Notice of Extra-Ordinary General Meeting

NOTICE is hereby given that the 2nd Extra-ordinary General Meeting ("EGM") of the shareholders (the "Shareholders" or the "Members") of Pajson Agro India Limited (Formerly Pajson Agro India Pvt Ltd) (the "Company") for the Financial Year 2026-27 will be held on Friday, December 4, 2026 at 04:00 P.M. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following special business:

Special Business:

ITEM NO. 1

Approval for Pajson Agro Employee Stock Option Scheme 2026.

To consider and, if deemed appropriate, to pass the following resolution as ***Special Resolution:***

"RESOLVED THAT pursuant to the Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made there under (including any amendment(s), statutory modification(s) or re-enactment thereof) ***["Companies Act"],*** Regulation 6(1) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ***["SEBI (SBEB & SE) Regulations, 2021"]***, relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ***["SEBI (LODR) Regulations"]***, and in accordance with the provisions of the memorandum of association and articles of association of the company and the regulations / guidelines prescribed by SEBI or any other relevant authority, from time to time, to the extent applicable and subject to such approvals, consents, permissions and sanctions, as may be required, the consent of the members of the Company be and is hereby accorded for the approval of Pajson Agro Employee Stock Option Scheme 2026 ***("Scheme")*** and the Board of Directors *(hereinafter referred to as the* ***"Board of Directors"*** *which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution)* be and is hereby authorised to create, grant, offer, issue and allot under the Scheme, in one or more tranches, not exceeding 11,90,480 (eleven lakh ninety thousand and four hundred and eighty) Employee Stock Options ***("Options")*** *(or such other adjusted figure for any bonus issue, right issue, stock splits/sub-division of shares, consolidations of shares, merger, demerger, reconstitution, spin-off, amalgamation, reclassification of capital or other reorganization of the capital structure of the Company as may be applicable from time to time)* to or for the benefit of employees and directors of the Company including its group company, subsidiary company of the Company and to such persons as may, from time to time, be allowed to be eligible for the benefits of the Scheme (as permitted under the applicable laws) exercisable into equal number of Equity Shares ***("Shares")*** of face value of Rs. 10/- each, on such terms and in such manner as the Committee may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

RESOLVED FURTHER THAT the Scheme shall be administered by the Committee, who shall have all necessary powers as defined in the Scheme and is hereby designated as Compensation

Committee in pursuance of the SEBI (SBEB & SE) Regulations, 2021, for the purpose of administration and implementation of the Scheme.

RESOLVED FURTHER THAT the Scheme shall be implemented through direct route, for extending the benefits to the eligible employees by way of fresh allotment from the Company.

RESOLVED FURTHER THAT the Shares to be issued or allotted by the Company to the eligible employees under the Scheme shall rank pari–passu in all respects with the then existing Shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, stock splits, sub-division or consolidation of shares, merger, de-merger, reconstitution, spin-off, amalgamation, reclassification of capital, the Committee be and is hereby authorized to make fair and reasonable adjustments to the number of outstanding Options and/or the exercise price, in accordance with the Scheme and applicable law, so as to ensure that the aggregate value of the Options granted to the concerned employee(s) remains substantially unchanged after such corporate action.

RESOLVED FURTHER THAT the Board (including any Committee thereof), subject to compliance with the SEBI (SBEB & SE) Regulations, 2021 and other applicable laws, rules and regulations, be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme and also to appoint advisors, merchant bankers, consultants or representatives, being incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate authorities, for their requisite approvals and to take all necessary actions and with power on behalf of the Company to settle all such questions, issues, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT for the purpose of bringing into effect and generally for giving effect to these resolutions, Mr. Aayush Jain Chairman & Managing Director and Ms. Roopal Saxena Company Secretary of the Company be and are hereby jointly and/or severally authorised on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose, including but not limited to filing of necessary forms with appropriate authorities, admission of equity shares allotted under the scheme with the depositories, listing of Shares with the stock exchange(s) etc. and may delegate all or any powers conferred herein, to any executives/ officers of the Company to do all such acts, deeds, matters and things as also to execute such documents as may be necessary in this regard."

ITEM NO. 2:

Approval for Grant of Options to Employees of the Group Company including Subsidiary Company, In India or Outside India, of the Company under Pajson Agro Employee Stock Option Scheme 2026.

To consider and, if deemed appropriate, to pass the following resolution as ***Special Resolution:***

"RESOLVED THAT pursuant to the Section 62(1)(b) and other relevant provisions of the Companies Act, 2013 and other applicable provisions, if any, read with Rules made thereunder and other applicable provisions, if any and Regulation 6(3)(c) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ***("SEBI (SBEB & SE) Regulations, 2021"),*** relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ***("SEBI (LODR) Regulations"),*** the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines / Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and / or sanction(s), the consent of the members of the Company be and is hereby accorded to Board of Directors *(hereinafter referred to as the* ***"Board of Directors"*** *which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution)* to extend the benefits of Pajson Agro Employee Stock Option Scheme 2026 ***("Scheme")*** including the grant of Employee Stock Options ***("Options")*** *(or such other adjusted figure for any bonus issue, right issue, stock splits/sub-division of shares, consolidations of shares, merger, demerger, reconstitution, spin-off, amalgamation, reclassification of capital or other reorganization of the capital structure of the Company as may be applicable from time to time)* exercisable into equal number of Equity Shares ***("Shares")*** of face value of Rs. 10/- each, to or for the benefit of employees and directors of the group company including subsidiary company, in India or outside India, of the Company and to such other persons as may, from time to time, be allowed to be eligible for the benefits of the Scheme *(as permitted under the applicable laws from time to time)* on such terms and in such manner as the Committee may decide in accordance with the provisions of the applicable laws and provisions of the Scheme.

RESOLVED FURTHER THAT the Scheme shall be administered by the Committee of the Company who shall have all necessary powers as defined in the Scheme and is hereby designated as Compensation Committee in pursuance of the SEBI (SBEB & SE) Regulations, 2021, for the purpose of administration and implementation of the Scheme.

RESOLVED FURTHER THAT the Shares to be issued or allotted by the Company to the eligible employees under the Scheme shall rank pari–passu in all respects with the then existing Shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT the Board (including any Committee thereof), be and are hereby authorised to do all such acts, deeds, and things, as it may, in its absolute discretion, deem necessary and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

RESOLVED FURTHER THAT the Board, be and are hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board are authorized to do for the purpose of giving effect to this resolution."

ITEM NO. 3:

To consider and approve Increase in the Authorized Share Capital and consequent amendment in the Capital Clause of the Memorandum of Association of the Company.

