of the ICDR Regulations.

The Company agrees and undertakes that if the amount payable on account of the re-computation of price in terms of the applicable law is not paid within the time stipulated in the ICDR Regulations, Warrants shall continue to be locked-in till the time such amount is paid by the Allottee.

(ix) Material terms of issue of Convertible Warrants:

In accordance with Regulation 169 of ICDR Regulations, at least 25% of the consideration, shall be paid against each Warrant on or before the date of their allotment. The balance 75% of the consideration shall be paid on or before the allotment of Equity Shares pursuant to exercise of option against each Warrant.

Warrant shall be converted at the option of the allottee in one or more than one tranches, into one equity share of face value of Rs. 10/- each at a price Rs. 407.50/- (Rupees Four Hundred and Seven and Fifty Paise Only) (including premium of Rs. 397.50/- [Rupees Three Hundred and Ninety Seven and Fifty Paise Only]) or at a price being not lower than the minimum price calculated in accordance with the ICDR Regulations for Preferential Issue contained in Chapter V of ICDR Regulations as amended, whichever is higher, at any time within 18 months from the date of allotment of Warrants.

In case of Warrant is not exercised within a period of 18 months from the date of the allotment of the warrants, the aforesaid Consideration paid on the date of allotment of the Warrants shall be forfeited.

x) Class or Classes of Persons to whom the allotment is proposed to be made:

The Preferential issue and subsequent allotment is proposed to be made as follows:

Name of the Allottee	Type of Securities proposed to be issued	No. of Securities proposed to be issued	Tenure/Conversion
Mr. Gautam Gopikishan Makharia	Fully Convertible Warrants	7,36,196 (Seven Lakhs Thirty Six Thousand One Hundred and Ninety Six Only)	Each Warrant is to be converted into one Equity Share within 18 months from the date of allotment

xi) Intent of the promoters, directors or key managerial personnel or senior management of the Company to subscribe to the Preferential Issue; contribution being made by the Promoters or Directors either as a part of the Preferential Issue or separately in furtherance of the objects:

The Warrants are being offered to Mr. Gautam Gopikishan Makharia, Joint Managing Director and Promoter of the Company, intend to participate/subscribe to the Fully Convertible Warrants.

Accordingly, except above, no other Promoter, Director or Key Managerial Personnel of the Company intends to subscribe to any shares pursuant to this Preferential Issue of Warrants.

xii) Proposed time schedule and time frame within which the Preferential Issue shall be completed:

The proposed allotment of Warrants shall be completed, in accordance with Regulation 170 of ICDR Regulations, within 15 (fifteen) days period from the later of: (i) date of passing of the shareholders' special resolution; or (ii) receipt of the permission or approval from any regulatory authority or the Central Government, if any.

The allotment of Warrants and Equity Shares on conversion of Warrants will be completed in dematerialized form.

xiii) Practicing Company Secretary's Certificate:

The Certificate from M/s DSM & Associates, Peer Reviewed Company Secretaries dated 10th November, 2025, pursuant to Regulation 163(2) of the SEBI LODR Regulations certifying that the Preferential Issue is being made in accordance with the requirements contained in the ICDR Regulations, shall be available for inspection by the Members at the EGM and will also be made available on the Company's website and will be accessible at link: https://www.shreepushkar.com/wp-content/uploads/2025/11/SPCFL_PCS_Certificate_Comp_ICDR_3.pdf

xiv) Valuation and Justification for the allotment proposed to be made for consideration other than cash:

Not applicable

xv) Shareholding Pattern of the Company before and after the Preferential Issue:

Sr. No.	Category	*Pre-Preferential Holding		**Post-Preferential Holding	
		No. of Equity Shares	% of Holding	No. of Equity Shares	% of Holding
A.	**Promoter Group**				
1	Indian				
	a. Individual/HUFs	2,24,29,042	69.36	2,31,65,238	70.04
	b. Bodies Corporate/Trusts/ Any Other	0	0	0	0
	Sub-total A(1)	**2,24,29,042**	**69.36**	**2,31,65,238**	**70.04**
2	Foreign	0	0	0	0
	Sub-total A(2)	0	0	0	0
Total Shareholding of Promoter Group [Sub-total A = A(1)+A(2)]		**2,24,29,042**	**69.36**	**2,31,65,238**	**70.04**
B	**Non-Promoter Group (Public)**				
1	Institutions				
	a. Mutual Funds	0	0	0	0
	b. Financial Institutions/ Banks	0	0	0	0
	c. Insurance Companies	0	0	0	0
	d. Foreign Portfolio Investors (Category I and II)	2,71,952	0.84	2,71,952	0.82
	e. Others	47,000	0.15	47,000	0.14
	Sub-total B(1)	**3,18,952**	**0.99**	**3,18,952**	**0.96**
2	**Central Government/ State Government (s)**	0	0	0	0
	Sub-total B(2)	0	0	0	0

