NOTICE IS HEREBY GIVEN THAT THE 23rd ANNUAL GENERAL MEETING OF THE MEMBERS OF CHANDRA BHAGAT PHARMA LIMITED WILL BE HELD ON TUESDAY, 01st DAY OF SEPTEMBER, 2026 AT REGISTERED OFFICE OF THE COMPANY AT 323-F, BHAGAT BHUVAN, DR. AMBEDKAR ROAD, MATUNGA (EAST), MUMBAI-400019, MAHARASHTRA, INDIA AT 04:00 P.M.

Ordinary Business:

1. ADOPTION OF ANNUAL ACCOUNTS:

To receive, consider and adopt the Directors Report, Profit & Loss Account, Cash Flow Statement, Notes to Account for the year ended March 31st, 2026 and the Balance Sheet as on that date and the Reports of the Statutory Auditors, thereon.

2. RE-APPOINTMENT OF MR. PRANAV HEMANT BHAGAT (DIN: 00156362), LIABLE TO RETIRE BY ROTATION, WHO HAS OFFERED HIMSELF FOR RE-APPOINTMENT:

To appoint a director in place of Mr. Pranav Hemant Bhagat (DIN: 00156362) who retires by rotation and being eligible, offers himself for re-appointment.

Special Businesses:

ITEM NO. 3:

TO INCREASE IN THE AUTHORIZED SHARE CAPITAL 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 61 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, and other applicable laws, and subject to such other approvals as may be required in this regard, the consent of the members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 8,50,00,000/- (Rupees Eight Crores Fifty Lakhs only) divided into 85,00,000 (Eighty-Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each by creation of additional Rs. 6,50,00,000/- (Rupees Six Crores Fifty Lakhs only) divided into 65,00,000 (Sixty-Five Lakhs) Equity shares of Rs. 10/- (Rupees Ten only) each ranking *pari passu* in all respects with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder, and other applicable laws, and subject to such other approvals as may be required in this regard, the consent of the members of the Company be and is hereby accorded, for alteration of existing Clause V of the Memorandum of Association of the Company by substituting the following in its place:

"The Authorised Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each with power to increase/reduce/alter/divide the same in such manner as may be permitted by the Act or as provided by the Articles of Association of the Company."

RESOLVED FURTHER THAT any Director, the Chief Financial Officer, and the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution."

ITEM NO. 4:

TO CONSIDER AND APPROVE ISSUANCE OF UPTO 66,00,000 CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS TO PROMOTERS AND NON-PROMOTERS FOR CONSIDERATION IN CASH:

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 (the "Act"), Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014, (including any amendment(s), modification(s) or re-enactment thereof), for the time being in force and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations") and the Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the "Takeover Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "LODR Regulations"), and the Foreign Exchange Management Act, 1999, as amended ("FEMA") and any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India and BSE Limited, the stock exchange where the shares of the company are listed (Stock Exchange) and any other guidelines and clarifications issued by any other appropriate authority, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot from time to time in one or more tranches up to 66,00,000 (Sixty Six Lakhs) Convertible Warrants ('Warrants'), each carrying a right exercisable by the Warrant Holder to subscribe to 1 (one) Equity Share per Warrant, Equity Shares having face value of Rs. 10/- (Rupee Ten Only) each to the proposed allottee(s) as mentioned below, for cash consideration at an issue price of Rs. 44/- (Rupees Forty-Four only) per Warrant including a premium of Rs. 34/- (Rupees Thirty-Four only) ('Warrant Issue Price') per Warrant, aggregating up to Rs. 29,04,00,000/- (Rupees Twenty-Nine Crores Four Lakh only) by way of a preferential issue on a private placement basis (**'Preferential issue')** (hereinafter 'Issue of Warrants') to the following persons as follows:

Details of proposed allottees of convertible warrants:

SN.	Name of proposed allottees	No. of warrant proposed to be allotted	Current status of the allottees	Proposed status of the allottees
1.	Hemant Chandravadan Bhagat	5,00,000	Promoter	Promoter
2.	Chitra Hemant Bhagat	5,00,000	Promoter Group	Promoter Group
3.	Pranav Hemant Bhagat	10,00,000	Promoter	Promoter
4.	Prachi Pranav Bhagat	9,50,000	Promoter Group	Promoter Group

5.	Mahesh C Bhagat	7,00,000	Promoter Group	Promoter Group
6.	Jay Hemant Bhagat	7,00,000	Promoter Group	Promoter Group
7.	Lopa Mahesh Bhagat	6,50,000	Promoter Group	Promoter Group
8.	Samir Ramakant Dave	8,00,000	Non-promoter	Non-promoter
9.	Chintan Vijay Makhecha	8,00,000	Non-promoter	Non-promoter

RESOLVED FURTHER THAT such other terms and conditions as set out in the Statement annexed to the Notice convening this meeting and on such other terms and conditions, as the Board may in its absolute discretion decide, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act.