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 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "**Act**") and the rules made thereunder {including any statutory modification(s) thereto or re-enactment thereof, for the time being in force}, read with enabling provisions of Memorandum of Association and Articles of Association of the Company or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 25,00,00,000/- (Rupees Twenty-Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 40,00,00,000/- (Rupees Forty Crore Only) divided into 4,00,00,000 (Four Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each, by creation of additional 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT pursuant to provisions of Section 13, and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the consent of the members of the Company be and is hereby accorded to substitute the existing Capital Clause (Clause V) of the Memorandum of Association of the Company with the following Capital Clause (Clause V):

Clause: V The Authorized Share Capital of the Company is Rs. 40,00,00,000/- (Rupees Forty Crore Only) divided into 4,00,00,000 (Four Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and Committee of the Board of Directors, be and are hereby severally authorized to take such steps as may be necessary and to do and perform all such acts, deeds, matters, and things and make, sign and file such applications/ forms with Registrar of Companies (ROC) and/ or any other statutory authorities as may be required and accept any alteration(s) or modification(s) as may be necessary for the purpose of giving effect to the aforesaid resolution and for matters connected therewith or incidental thereto or to settle any question or difficulty that may arise in this regard, in such manner as they may deem fit."

ITEM NO. 4:

Issuance of up to 1,20,58,397 Equity Shares of Pajson Agro India Limited (Formerly Pajson Agro India Private Limited) ("the Company") on a preferential basis to the shareholders of Pacific Global FZCO ("Pacific Global") through Share Swap.

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, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the **"Act"**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory amendment(s) or modification(s) thereto or re-enactment(s) thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered with BSE Limited, the **"Stock Exchange"**, where the shares of the Company are listed and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India, as amended **("SEBI")**, including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended **("SEBI ICDR Regulations")**, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended **("SEBI Listing Regulations")**, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 as amended **("SEBI Takeover Regulations")** and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and/or any other competent authorities, and subject to the approvals, consents, permissions and/or sanctions, as may be required from the Government of India, SEBI, Stock Exchange and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies 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 approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereinafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, **up to 1,20,58,397** (One Crore Twenty Lakh Fifty-Eight Thousand Three Hundred Ninety-Seven)

Equity Shares of the Company having face value of Rs. 10/- (Rupees Ten Only) each, at an issue price of **Rs. 294/-** (Rupees Two Hundred Ninety-Four Only) per Equity Share **("Subscription Shares")**, which is not less than the price determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, for consideration other than cash, i.e., towards the payment of the total purchase consideration of **up to Rs. 354,51,69,120/-** (Rupees Three Hundred Fifty-Four Crore Fifty-One Lakh Sixty-Nine Thousand One Hundred Twenty Only) payable by the Company to the shareholders of Pacific Global FZCO ("Pacific Global") ("Proposed Allottees"), for acquisition of 1,36,000 (One Lakh Thirty-Six Thousand) Ordinary Shares of Pacific Global of face value of AED 1,000/- (UAE Dirhams One Thousand only) each, held by the Proposed Allottees **("Purchase Shares")**, on such terms and conditions as agreed by the parties or as may be determined by the Board in accordance with the provisions of SEBI ICDR Regulations and other applicable laws, to the below mentioned allottees belonging to the "**Promoter and Promoter Group**" and **"Public"** category **("Proposed Allottees")** in the manner as follows:

Sr. No.	Name of the Proposed Allottee	Category	No. of Equity Shares (up to)
1.	Pulkit Jain	Promoter	61,49,783
2.	Jayesh Bhagia	Public	1,80,875
3.	Parshva Jain	Public	57,27,739
		Total	**1,20,58,397**

RESOLVED FURTHER THAT in terms of the provisions of Regulation 161 of Chapter V of SEBI ICDR Regulations, 2018, the Relevant Date for determining the minimum issue price shall be **Wednesday, November 04, 2026,** which is 30 days prior to the date of the Extraordinary General Meeting **("EGM")** of the members of the Company scheduled to be held on **Friday, December 04, 2026.**

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

(i) The Subscription Shares so offered, to be issued and allotted to the Proposed Allottees, are being issued for consideration other than cash, towards discharge of total purchase consideration payable by the Company for acquisition of Purchase Shares held by the Proposed Allottees and will constitute full consideration for the Subscription Shares to be issued by the Company to the Proposed Allottees pursuant to this resolution.

(ii) The Subscription Shares to be issued and allotted shall be fully paid-up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

(iii) The Subscription Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Subscription Shares is

pending on account of pendency of approval of any Regulatory Authority, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

(iv) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

(v) The Subscription Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations and any other applicable law for the time being in force.

(vi) The Subscription Shares to be allotted to the Proposed Allottees shall be listed on the stock exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

(vii) The Subscription Shares shall be allotted to the Proposed Allottees subject to receipt of the Purchase Shares from the Proposed Allottees i.e., for consideration other than cash.

(viii) No partly paid-up Subscription Shares shall be issued and allotted.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and Committee of the Board of Directors, be and are hereby severally authorized to take such steps as may be necessary and to do and perform all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation circulation of the Private Placement Offer Letter in Form PAS-4 as prescribed under the Act, to make application to Stock Exchange for obtaining of In-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said equity shares utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders."

ITEM NO. 5:

Approval under Section 186 of the Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as

'Board' which term shall be deemed to include the Audit Committee and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) to (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding INR 500,00,00,000 (Rupees Five Hundred Crore Only) outstanding at any time over and above the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Board of the Company and Roopal Saxena, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to do all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

ITEM NO. 6

TO INCREASE THE AGGREGATE LIMIT OF INVESTMENT BY NON-RESIDENT INDIANS (NRIs) AND OVERSEAS CITIZENS OF INDIA (OCIs) IN THE COMPANY FROM 10% TO 24% OF THE PAID-UP EQUITY SHARE CAPITAL OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Schedule III of the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended from time to time, and other applicable provisions, if any, and subject to such approvals, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to increase the aggregate ceiling for investment by Non-Resident Indians (NRIs) and Overseas Citizens of India (OCIs), on repatriation basis, in the equity share capital of the Company from the existing limit of 10% (Ten Percent) to 24% (Twenty-Four Percent) of the paid-up equity share capital of the Company, on a fully diluted basis.

RESOLVED FURTHER THAT the individual investment limit applicable to any NRI or OCI shall remain subject to the prescribed limit under the applicable provisions of FEMA, the rules and regulations framed thereunder and other applicable laws.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution, including making necessary filings, intimations and submissions with the Reserve Bank of India, authorised dealer banks, stock exchanges and other regulatory authorities, as may be applicable.**"**

ITEM NO. 7

APPROVAL FOR UTILISATION OF IPO PROCEEDS BY EXTENDING THE TIMELINE FOR UTILISATION OF THE AMOUNT ALLOCATED TOWARDS GENERAL CORPORATE PURPOSES

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules made thereunder, applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, rules, regulations and guidelines, subject to such approvals, consents, permissions and sanctions as may be necessary, consent of the members of the Company be and is hereby accorded for extending the timeline for utilisation of the amount earmarked towards the object of 'General Corporate Purposes' from the Financial Year 2025–26 to the Financial Year 2026–27, without any change in the amount allocated towards the said object or the nature and scope of the object itself.