Sr. No.	Category	*Pre-Preferential Holding		**Post-Preferential Holding	
		No. of Equity Shares	% of Holding	No. of Equity Shares	% of Holding
3	**Non-Institutions**				
	a) Individual shareholders holding nominal share capital upto Rs. 2 lakhs	53,80,657	16.64	53,80,657	16.27
	b) Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	15,97,461	4.94	15,97,461	4.83
	c) NBFCs registered with RBI	0	0	0	0
	d) Others				
	IEPF	313	0	313	0
	Trusts	0	0	0	0
	Foreign National	0	0	0	0
	Hindu Undivided Family	7,05,670	2.18	7,05,670	2.13
	Limited Liability Partnerships	0	0	0	0
	Non Resident Indians	3,99,773	1.24	3,99,773	1.21
	Clearing Member	7,636	0.02	7,636	0.02
	Private Corporate Bodies	14,95,886	4.63	14,95,886	4.52
	Indian Public	0	0	0	0
	Directors and their Relatives (excluding Promoters, independent directors and nominee directors)	1,000	0	1,000	0
	Others	1,301	0	1,301	0
	Sub-total B(3)	**95,89,697**	**29.65**	**95,89,697**	**29.00**
Total Non-Promoter Group (Public) Shareholding [Sub-total B = B(1)+B(2)+B(3)]		**99,08,649**	**30.64**	**99,08,649**	**29.96**
C	**Non-Promoter – Non Public/ Shares held by custodians for ADR and GDR**	**-**	**-**	**-**	**-**
Grand Total A+B+C		**3,23,37,691**	**100**	**3,30,73,887**	**100**

*Pre-issue shareholding pattern as on 7th November, 2025.

**The post issue numbers and % of the Equity Share Capital held by the Proposed Allottee has been calculated on the assumption that all 7,36,196 warrants proposed to be issued to the Proposed Allottee shall be converted into Equity Shares of the Company.

Note: Shareholding has been rounded off to two decimals

xvi) <u>Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them:</u>

This Disclosure is Not Applicable as the Warrants are proposed to be allotted to Mr. Gautam Gopikishan Makharia, being an Individual.

xvii) The name of the Proposed Allottee and the percentage of post Preferential Offer capital that may be held by him:

Name of the Allottee	Category	Natural person who are the ultimate beneficial owners and/or who ultimately control	No. of Shares/Warrants proposed to be allotted		Pre-issue Share holding		Post-issue Shareholding	
			Equity Shares	Warrants	No. of Equity Shares	%age of Equity Shares	No. of Equity Shares	%age of Equity Shares
Mr. Gautam Gopikshan Makharia	Joint Managing Director and Promoter	Not Applicable	-	7,36,196	16,16,885	5%	23,53,081	7.11%

xviii) Lock-in Period:

The Warrants and Equity Shares to be allotted on conversion of the Warrants on Preferential Basis shall be locked in, for such period as prescribed in Chapter V of **ICDR Regulations.**

Further, the entire pre-preferential allotment shareholding of the Allottee shall be under lock-in as per the requirements of Chapter V of **ICDR Regulations.**

xix) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer along with the Name and address of the valuer who performed valuation of the security offered:

Not Applicable, as the Warrants are proposed to be issued at Cash only.

xx) Principle terms of assets charged as securities: Not Applicable

xxi) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the year, the Company has not made any allotment on Preferential basis.

xxii) Current and proposed status of the Allottee post the Preferential issue namely, Promoter or Non-Promoter:

The Status of Mr. Gautam Gopikishan Makharia as the Joint Managing Director and Promoter will remain same.

xxiii) Other Disclosures:

a. No person belonging to the Promoter/Promoter group of the Company has sold or transferred any Equity Shares during the six months preceding the Relevant Date.

b. The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.

c. Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Further, neither the Company nor any of its Directors or Promoters is a fraudulent borrower as defined under ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of ICDR Regulations are not applicable.

d. Neither the Company nor any of its Directors and/or Promoters is a fugitive economic offender as defined under ICDR Regulations.

e. The Company is eligible to make the Preferential Issue to its Promoter (including Promoter Group) under Chapter V of the ICDR Regulations.

f. The pre- preferential allotment of the person belonging to the Promoter / Promoter group of the Company are in dematerialized form.

g. The issue of warrants and resultant Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.

Except Mr. Gautam Gopikishan Makharia, Joint Managing Director and Promoter of the Company and Mr. Punit Gopikishan Makharia, Chairman and Managing Director, none of the other Directors of the Company or Key Managerial Personnel or their relatives except to the extent of their shareholding in the Company, if any, are in any way, concerned or interested financially or otherwise in the Resolution set out under Item No. 2 of this Notice.

The Board recommends the Resolution as set out under Item No. 2 of this Notice for approval of the Members to be passed as a Special Resolution.

By Order of the Board of Directors of
Shree Pushkar Chemicals & Fertilisers Limited

Sd/-
Pankaj Manjani
Company Secretary & Compliance Officer
Membership number: A72548
Date: 8th November, 2025
Place: Mumbai

Registered Office: 301/302, 3rd Floor, Atlanta Center,
Near Udyog Bhavan, Sonawala Road,
Goregaon (East), Mumbai – 400063,
Maharashtra, India.