

CORRIGENDUM TO THE EoGM NOTICE

Dear Member(s),

This has reference to the Notice of Extra Ordinary General Meeting No. 01/2025-26 ("EoGM") dated March 27, 2025 issued by the Company for the purpose of seeking members' approval by way of Special Resolutions for the Special Businesses contained in the said Notice of EoGM.

This Corrigendum is being issued to inform the Shareholders/Beneficial Owners of the Company regarding changes in the Explanatory Statement to the Item No. 2 & Item No. 3 of said Notice of EoGM.

THE RELEVANT CHANGES AS MENTIONED BELOW ARE BEING MADE IN THE NOTICE OF EOGM.

[a] Page No. 14:

The Point "I. The intention of Promoter(s)/Director(s)/Key Managerial Personnel/Senior Management to subscribe to the offer and contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects **shall be replaced as under:**

I. The intention of Promoter(s)/Director(s)/Key Managerial Personnel/Senior Management to subscribe to the offer and contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

The Promoters and the Promoter Group plan to subscribe to the Equity Shares and Equity Warrants offered by the Company through the preferential issue along with person other than the Promoters and the Promoter Group.

Mr. Bharatkumar T Patel, being Promoter, Director and Key Managerial Personnel of the Company, intends to subscribe 27,70,000 Equity Shares issue through this preferential issue.

Mr. Bharatkumar T Patel, being Promoter, Director and Key Managerial Personnel of the Company along with Mrs. Asmitaben Patel and Mr. Het Savani, persons belonging to the Promoter Groups, intend to subscribe 1,44,20,000 Warrants issue under the preferential issue.

Except the names given above, none of other Promoter & Promoter Group, Directors and Key Managerial Personnel are intending to participate/subscribe to the proposed issue.

[b] Page No. 26:

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Except the names given above, none of other Promoter & Promoter Group, Directors and Key Managerial Personnel are intending to participate/subscribe to the proposed issue.

[c] Page No. 13:

The Point “C. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made along with report of the registered valuer **shall be replaced as under**

C. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made along with report of the registered valuer:

The Equity Shares of the company are listed on the Emerge Platform of National Stock Exchange of India Limited (“NSE”) since February 16, 2024. The Equity Shares of Company are listed on NSE for a period of more than 90 trading days as on the relevant date i.e. Friday, March 21, 2025 and are frequently traded in accordance with SEBI (ICDR) Regulations.

The Price of the Equity Shares to be allotted to the Proposed Allottees of the Company shall not be less than the price determined in accordance with the SEBI (ICDR) Regulations. Currently, SEBI (ICDR) Regulations provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following parameters:

In case of “frequently traded shares (Regulation 164(1) of the SEBI (ICDR) Regulations:

If the equity shares of the Company have been listed on a recognised stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following;

- the 90 trading days’ volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- the 10 trading days’ volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

The Articles of Association of the Company do not provide for any particular method of determination of floor price. Article No. 7(II) of the Articles of Association of the Company provides that the Directors may, with the sanction of the Company in General Meeting by means of a special resolution, offer and allot shares to any person at their discretion by following the provisions of section 62 of the Act and other applicable provisions, if any.

Moreover, as per the Regulation 166A(1) of the SEBI (ICDR) Regulations, any preferential issue, which may result in a change in control or allotment of more than five per cent. of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price. In this regard, although, there is no change in control, **but this preferential issue will result in allotment of more than five per cent.** of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, the Company has obtained the Valuation Report from CS Abhishek Chhajed, Registered Valuer having their office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria, Ahmedabad City, Ahmedabad, Gujarat - 380 001 and Registration No.: IBBI/RV/03/2020/13674 dated March 25, 2025. As per the Valuation Report, the Minimum Issue price in terms of Regulation 164(1) r.w. 166A(1) of the SEBI (ICDR) Regulations and Articles of Association of the Company is Rupees 17.37 per Equity Share including share premium of Rupees 7.37 per Equity Share. The copy of the Valuation Report has been hosted on the website of the Company which can be accessed at https://polysilirrigation.com/wp-content/uploads/2025/03/27.-Valuation-Report_25-03-2025.pdf under Investor Relations tab.