RESOLVED FURTHER THAT the unutilised amount of around ₹9,00,000/-(Rupees Nine Lakhs only), out of the amount earmarked towards General Corporate Purposes, be permitted to be utilised during the Financial Year 2026–27, in accordance with the purposes and conditions specified in the Prospectus and applicable laws.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall include any Committee thereof or any person authorised by the Board) be and is hereby authorised to undertake all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including making necessary disclosures, filings and intimations with the Securities and Exchange Board of India, BSE Limited, Registrar of Companies and other regulatory authorities, and to take all incidental and consequential steps in connection therewith.**"**

By Order of the Board of Directors of
For Pajson Agro India Limited
(Formerly Pajson Agro India Pvt Ltd)

Sd/-
Roopal Saxena
(Company Secretary & Compliance Officer)
Mem No: A69189

Date: 5th November, 2026
Place: Delhi

CIN: L01100DL2021PLC386740
Reg Office: 510, 5th Floor, PEARL OMAXE TOWER, NETAJI SUBHASH PLACE, PITAMPURA, ShakurPur I Block, North West Delhi, Delhi, Delhi, India, 110034
Email: cs@pajsonagro.com
Website: www.pajsonagro.com

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") the Secretarial Standards on General Meetings ("SS-2") issued by the Institute Of Company Secretaries of India and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed hereto.

2. In compliance with the circular issued by the Ministry of Corporate Affairs ("MCA"), vide its General Circular No. 14/2020 dated April 08, 2020 and subsequent circulars issued in this regard, latest being General Circular No. 3/2025 dated September 22, 2025(hereinafter collectively referred to as "MCA Circulars"), applicable provisions of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and relevant circulars issued by Securities and Exchange Board of India ('SEBI') in this regard, the Extra-Ordinary General Meeting ("EGM") of the Company is being conducted through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), which does not require physical presence of the Members at a common venue. The deemed venue for the EGM shall be the Registered Office of the Company.

3. Pursuant to the MCA Circulars, provisions of the Act, SS-2 and the SEBI Listing Regulations, the facility to appoint proxy to attend and cast vote on behalf of the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting. Hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

5. Since, the EGM will be held through VC/ OAVM, pursuant to the MCA Circulars r/w SEBI Listing Regulations, physical attendance of the members is not required at the EGM, and attendance of the members through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act. Route map of the venue of the Meeting is accordingly not annexed hereto.

6. For enabling the members to participate at the EGM through VC / OAVM, the Company has appointed National Securities Depository Limited ("NSDL") to provide VC/OAVM facility and e-voting facility, for the EGM. Participation at the EGM through VC / OAVM shall be allowed on a first-come-first-served basis for 1000 members. This will not include large members (members 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.

GENERAL INFORMATION

7. Members who hold shares in dematerialised form and wish to update their PAN, contact details, Bank details, signatures and Nomination, are requested to contact their respective DPs.

8. All existing investors are encouraged, in their own interest, to provide 'choice of nomination' for ensuring smooth transmission of securities held by them as well as to prevent accumulation of unclaimed assets in securities market. However, all new investors shall continue to be required to mandatorily provide the 'Choice of Nomination' for demat accounts except for jointly held demat accounts.

9. As per Regulation 40(1) of the SEBI Listing Regulations, as amended, read with SEBI Master Circular no. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. In view of the above and to eliminate risk associated with physical shares and to avail various benefits of dematerialisation, members are advised to dematerialise their shares held in physical form. Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact RTA to seek guidance in the demat procedure. Members may also visit website of the depositories, NSDL viz. https://nsdl.co.in/faqs/faq.php or CDSL viz. https://www.cdslindia.com/investors/open-demat.html for further understanding of the demat procedure.

10. All the documents referred to in the accompanying Notice and Explanatory Statement shall be available for inspection through electronic mode, basis requests received at https://www.pajsonagro.com/.

11. During the EGM, 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 Directors are interested, under Section 189 of the Act shall be available for inspection electronically upon login at NSDL e-voting system at https://www.evoting.nsdl.com.

12. The details of the Director being re-appointed, if any, at the EGM are not applicable.

13. With a view to safeguard the interests of the investors and to streamline the resolution mechanism in the Indian Securities Market, SEBI vide its circular no. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 28, 2023 as amended from time to time, mandated establishment of common Online Dispute Resolution Portal ("ODR Portal"), by Market Infrastructure Institutions, which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies (including their RTAs) or specified intermediaries/regulated entities, in Indian Securities Market.

The ODR Portal allows the investors/members to enrol themselves, file unresolved grievance, upload documents and get status updates pertaining to the unresolved grievances filed against listed entities/ its RTA.

The process for initiation of Dispute Resolution process is enumerated below:

- An investor/client shall first take up his/her grievance with the Market Participant by lodging a complaint directly with the concerned Market Participant.
- If the grievance is not redressed satisfactorily the investor/shareholder may escalate the same through the SCORES Portal (www.scores.gov.in) in accordance with SCORES Guidelines in accordance with the process laid out.
- If the investor/client is still not satisfied with the outcome, he/she can initiate dispute resolution through the ODR Portal. Alternatively, the investor/client may initiate dispute resolution through the ODR Portal if the grievance lodged with the concerned Market Participant was not satisfactorily resolved or at any stage of the subsequent escalations (prior to or at the end of such escalation(s).
- The concerned Market Participant may also initiate dispute resolution through the ODR Portal after having given due notice of at least 15 calendar days to the investor/client for resolution of the dispute which has not been satisfactorily resolved between them.
- The SMART ODR Portal can be accessed at: https://smartodr.in/login and for more information members are requested to visit the weblink https://www.pajsonagro.com/

14. Voting Through Electronic Means

i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI Listing Regulations (as amended) and applicable Circulars, the Company is pleased to provide the facility to members to exercise their right to vote on the resolutions proposed to be passed at EGM by electronic means. For this purpose, the Company has appointed NSDL, as the authorised agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the EGM will be provided by NSDL.

ii. The members, whose names appear in the Register of Members/list of Beneficial Owners as on the closure of 27th November, 2026, being the cut-off date, are entitled to vote on the resolutions set forth in this Notice. The voting right of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a member as on the cut-off date should treat this Notice of EGM for information purpose only.

iii. The members present in the EGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting, shall be eligible to vote during the EGM. The e-voting module shall be activated 15 minutes after the closure of EGM and shall be disabled by NSDL for voting thereafter.

iv. Mr. Ankur Goyal, Advocate Bar Council Reg No D/4318/2020 has been appointed as the Scrutinizer to scrutinize the voting process for the EGM, in a fair and transparent manner.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING EXTRA-ORDINARY GENERAL MEETING ARE AS UNDER:-

Members may cast their votes through electronic voting system from any place (remote e-voting).