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the ICDR Regulations, the Relevant Date for determining the minimum issue price for the Preferential Allotment of the Convertible Warrants shall be Friday, July 31, 2026, being the date 30 days prior to the date of this Annual General Meeting on Tuesday, September 01, 2026 and the minimum issue price has been determined accordingly in terms of the applicable provisions of the ICDR Regulations.

RESOLVED FURTHER THAT, without prejudice to the generality of the above, the issue of Convertible Warrants and the resultant Equity Shares to be allotted on exercise of such Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

i The warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of warrants. Upon exercise of the option of conversion of the warrants into Equity shares by the warrant holder, the price equivalent to 75% of the issue price per warrant shall be payable on exercising the right of conversion of warrants. If the option to acquire equity shares pursuant to conversion of warrants is not exercised within the prescribed time period of 18 months from the date of allotment of warrants, then such warrants shall be lapsed and the amount paid under this clause shall be forfeited by the Company.

ii The said Warrants shall be issued and allotted by the Company to Promoters and Non-Promoter categories of persons within a period of 15 days from the date of passing of this resolution in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.

iii The Equity Shares allotted on conversion of the Warrants shall rank *pari passu* in all respects (including voting powers and the right to receive dividend), with the existing Equity Shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

iv The Warrants may be exercised by the Warrant Holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottee in the records of the Company as the registered owner of such Equity Shares. Upon exercise of the option by the allottee to convert the warrants in to Equity Shares, the Company shall ensure that the allotment of Equity Shares pursuant to exercise of the warrants is completed within 15 days from the date of such exercise by the allottee.

v The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.

vi The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof.

vii That the Warrants do not give any rights/entitlements to the Warrant holders that of shareholder of the Company.

viiiThe Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations and allotted equity shares shall be listed on the stock exchange subject to the receipt of necessary permissions and approvals.

ix The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchange in accordance with the LODR Regulations and all other applicable laws, rules and regulation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue of Convertible Warrants), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer and acceptance of such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issuing and allotment of the Warrants including the resultant Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the issue, filing of necessary forms with Registrar of Companies, Opening of separate bank account, filing of corporate action forms with depositories i.e., NSDL and CDSL and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT any Director, the Chief Financial Officer, and the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution."

By Order of the Board of irectors
For Chandra Bhagat Pharma Limited

Sd/-

Hemant C Bhagat
Managing Director
DIN: 00233530
Place: Mumbai
Date: 05.08.2026

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESSES:

In respect of Item No. 3:

Considering the overall business growth, future expansion and the operational needs, the Company is required to raise funds for its operations by various means. Further, raising of funds by way of issuance of convertible Warrants or equity shares requires the sufficient Authorised Share Capital of the Company. Therefore, it is proposed to increase the Authorised Share Capital of the Company.

Considering the aforesaid, the Board of Directors at its meeting held on Wednesday, August 05, 2026, subject to the approval of the members of the Company, considered, approved and recommended to increase in the Authorised Share Capital of the Company from existing Rs. 8,50,00,000/- (Rupees Eight Crores Fifty Lakhs only) divided into 85,00,000 (Eighty-Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each by creation of additional Rs. 6,50,00,000/- (Rupees Six Crores Fifty Lakhs only) divided into 65,00,000 (Sixty-Five Lakhs) Equity shares of Rs. 10/- (Rupees Ten only) each ranking *pari passu* in all respects with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

Consequently, the existing clause V of the Memorandum of Association of the Company also needs to be altered for increase in the Authorised Share Capital of the Company.

Pursuant to the provisions of Section 13, and 61 of the Companies Act, 2013, any amendment in Memorandum of Association pursuant to alteration of share capital requires the approval of the members of the Company by way of an ordinary resolution.

The Board recommends the resolution for the approval of Members by way of Ordinary Resolution.

Copy of the existing Memorandum of Association with proposed alterations, will be made available for inspection at the registered office of the Company on any working day except Saturday, between 11:00 a.m. and 1:00 p.m. up to the date of the AGM. The aforesaid documents will also be available for inspection electronically as the same would be uploaded on the website of the Company at https://cbcpharma.com/invester/preferential

None of its Directors, Key Managerial Personnel and relatives thereof are concerned or interested, financially or otherwise, in the aforesaid resolution.