Additionally, the Company has also obtained Pricing Certificate dated March 25, 2025 from Mr. Hardikkumar Jetani, Practicing Company Secretary having his office at 317, Vishala Supreme, Opp. Torrent Power Grid, S P Ring Road, Nikol, Ahmedabad-382350, Gujarat, India in the format prescribed by the stock exchange and the copy of the same has been hosted on the website of the Company which can be accessed at <https://polysilirrigation.com/wp-content/uploads/2025/03/29.-PCS-Certificate-Pricing-1.pdf> under Investor Relations tab.

As per Valuation Report, the minimum price, in terms of 164(1) r.w. 166A(1) of the SEBI (ICDR) Regulations r.w. Articles of Association of the Company, at which Equity Shares to be issued is Rupees 17.37 per Equity Share of face value of Rupees 10.00 each. However, the issue price for this Preferential Issue is kept at Rupees 17.55 per Equity Share including share premium of Rupees 7.55 per Equity Share which is higher than the Floor Price determined in accordance with Regulation 164(1) r.w. 166A(1) of SEBI (ICDR) Regulations and Articles of Association of the Company.

[d] Page No. 25:

The Point “C. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made along with report of the registered valuer **shall be replaced as under**

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The Price of the Equity Shares to be allotted to the Proposed Allottees of the Company shall not be less than the price determined in accordance with the SEBI (ICDR) Regulations. Currently, SEBI (ICDR) Regulations provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following parameters:

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If the equity shares of the Company have been listed on a recognised stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following;

- the 90 trading days’ volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- the 10 trading days’ volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

The Articles of Association of the Company do not provide for any particular method of determination of floor price. Article No. 7(II) of the Articles of Association of the Company provides that the Directors may, with the sanction of the Company in General Meeting by means of a special resolution, offer and allot shares to any person at their discretion by following the provisions of section 62 of the Act and other applicable provisions, if any.

Moreover, as per the Regulation 166A(1) of the SEBI (ICDR) Regulations, any preferential issue, which may result in a change in control or allotment of more than five per cent. of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price. In this regard, although, there is no change in control, **but this preferential issue will result in allotment of more than five per cent.** of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, the Company has obtained the Valuation Report from CS Abhishek Chhajed, Registered Valuer having their office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria, Ahmedabad City, Ahmedabad, Gujarat - 380 001 and Registration No.: IBBI/RV/03/2020/13674 dated March 25, 2025. As per the Valuation Report, the Minimum Issue price in terms of Regulation 164(1) r.w. 166A(1) of the SEBI (ICDR) Regulations and Articles of Association of the Company is Rupees 17.37 per Equity Share including share premium of Rupees 7.37 per Equity Share. The copy of the Valuation Report has been hosted on the website of the Company which can be accessed at https://polysilirrigation.com/wp-content/uploads/2025/03/27.-Valuation-Report_25-03-2025.pdf under Investor Relations tab.

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As per Valuation Report, the minimum price, in terms of 164(1) r.w. 166A(1) of the SEBI (ICDR) Regulations r.w. Articles of Association of the Company, at which warrants to be issued is Rupees 17.37. However, the issue price for this Preferential Issue is kept at Rupees 17.55 per warrant which is higher than the Floor Price determined in accordance with Regulation 164(1) r.w. 166A(1) of SEBI (ICDR) Regulations and Articles of Association of the Company.

[e] Page No. 14:

The Point "F. The Objects of the issue through preferential offer **shall be replaced as under**

F. The Objects of the issue through preferential offer:

Our Company intends to utilize the Issue Proceeds towards (a) Working Capital Requirements for upscaling and upgradation of existing products; (b) Capital Expenditure for by way of installation of new and latest machinery as well as expansion of existing capacity; (c) Repayment of Secured and / or Unsecured Loan(s) of Banks, NBFCs and financial institutions; (d) Strategic Partnerships or Alliances and tie-ups with similar nature of businesses for expansion of company's business; (e) General Corporate Purposes including issue related expenses.