Commencement of e-Voting	**From 9.00 a.m. (IST) on 01.12.2026**
End of e-Voting	**Up to 5.00 p.m. (IST) on 03.12.2026**

The remote e-voting module shall be disabled by NSDL for voting thereafter. The members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. 27th November, 2026, may cast their vote electronically. The voting right of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. In addition, the facility for voting through e-voting system shall also be made available during the EGM. Once the vote on a resolution is cast by the member, thereafter the member shall not be allowed to change it subsequently. Members attending the EGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the EGM. Members who have voted through remote e-voting shall be eligible to attend the EGM, however, they shall not be eligible to vote during the EGM.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method

Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-

	Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play  

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

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

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

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below and the **EVEN** for **EGM** is **143459**:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 143459 then

	user ID is 143459001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      ii) If your email ID is not registered, please follow steps mentioned below in process for those members whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **advistalegal@gmail.com** with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-Voting user manual for Members available at the download section of

www.evoting.nsdl.com or call at 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022- 48867000.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@pajsonagro.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@pajsonagro.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for

Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

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

4. 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.

5. Members, who would like to express their view/ ask questions during the EGM with regard to matters to be placed at the EGM, may register themselves as a Speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's email address at cs@pajsonagro.com at least 7 (Seven) days before the date of EGM (excluding the date of EGM). Those members who have pre-registered themselves as a speaker will be allowed to express their view/ ask questions during the EGM, depending upon the availability of time.

6. When a pre-registered speaker is invited to speak at the meeting, but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the EGM.

7. Members who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@pajsonagro.com at least 7 (Seven) days before the date of EGM (excluding the date of EGM). The same will be replied by the company suitably.

Other Instructions

1. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, unblock the votes cast through e-voting (votes cast during the EGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any other person so authorised, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws.

2. The result declared along with the Scrutinizer's Report shall be displayed at the Registered Office of the Company, as well as placed on the Company's website https://www.pajsonagro.com/ and on the website of NSDL https://www.evoting.nsdl.com immediately.

3. The Company shall simultaneously forward the results to Bombay Stock Exchange Limited, where the shares of the Company are listed.

4. The recorded transcript of the EGM shall also be made available on the website of the Company, https://www.pajsonagro.com/ in the Investor's section, as soon as possible after the EGM is over.

5. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of EGM, i.e. Friday, December 4th, 2026.

By Order of the Board of Directors of
For Pajson Agro India Limited
(Formerly Pajson Agro India Pvt Ltd)

Sd/-
Roopal Saxena
(Company Secretary & Compliance Officer)
Mem No: A69189

Date: November 04, 2026
Place: Delhi

CIN: L01100DL2021PLC386740
Reg Office: 510, 5th Floor, PEARL OMAXE TOWER, NETAJI SUBHASH PLACE, PITAMPURA, ShakurPur I Block, North West Delhi, Delhi, Delhi, India, 110034
Email: cs@pajsonagro.com
Website: www.pajsonagro.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT"), THE SECRETARIAL STANDARDS ON GENERAL MEETINGS ("SS-2") ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ("SECRETARIAL STANDARDS") AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM NO. 1 AND 2

Equity based remuneration includes alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company. The Company understands the need to enhance the employee engagement, to reward the employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company.

With a view to drive long term objectives of the Company, to attract, motivate and retain employees by rewarding for their performance and incentivize key talent to drive long term objectives of the Company, it is proposed to approve and adopt the Pajson Agro Employee Stock Option Scheme 2026 ***("ESOS 2026 / Scheme").***

The Nomination and Remuneration Committee ***("Committee")*** and Board of Directors ***("Board")*** has considered and approved the Scheme in their meeting held on November 2, 2026 and November 4, 2026 respectively. The Scheme shall be implemented through direct route to extend the benefits to the eligible employees by the way of fresh allotment from the Company.

In terms of **Regulation 6(1)** of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **["SEBI (SBEB & SE) Regulations, 2021"]**, and Section 62 and other applicable provisions, if any, of the Companies Act, 2013, the issue of Equity Shares ***("Shares")*** under the captioned Scheme requires approval of the members by way of a special resolution. The special resolution set out at **item no. 1** is to seek your approval for the said purpose.

Further, as per **Regulation 6(3)(c)** of SEBI (SBEB & SE) Regulations, 2021, approval of the members by way of separate special resolution is also required for grant of Options to eligible employees and directors of subsidiary company in India or outside India, of the Company. The special resolution set out at **item no.2** is to seek your approval for the said purpose.

The salient features and other details of the Scheme as required pursuant to Regulation 6(2) of SEBI (SBEB & SE) Regulations, 2021 are as under:

1. **Brief Description of the Scheme:**

   The Scheme shall be called as the Pajson Agro Employee Stock Option Scheme 2026 ***("Scheme")***.

   The Primary Objective of the Scheme:

   a) attract, retain and motivate employees across various functions and levels;

b) reward employees for their sustained contribution towards the company's growth and performance;
c) foster a co-ownership culture among employees aligning their interests with the long-term interests of the shareholders; and
d) support the company's long-term strategic objectives including cash rationalization of salary and sustainable value creation.

2. The total number of Options to be offered and granted under the Scheme:

The maximum number of Options that may be granted pursuant to this Scheme shall not exceed 11,90,480 (eleven lakh ninety thousand and four hundred and eighty) Employee Stock Options to the eligible Employees, in one or more tranches, from time to time, exercisable into not more 11,90,480 (eleven lakh ninety thousand and four hundred and eighty) Equity Shares having face value of Rs. 10/- (Rupees Ten) each fully paid up, with each Option conferring a right upon the Option Grantees to apply for one Share to be issued by the Company upon Exercise thereof, subject to the terms and conditions as may be determined by the Committee in accordance with the provisions of ESOS 2026 and the Applicable Laws.

If an Employee Stock Option lapses, expires or becomes un-exercisable due to any other reason, it shall become available for future Grants, subject to compliance with all Applicable Laws.

In case of a Share split where the face value of the Shares is reduced below Rs. 10/-, the maximum number of Options available for being granted under ESOS 2026 shall stand increased accordingly, so as to ensure that the cumulative face value (number of Shares x face value per Share) of the total Shares after such Share split remains unchanged. Similarly, the Options reserved shall undergo an adjustment in case of corporate actions as specified in this Scheme.

3. Identification of total number of options, to be offered and granted:

(i) An Employee as designated by the Company, who is exclusively working in India or outside India; or

(ii) A Director of the Company, whether a Whole Time Director or not, including a non-executive Director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or

(iii) an employee as defined in sub-clauses (i) or (ii), of a Group company including Subsidiary or associate company, in India or outside India, or of a holding company of the Company,
but does not include:

(i) An Employee who is a Promoter or a person belonging to the Promoter Group; or

(ii) A Director who either himself or through his Relative or through any Body Corporate directly or indirectly holds more than ten percent of the outstanding equity shares of the Company.