In respect of Item No. 4:

The members are being informed that considering the future growth prospects, the Company requires more working capital, and adequate liquidity in line with growth strategy. Therefore, in order to enhance its long-term resources and thereby strengthening the financial structure, the Company has been exploring various options for raising funds.

In view of the above, the Board of Directors of the Company in its meeting held on Wednesday, August 05, 2026, subject to the approval of the members of the Company and other regulatory approvals, considered and approved the proposal for raising funds by way of issuance and allotment of

a) Up to 66,00,000 Convertible Warrants at an issue price of Rs. 44/- each including a premium of Rs. 34/- each to the promoters & non-promoters on preferential basis.

In accordance with section 23, 42, 62 and other applicable provisions of the Companies Act, 2013 ('Act') read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("SEBI ICDR Regulations"), the approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

Information required in respect of the proposed issue of Convertible Warrants, pursuant to the applicable provisions of the Companies Act, 2013, read with applicable rules made thereunder and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 is as under.

1. **Purpose(s) and Object(s) of the Issue and particulars of the offer**

The Company proposes to raise funds by issue of warrants through preferential allotment on private placement basis. The funds raised through the proposed issue will be utilized for the purpose of meeting working capital requirements and general corporate purposes.

The intended use of the Net Proceeds of the Issue by our Company is set forth in the following table:

(**Amount in Rs.)**

SN.	Objects	Total estimated amount to be utilized for each object **	Tentative timeline For utilization of issue proceeds
1.	Working Capital Requirements	22,00,00,000	2 years
2.	General Corporate Purposes*	7,04,00,000	2 years
	Total Net Proceeds	29,04,00,000	

**The amount utilised for general corporate purposes does not exceed 25% of the total issue proceeds. Further, it includes expenses for the Preferential Issue.*

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

Considering the aforesaid, the proceeds are proposed to be deployed towards the purpose set out above and not proposed to be utilized towards any specific project. Accordingly, the requirement to disclose: (i) the break-up of cost of the project, (ii) means of financing such project, and (iii) proposed deployment status of the proceeds at each stage of the project, are not applicable.

The requirement stipulated by BSE Notice No. 20221213-47 dated December 13, 2022 with respect to the additional disclosures for objects of the issue is not applicable as the issue size of the preferential issue is less than Rs. 100 Crores.

2. **Kind of Securities:** Convertible Warrants

3. **Maximum number of specified securities to be issued, and the price at which security is being offered**

It is proposed to issue and allot in aggregate:

a) Up to 66,00,000 Convertible warrants at an issue price Rs. 44/- each including a premium of Rs. 34/- each to the promoters & non-promoters on preferential basis.

The pricing for the proposed allotment of shares is in accordance with the terms of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

4. **Date of passing Board Resolution:** Wednesday, August 05, 2026

5. **Amount which the Company intends to raise by way of such issue of securities**

The Company intends to raise an amount aggregating up to Rs. 29,04,00,000/- (Rupees Twenty-Nine Crores Four Lakh only), as specified in item No. 2.

6. **Intention of the Promoters / Promoter Group / Directors or Key Managerial Personnel or senior management of the Company to subscribe to the offer; Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects**

None of the Promoters, Directors or Key Managerial Personnel or senior management of the Company intends to subscribe to any of the Subscription Shares proposed to be issued under the preferential issue except below mentioned:

SN.	Name of the proposed allottee	Category/Designation/Relation	Securities proposed to be allotted
1.	Hemant Chandravadan Bhagat	Managing Director and Promoter	5,00,000
2.	Chitra Hemant Bhagat	Promoter Group	5,00,000
3.	Pranav Hemant Bhagat	Whole-time Director and Promoter	10,00,000
4.	Prachi Pranav Bhagat	Director, Chief Financial Officer and Promoter Group	9,50,000
5.	Mahesh C Bhagat	Promoter Group	7,00,000
6.	Jay Hemant Bhagat	Promoter Group	7,00,000
7.	Lopa Mahesh Bhagat	Promoter Group	6,50,000

7. **Justification for the price (including premium, if any) at which the offer or invitation is being made; Basis on which the price has been arrived, along with the report of the registered valuer and name and address of the valuer who performed valuation:**

The Equity Shares of the Company have been listed on BSE Limited for more than 90 trading days as on the Relevant Date, i.e., Friday, July 31, 2026, and are frequently traded in accordance with the provisions of the SEBI ICDR Regulations.