Any pending utilization of the gross proceeds will be deposited exclusively with scheduled commercial banks listed in the second schedule of the Reserve Bank of India Act, 1934, in accordance with all applicable laws and regulations.

[f] Page No. 26:

The Point "F. The Objects of the issue through preferential offer **shall be replaced as under**

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Any pending utilization of the gross proceeds will be deposited exclusively with scheduled commercial banks listed in the second schedule of the Reserve Bank of India Act, 1934, in accordance with all applicable laws and regulations.

[g] Page No. 28:

The Point "N. The percentage of post Preferential Issue capital that may be held by them **shall be replaced as under**

N. The percentage of post Preferential Issue capital that may be held by them:

Name of Shareholders	Category	Post Issue - Equity		Post Issue - Conversion of warrants into Equity*	
		No. of Shares	%	No. of Shares	%
Bharat Kumar T Patel^	Promoter - Individual	5,636,500	25.05	17,336,500	30.10
Asmitaben Patel	Promoter Group - Individual	-	-	1,360,000	2.36
Het Savani	Promoter Group - Individual	-	-	1,360,000	2.36
Pinal Vaghasiya	Public - Non-Institutional - Individual	-	-	775,000	1.35
Keval Raju Vaghasiya	Public - Non-Institutional - Individual	-	-	775,000	1.35
<u>Priyanka Shwetkumar Koradiya</u>	<u>Public - Non-Institutional - Individual</u>	<u>58,000</u>	<u>0.26</u>	<u>28,58,000</u>	<u>4.96</u>
Dhara Mehta	Public - Non-Institutional - Individual	-	-	2,126,000	3.69
Tirupati Trading# (On behalf of Mr. Prakash Chotalal Sheth & Mr. Vinodbhai Mafatlal Sanghavi)	Public - Non-Institutional - Partnership Firm	880,000	3.91	2,880,000	5.00
Param Investo\$ (On behalf of Ms. Munniben Kishorbhai Tamakuwala & Mr.	Public - Non-Institutional - Partnership Firm	880,000	3.91	2,880,000	5.00

Name of Shareholders	Category	Post Issue – Equity		Post Issue – Conversion of warrants into Equity*	
		No. of Shares	%	No. of Shares	%
Rishi Nikenbhai Gandhi)					
Mavani Shilpaben P	Public – Non-Institutional – Individual	-	-	3,550,000	6.16
Hetal Abhishek Kamdar	Public – Non-Institutional – Individual	-	-	3,500,000	6.08
Kanika Bishnoi	Public – Non-Institutional – Individual	-	-	1,400,000	2.43
Sonal B Kevadiya	Public – Non-Institutional – Individual	-	-	500,000	0.87
Ravindra Bhatesing Rajput	Public – Non-Institutional – Individual	-	-	1,250,000	2.17

^ includes 2770000 Equity Shares to be allotted and 11700000 warrants to be allotted.

includes 880000 Equity Shares to be allotted and 2000000 warrants to be allotted.

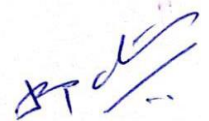
\$ includes 880000 Equity Shares to be allotted and 2000000 warrants to be allotted.

* The post issue shareholding and percentage in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all the Equity / Warrants which they are intent to do so and later all such warrants will be converted into equivalent equity shares. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Warrants / Equity Shares, the shareholding and percentage in the above table would undergo corresponding changes.

This corrigendum should be read in continuation of and in conjunction with the Notice of EoGM dated March 27, 2025. The corrigendum is also being placed on Company's website www.polysilirrigation.com. All other contents of the said Notice of EoGM shall remain unchanged.

In case of any queries/grievances regarding the corrigendum to the Notice of EoGM, please contact Mr. Bharatkumar Patel, CEO and Managing Director at Phone +91 83203 12494 or Email at secretarial@polysilirrigation.com.

For, Polysil Irrigation Systems Limited



Bharatkumar Patel
 CEO and Managing Director
 DIN: 07780251

Place: Vadodara
Date: April 17, 2025