4. **Requirement of Vesting and period of Vesting:**

Any Options granted under the Scheme shall vest not earlier than minimum Vesting Period of 1 (One) year and not later than maximum Vesting Period of 7 (Seven) years from the Grant Date. The Committee at its discretion may grant Options specifying the Vesting Period ranging from minimum and maximum period as afore stated.

In addition to the retention requirement stated above, the Committee may prescribe performance Vesting Conditions. The performance condition, prescribed if any, may be based on corporate and/ or individual performance, as applicable basis the role of concerned Employee(s) and intended business targets, as determined by the Committee. These conditions may include achievement in terms of operational and/ or financial performance parameters of the Company and/or any eligible Group company as specified by the Committee.

The Vesting dates, Vesting percentages, and Vesting Conditions in respect of the Options granted under the Scheme shall be determined by the Committee and may vary from an Employee to Employee or any class thereof subject to the provisions stated above. The specific Vesting schedule and Vesting Condition shall be intimated to the eligible Employees in the Grant Letter.

5. Maximum period (subject to regulation 18(1) and 24(1) of these regulations, as the case may be) within which the options shall be vested:

Any Options granted under the Scheme shall vest not earlier than minimum Vesting Period of 1 (One) year and not later than maximum Vesting Period of 7 (Seven) years from the Grant Date. The Committee at its discretion may grant Options specifying the Vesting Period ranging from minimum and maximum period as afore stated.

6. **Exercise Price Pricing Formula:**

The Exercise Price per Option shall be determined by the Committee at the time of Grant which shall not be lesser than the face value of the Shares as on the Grant Date.

7. **Exercise period and process of Exercise:**

The Exercise Period in respect of a Vested Option shall be subject to a maximum period of **3 (Three) years** commencing from the date of Vesting of such Option or such other shorter period as determined by the Committee.

An Option Grantee intending to exercise Vested Options shall make an application in writing to the Company in such form as prescribed, from time to time, for the issuance of the Shares against the Options exercised, subject to payment of the Exercise Price, applicable taxes and compliance of other requisite conditions of Exercise.

Exercise Price is payable at the time of Exercise and not at the time of Grant or Vesting. In case Vested Options are not exercised, the Exercise Price received if any, shall be refunded.

An Option Grantee can exercise any or all Vested Options at one time or at various points of time within the prescribed Exercise Period subject to applicable lot size of number of Shares as prevailing on the date of Exercise. However, no fraction of a Vested Option nor a fraction of lot size of Shares shall be exercisable in its fractional form.

8. Appraisal process for determining the eligibility of the Employees to the scheme:

Appraisal process for determining the eligibility of the Employees will be based on designation, period of service, loyalty, work ethics, moral, performance linked parameters such as work performance and such other criteria as may be determined by the Committee at its sole discretion, from time to time.

9. The Maximum number of Options to be granted per Employee and in aggregate:

The maximum number of Options that may be granted pursuant to this Scheme shall not exceed 11,90,480 (eleven lakh ninety thousand and four hundred and eighty) Employee Stock Options to the eligible Employees, in one or more tranches, from time to time, exercisable into not more 11,90,480 (eleven lakh ninety thousand and four hundred and eighty) Equity Shares having face value of Rs. 10/- (Rupees Ten) each fully paid up, with each Option conferring a right upon the Option Grantees to apply for one Share to be issued by the Company upon Exercise thereof, subject to the terms and conditions as may be determined by the Committee in accordance with the provisions of ESOS 2026 and the Applicable Laws.

The maximum number of Options that may be granted per Employee per Grant and in aggregate of all Grants taken together for such Employee under ESOS 2026 shall be up to 3% (Three Percent) of the issued capital (excluding outstanding warrants and conversions) of the Company as on date of approval of the Scheme.

Provided that prior approval of the shareholders of the Company shall be obtained by way of special resolution in case the Grant of Options to any identified Employee during any one year

shall be equal to or exceeding 1% (One Percent) of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of Grant of Options.

10. **The Maximum quantum of benefits to be provided per Employee under the scheme:**

    The maximum quantum of benefits that will be provided to every Grantee under the Scheme will be the difference between the market value of Company's Share on the recognized Stock Exchanges as on the Date of Exercise of Options and the Exercise Price paid by the Grantee.

11. **Whether the Scheme(s) is to be implemented and administered directly by the Company or through a Trust:**

    The Scheme shall be implemented through direct route for extending the benefits to the eligible Employees by the way of fresh allotment from the Company.

    The Scheme shall be administered by the Nomination and Remuneration Committee of the Company.

12. **Whether the Scheme involves new issue of shares by the company or secondary acquisition by the Trust or both:**

    The Scheme involves new issue of Equity Shares by the Company.

13. **The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc.:**

    Not applicable, since the Scheme is to be implemented by direct route.

14. **The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the Scheme:**

    Not applicable, since the Scheme is to be implemented by direct route.

15. **A statement to the effect that the company shall conform to the accounting policies specified in regulation 15:**

    The Company shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB & SE) Regulations, 2021 or as may be prescribed by regulatory authorities from time to time.

16. **The method which the Company shall use to value its Options ~~or SARs~~:**

The Company shall comply with the requirements of IND AS 102/ Guidance Note on Accounting for Share-based Payments and shall use the fair value method/ appropriate valuation methodology to value its Options.

17. Statement with regard to Disclosure in Director's Report:

As the company is adopting fair value method, presently there is no requirement for disclosure in director's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ***("EPS")*** of the company shall also be disclosed in the Directors' report.

18. Period of lock-in:

The Shares issued upon Exercise of Options shall be subject to a maximum of 3 years (Three Years) lock-in period restriction after such Exercise as specified by the Committee at the time of Grant of Options. This lock-in period may be different for different employees or class thereof as per commercial needs of the Company.

19. Terms & conditions for buyback, if any Options covered granted under the Scheme:

The Committee has the powers to determine the procedure for buy-back of Options granted under the Scheme, if to be undertaken at any time by the Company, and the applicable terms and conditions, in accordance with the applicable laws.

The Board of Directors recommend the resolutions as set out at **item no. 1 and item no. 2** for your approval as special resolutions.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel are in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company or the options may be granted under the Scheme.

Pajson Agro Employee Stock Option Scheme 2026 and other documents referred to in the aforesaid resolutions are available for inspection on the website of the Company or at the registered office of the Company.

ITEM NO. 3:

Presently, the Authorized Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty-Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

Considering the share capital expansion plans of the Company including issuance of requisite number of fresh Equity Shares pursuant to the Preferential Issue as proposed under Item No. 4 in this notice, the Company needs to have enough unissued Authorized Share Capital. The Board of Directors at their meeting held on Wednesday, November 04, 2026, considered it desirable to increase the Authorized Share Capital of the Company from Rs. 25,00,00,000/- (Rupees Twenty-Five Crore Only) divided into 2,50,00,000 (Two Crore and Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 40,00,00,000/- (Rupees Forty Crore Only) divided into 4,00,00,000 (Four Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

Consequent upon the increase in authorized share capital as proposed, the existing Clause V of the Memorandum of Association of the Company will also have to be replaced. The copy of altered Memorandum of Association of the Company will be available for inspection electronically. Any member/shareholder seeking inspection may write to us at cs@pajsonagro.com.

The provisions of the Companies Act, 2013 require the Company to seek approval of the members for increase in authorized share capital and consequent alteration of the Capital Clause of the Memorandum of Association; accordingly, the Board recommends the resolution set forth in Item No. 3 of this notice for the approval of the members of the Company by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 4:

The Special Resolution contained in Item No. 4 of this notice, has been proposed pursuant to the provisions of Section 23, Section 42 and Section 62 of the Companies Act, 2013 read with the applicable rules made thereunder, to issue and allot, up to **1,20,58,397** (One Crore Twenty Lakh Fifty-Eight Thousand Three Hundred Ninety-Seven) Equity Shares of the Company of face value of Rs. 10/- each, for consideration other than cash i.e. Swap of Shares, at an issue price of **Rs. 294/-** (Rupees Two Hundred Ninety-Four Only) per equity share, towards payment of the total purchase consideration of up to **Rs. 3,54,51,69,120/-** (Rupees Three Hundred Fifty-Four Crore Fifty-One Lakh Sixty-Nine Thousand One Hundred Twenty Only) payable by the Company to the shareholders of Pacific Global FZCO **("Pacific Global")**, for acquisition of up to **1,36,000** (One Lakh Thirty-Six Thousand) Ordinary shares of face value of AED 1,000/- (UAE Dirhams One Thousand only) each of Pacific Global, held by the proposed allottees of this Preferential Issue in Pacific Global, belonging to the "**Promoter and Promoter Group**" and "**Public**" category of the Company.

The proposed Preferential Issue shall be made in terms of provisions of Chapter V of the SEBI ICDR

Regulations, 2018, and applicable provisions of the Companies Act, 2013. The said proposal has been considered and approved by the Board in their meeting held on **Wednesday, November 04, 2026.**

The approval of the members of the Company is accordingly being sought by way of a '**Special Resolution**' under Sections 42 and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations, 2018.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI ICDR Regulations are set forth below:

a. Objects of the Preferential Issue:

The Board of Directors of Pajson Agro India Limited (Formerly Pajson Agro India Private Limited) **("the Company")** has decided to make investment by way of acquisition of **1,36,000** (One Lakh Thirty-Six Thousand) Ordinary Shares of face value of AED 1,000/- (UAE Dirhams One Thousand only) each, of Pacific Global FZCO ("**Pacific Global**") for an aggregate consideration of up to **Rs. 3,54,51,69,120/- (Rupees Three Hundred Fifty-Four Crore Fifty-One Lakh Sixty-Nine Thousand One Hundred Twenty Only)**, at Rs. 26,067.42/- per Ordinary share, payable by the Company, by way of a Share Swap through issuance of 1,20,58,397 Equity Shares of the Company on a Preferential basis.

The proposed preferential issue is to issue and allot up to 1,20,58,397 (One Crore Twenty Lakh Fifty-Eight Thousand Three Hundred Ninety-Seven) Equity Shares of the Company, for consideration other than cash to the shareholders of Pacific Global to discharge the total consideration of up to Rs. 3,54,51,69,120/- (Rupees Three Hundred Fifty-Four Crore Fifty-One Lakh Sixty-Nine Thousand One Hundred Twenty Only) payable by the Company for acquisition of up to 1,36,000 (One Lakh Thirty-Six Thousand) Ordinary Shares of AED 1,000/- each of Pacific Global, as mentioned above.

The proposed acquisition of Pacific Global is expected to strengthen the Company's integrated business model by expanding its capabilities across global sourcing, processing at origin, advanced processing and value-added product offerings. Establishing processing capabilities at the source of raw material procurement will enable the Company to enhance quality control, improve operational efficiencies and mitigate potential risks arising from changes in trade policies, regulations and other country-specific restrictions. Further, the acquisition will strengthen the Company's international presence, diversify its sourcing and processing footprint, complement its existing operations and support its business expansion strategy.

b. Monitoring of Utilization of Funds:

Since the Preferential Issue is being made for consideration other than cash, by way of a share

swap, no funds will be received by the Company pursuant to the Issue. Accordingly, the appointment of a Monitoring Agency in terms of Regulation 162A of the SEBI ICDR Regulations is not applicable **("Monitoring Agency")**.

c. Particulars of the offer including date of passing of board resolution, kind of securities offered, maximum number of specified securities to be issued:

The Board of Directors of the Company at their meeting held on Wednesday, November 04, 2026, had subject to approval of the members of the Company **("Members")** and such other approvals as may be required, approved the issue of up to 1,20,58,397 (One Crore Twenty Lakh Fifty-Eight Thousand Three Hundred Ninety-Seven) Equity Shares of the Company of face value of Rs. 10/- each, for consideration other than cash i.e. Swap of Shares, at an issue price of Rs. 294/- (Rupees Two Hundred Ninety-Four Only) per equity share, towards payment of the total purchase consideration of up to Rs. 3,54,51,69,120/- (Rupees Three Hundred Fifty-Four Crore Fifty-One Lakh Sixty-Nine Thousand One Hundred Twenty Only), payable by the Company to the shareholders of Pacific Global FZCO ("Pacific Global"), for acquisition of 1,36,000 (One Lakh Thirty-Six Thousand) Ordinary Shares of AED 1,000/- each of Pacific Global, held by the proposed allottees of this Preferential Issue in Pacific Global, belonging to the "Promoter and Promoter Group" and "Public" category of the Company.

d. The intent of the promoters, directors, key management personnel, or senior management of the issuer to subscribe to the offer:

Except as follows, none of the Promoters, Directors, Key Management Personnel ("KMP") or Senior Management of the Issuer intent to subscribe to the offer:

Sr. No.	Name of the Proposed Allottee	Category	No. of Equity Shares (up to)
1.	Pulkit Jain	Promoter and Non-Executive Non-Independent Director	61,49,783

e. The Shareholding Pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company before and after the proposed preferential issue as per Item No. 4 to the 'Promoter and Promoter Group' and 'Public' category is likely to be as follows:

Category	Pre-Issue Shareholding Structure [1]		Equity Shares to be allotted Pursuant to share swap	Post issue Shareholding Structure	
	No. of Shares	%		No. of Shares	%*
(1) Indian					
(a) Individuals & HUF	1,48,74,995	62.47	61,49,783	2,10,24,778	58.62
(b) Bodies Corporate	0	0.00	0	0	0.00
Sub Total (A)(1)	**1,48,74,995**	**62.47**	**61,49,783**	**2,10,24,778**	**58.62**
(2) Foreign Promoters					
(a) Individuals	0	0.00	0	0	0.00
(b) Bodies Corporate	0	0.00	0	0	0.00
Sub Total (A)(2)	**0**	**0.00**	**0**	**0**	**0.00**
Total Promoter shareholding A=A1 +A2	**1,48,74,995**	**62.47**	**61,49,783**	**2,10,24,778**	**58.62**
(B) Public Shareholding					
B1) Institutional Investors					
a) Indian	14,11,800	5.92	0	14,11,800	3.94
b) Foreign	71,400	0.30	0	71,400	0.20
Sub Total (B1)	**14,83,200**	**6.22**	**0**	**14,83,200**	**4.14**
B2) Central Govt./Stat Govt./POI	**0**	**0.00**	**0**	**0**	**0.00**
B3) Non-Institutional Investors					
Individuals	53,88,024	22.63	0	53,88,024	15.02
Bodies Corporate	2,08,598	0.88	0	2,08,598	0.58
Others (Including NRI)	18,54,778	7.80	59,08,614	77,63,392	21.64
Sub Total (B3)	**74,51,400**	**31.31**	**59,08,614**	**1,33,60,014**	**37.24**
Total Public Shareholding B=B1+B2+B3	**89,34,600**	**37.53**	**59,08,614**	**1,48,43,214**	**41.38**
C) Non-Promoter - Non-Public	**0**	**0.00**	**0**	**0**	**0.00**
Grand Total (A+B+C)	**2,38,09,595**	**100.00**	**1,20,58,397**	**3,58,67,992**	**100.00**

(*) These percentages have been calculated on the basis of post-preferential share capital of the Company i.e. Rs. 35,86,79,920 (Rupees Thirty-Five Crore Eighty-Six Lakh Seventy-Nine Thousand Nine Hundred Twenty Only) divided into 3,58,67,992 (Three Crore Fifty-Eight Lakh Sixty-Seven Thousand Nine Hundred Ninety-Two) Equity Shares of face value of Rs. 10/- each (Rupees Ten Only).

Notes:

1. *The pre-issue shareholding pattern is as on the latest BENPOS date, i.e. Friday, October 30, 2026.*
2. *Post-shareholding structure may change depending upon any other corporate action in between.*

f. Proposed time frame within which the Preferential Issue shall be completed:

As required under the SEBI ICDR Regulations, preferential allotment of the said equity shares shall be completed within a period of 15 (fifteen) days from the date of passing of special resolution at Item No. 4. Provided that where the allotment is pending on account of receipt of any approval or permission from any regulatory authority, if applicable, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

g. Number of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price:

Not Applicable, since the Company has not made preferential issue of any security during the current financial year.

h. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):

Identity of the ultimate beneficial owners of the securities proposed to be allotted:

S. No.	Name of the Proposed Allotees	Category	Name of Ultimate Beneficial Owner
1.	Pulkit Jain	Promoter	Not applicable, allotee being a natural person
2.	Jayesh Bhagia	Public	Not applicable, allotee being a natural person
3.	Parshva Jain	Public	Not applicable, allotee being a natural person

i. The percentage of post-preferential issue capital that may be held by the allottee(s) pursuant to the preferential issue:

S. No.	Name of the Proposed Allottee	Pre-Shareholding Structure		Equity Shares to be allotted pursuant to share swap	Post Issue Shareholding Structure	
		No. of shares	%		No. of shares	%*
1.	Pulkit Jain	1,04,99,995	44.10	61,49,783	1,66,49,778	46.42
2.	Jayesh Bhagia	0	0.00	1,80,875	1,80,875	0.50
3.	Parshva Jain	0	0.00	57,27,739	57,27,739	15.97

(*) These percentages have been calculated on the basis of post-preferential share capital of the Company i.e. Rs. 35,86,79,920 (Rupees Thirty-Five Crore Eighty-Six Lakh Seventy-Nine Thousand Nine Hundred Twenty Only) divided into 3,58,67,992 (Three Crore Fifty-Eight Lakh Sixty-Seven Thousand Nine Hundred Ninety-Two) Equity Shares of face value of Rs. 10/- each

(Rupees Ten Only).

Notes:

1. *The pre-issue shareholding pattern is as on the latest BENPOS date, i.e. Friday, October 30, 2026.*
2. *Post-shareholding structure may change depending upon any other corporate action in between.*

j. Consequential changes in the Voting Rights, change in control, and change in the Management, if any, in the issuer consequent to the preferential issue:

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

k. Lock-in Period:

(i) Equity Shares being allotted to the Proposed Allottee(s) shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.

(ii) The entire pre-preferential shareholding, if any, of the Proposed Allottees, in the Company, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

l. Issue price and Relevant Date:

In terms of Regulation 161 of SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Allotment of the equity shares has been reckoned as **Wednesday, November 04, 2026,** which is 30 days prior to the date of the Extraordinary General Meeting of the members of the Company scheduled to be held on **Friday, December 04, 2026.**

The Equity shares of the Company are listed on BSE Limited **("Stock Exchange")** and are frequently traded thereat as per the provisions of Regulation 164(5) of Chapter V of the SEBI ICDR Regulations, 2018. Accordingly, BSE's stock price data has been considered for the purpose of pricing in compliance with Regulation 164 of Chapter V of SEBI ICDR Regulations, 2018.

Further, since this preferential issue includes issuance of more than five per cent of the post issue fully diluted share capital of the Company to the allottees, therefore in accordance with the provisions of regulation 166A of SEBI ICDR Regulations, 2018, the minimum issue price per Equity Share shall be the higher of the price determined through following methods:

i. In terms of the provisions of Regulation 164 of the SEBI ICDR Regulations. 2018, the minimum issue price at which the Equity Shares may be issued computes to **Rs. 293.12/-** each, being higher of following:

a) Rs. 281.60/- each - being the Average of 90 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date: or
b) Rs. 293.12/- each - being the Average of 10 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date.

The price determined through Valuation report of M/s. Corporate Professionals Valuation Services Private Limited, (Registration No.: IBBI/RV/-E/02/2019/106) i.e., Rs. 204.39/- per Equity Share. The said report is available on the website of the Company https://pajsonagro.com/wp-content/uploads/2026/11/Valuation-Report_signed_RV.pdf

ii. Price as determined in accordance with the methodology prescribed in the Articles of Association of the Company – *Not Applicable as the Articles of Association of the Company are silent on the determination of floor price/ minimum price of the shares issued on preferential basis.*

Accordingly, the minimum issue price of Equity Share to be issued on a Preferential basis shall be Rs. 293.12/- each and the Board of Directors of the Company has decided to issue Equity Shares at Rs. 294/- each, which is higher than the above-mentioned prices.

Further, in terms of the provisions of regulation 163(3) of SEBI ICDR Regulations, 2018, the Company has procured a Valuation report dated November 04, 2026, determining the value of the subscription shares, from M/s. Corporate Professionals Valuation Services Private Limited, (Registration No.: IBBI/RV/-E/02/2019/106). The said Report is available at the website of the Company https://pajsonagro.com/wp-content/uploads/2026/11/Valuation-Report_signed_RV.pdf

m. Undertakings:

- None of the Company, its directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.

- None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.

- The Company hereby undertakes that it shall if required to do so, re-compute the price of the specified securities in terms of the provision of SEBI ICDR Regulations;

- Further, it undertakes that, if the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees;

- As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.

- None of the proposed allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

n. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower:

Not Applicable, since none of the Directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India.

o. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

S. N.	Name of the Proposed Allotee	Current Status	Post Status
1.	Pulkit Jain	Promoter	Promoter
2.	Jayesh Bhagia	Public	Public
3.	Parshva Jain	Public	Public

p. Practicing Company Secretary's Certificate:

The certificate from M/s. S J Kumar & Associates, Practicing Company Secretaries, certifying that the proposed preferential issue of Equity Shares is being made in accordance with the requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website at the link https://pajsonagro.com/wp-content/uploads/2026/11/Preferential-allot_-compliance-certificate.pdf

q. Details of the Directors, Key Managerial Persons, or their relatives, in any way, concerned or interested in the said resolution:

Except as provided below, none of the Directors or key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolutions set out in Item No. 4 of this Notice:

S. N.	Name of the Proposed Allottee	Category	No. of Equity Shares (up to)
1	Pulkit Jain	Promoter and Non-Executive Non-Independent Director	61,49,783

The Board of Directors of the Company believes that the proposed issue is in the interest of the Company and hence, recommends the resolution as set out in Item No. 4 of this notice for the issue of Equity Shares, on a preferential basis, to the proposed allottees by way of a **Special Resolution**.

ITEM NO. 5:

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, only with prior approval of Members by special resolution passed at the general meeting.

The Board of Directors of the Company has at its meeting held on November 04, 2026, subject to the approval of shareholders, passed a resolution for increasing the limits prescribed under section 186 of the Companies Act, 2013 to give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, up to a limit of INR 500,00,00,000 (Rupees Five hundred Crore) over and above the limit prescribed under Section 186 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel or their relatives (to the extent of their shareholding in the Company, if any) are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 5 of the accompanying notice.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 5 for approval by the members of the Company by way of Special Resolution.

ITEM NO. 6:

The Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended from time to time, govern investment by persons resident outside India in the equity instruments of Indian companies.

With a view to facilitating greater participation by Non-Resident Indians (NRIs), Overseas Citizens of India (OCIs) and other eligible individual persons resident outside India in the equity share capital of the Company, the Board of Directors proposes to increase the Company's internal aggregate investment ceiling for such investments from the existing 10% (Ten Percent) to 24% (Twenty-Four Percent) of the paid-up equity share capital of the Company, on a fully diluted basis.

The proposed aggregate ceiling shall be subject to the applicable provisions of the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended from time to time, and other applicable laws, regulations and guidelines. The individual investment limit and other conditions prescribed under the applicable FEMA framework shall continue to apply.

Accordingly, the approval of the Members is being sought by way of a Special Resolution for the aforesaid proposal.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 6 of the accompanying Notice for approval of the Members.

ITEM NO. 7:

The Company had undertaken its Initial Public Offering (IPO) and raised an aggregate amount of ₹74.45 Crores through the issue of equity shares, pursuant to the Prospectus dated December 16, 2026 ("Prospectus").

As disclosed in the Prospectus, a portion of the net proceeds from the IPO was earmarked towards General Corporate Purposes ("GCP"), amounting to ₹ 8.47 Crores, with the proposed timeline for utilisation of the said amount being the Financial Year 2025–26.

However, owing to the absence of any immediate requirement for deployment of the unutilised amount, the Company could not utilise the entire amount earmarked towards General Corporate Purposes within the originally envisaged timeline.

The Company continues to identify and evaluate various business and operational requirements for which the unutilised amount earmarked towards General Corporate Purposes may be deployed in the ordinary course of its business. Accordingly, the Board of Directors considers it appropriate to extend the timeline for utilisation of the unutilised amount allocated towards General Corporate Purposes from the Financial Year 2025–26 to the Financial Year 2026–27.

It is pertinent to clarify that the proposed variation is limited solely to the extension of the timeline for utilisation of the unutilised amount earmarked towards General Corporate Purposes. There shall be no change in the amount originally allocated towards the said object or in the nature and scope of the object as disclosed in the Prospectus. The unutilised amount shall continue to be deployed strictly in accordance with the purposes specified under General Corporate Purposes in the

Prospectus and applicable laws.

A. Details of the IPO proceeds and proposed variation

The relevant particulars of the IPO proceeds and the proposed variation are set out below:

Particulars	Amount / Details
Total amount raised through IPO	₹74.45 Crores
Amount earmarked towards General Corporate Purposes as per Prospectus	₹ 8.47 Crores
Amount revised for utilization	₹ 10.43 Crores
Amount utilised towards General Corporate Purposes up to	₹ 10.34 Crores
Unutilised amount as on 01.04.2026	₹9 Crores

B. Reasons and justification for seeking the variation

The original utilisation timeline was determined based on the business requirements and anticipated corporate expenditure of the Company at the time of the IPO.

Subsequent to the listing of the Company's equity shares, the Company has been evaluating its business priorities and the timing of its corporate expenditure requirements. The deployment of the unutilised amount is being aligned with the actual business and operational requirements of the Company to ensure prudent and efficient utilisation of the IPO proceeds.

Accordingly, the proposed extension is considered to be in the interest of the Company and its stakeholders, as it will facilitate optimal utilisation of the funds raised through the IPO.

C. Proposed time limit for utilisation

The Company proposes to utilise the entire unutilised amount of ₹ 9 Crores earmarked towards General Corporate Purposes on or before 31st March, 2027, being the end of the Financial Year 2026–27.

Accordingly, the approval of the Members is being sought by way of a Special Resolution for the aforesaid proposal.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 7 of the accompanying Notice for approval of the Members.

By Order of the Board of Directors of
For Pajson Agro India Limited
(Formerly Pajson Agro India Pvt Ltd)

Sd/-

Roopal Saxena
(Company Secretary & Compliance Officer)
Mem No: A69189

Date: November 04, 2026
Place: Delhi

CIN: L01100DL2021PLC386740
Reg Office: 510, 5th Floor, PEARL OMAXE TOWER, NETAJI SUBHASH PLACE, PITAMPURA, ShakurPur I Block, North West Delhi, Delhi, Delhi, India, 110034
Email: cs@pajsonagro.com
Website: www.pajsonagro.com