Accordingly, the issue price of the Equity Shares to be allotted pursuant to the conversion of the Warrants to the Proposed Allottees shall not be less than the price determined in accordance with Regulation 164 of the SEBI ICDR Regulations.

Regulation 164 of the SEBI ICDR Regulations prescribes the minimum price at which a preferential issue may be made. Accordingly, the minimum issue price of the Equity Shares shall be the higher of:

a) the 90 trading days' volume weighted average price (VWAP) of the related Equity Shares quoted on the recognised stock exchange preceding the Relevant Date; and

b) the 10 trading days' volume weighted average price (VWAP) of the related Equity Shares quoted on the recognised stock exchange preceding the Relevant Date.

As per the pricing formula prescribed under Regulation 164 of the SEBI ICDR Regulations, the minimum issue price at which the Equity Shares pursuant to the conversion of the Warrants can be issued is Rs. 38.46/- per Equity Share.

Further, as the issue of Equity Shares pursuant to the conversion of the Warrants may result in the allotment of more than five per cent of the post-issue fully diluted share capital of the Company to certain allottees, the Company has complied with the provisions of Regulation 166A of the SEBI (ICDR) Regulations, 2018.

Accordingly, the Company has obtained a valuation certificate from ValuGenius Advisors LLP, a Registered Valuer Entity bearing Registration No. IBBI/RV-E/07/2023/197 ("Independent Valuer") dated 04th August, 2026 certifying the issue price of the Convertible Warrants in accordance with Regulations 164 and 166A of the SEBI (ICDR) Regulations, 2018. The valuation report has been uploaded on the Company's website at https://cbcpharma.com/invester/preferential

The Company proposes to issue the Convertible Warrants at an issue price of Rs. 44/- (Rupees Forty-Four only) per Warrant, which is not less than the minimum price determined in accordance with Regulation 164 and 166A of the SEBI ICDR Regulations.

8. Pricing of Preferential Issue

The Equity Shares of the Company are listed on the BSE Limited. There is frequent trading of Shares of the Company on BSE Limited in terms of Regulation 164 of the SEBI (ICDR) Regulations, 2018. Further the issue of Equity Shares pursuant to conversion of Warrants may result in allotment of more than five per cent of the post issue fully diluted share capital of the Company to certain allottees, pursuant to the provisions of Regulation 166A of the SEBI (ICDR) Regulations, 2018.

The Company has obtained a valuation certificate from ValuGenius Advisors LLP, Registered Valuer Entity having Registration No. IBBI/RV-E/07/2023/197 ('Independent Valuer') certifying the price of Convertible Warrants in accordance with Regulation 164 and 166A of the SEBI (ICDR) Regulations, 2018 and same has been updated on the Website of the company and Website link is https://cbcpharma.com/invester/preferential The present issue price is fixed at Rs. 44/- (Rupees Forty-Four only) per warrant.

9. Method of determination of price as per the Articles of Association of the Company

Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/minimum price of the shares issued on preferential basis.

Accordingly, each Equity Share pursuant to conversion of Warrants of the face value of Rs. 10/- is issued at a price of Rs. 44/- (Rupees Forty-Four only) per warrant as determined in accordance with Chapter V of SEBI ICDR Regulations on preferential allotment basis.

10. Relevant Date with reference to which the price has been arrived at:

The Relevant Date as per Regulation 161 of the SEBI ICDR Regulations for the determination of the minimum price for Equity Shares to be issued is fixed as Friday, July 31, 2026 i.e. (30 (thirty) days prior to the date of this AGM.

11. The names and Identity of proposed allottees, **identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue**:

S N.	Name of proposed allottees	Beneficial Ownership	Curren Status / Category	Proposed Status / Category	Pre-Issue Shareholding		No. of Warrants to be allotted	#Post Issue Shareholding	
					No of share	%		No of share	% of the post Capital
1.	Hemant Chandravadan Bhagat	Hemant Chandravadan Bhagat	Promoter	Promoter	26,78,296	35.50	5,00,000	31,78,296	22.47
2.	Chitra Hemant Bhagat	Chitra Hemant Bhagat	Promoter Group	Promoter Group	12,33,192	16.34	5,00,000	17,33,192	12.25
3.	Pranav Hemant Bhagat	Pranav Hemant Bhagat	Promoter	Promoter	7,61,792	10.10	10,00,000	17,61,792	12.46
4.	Prachi Pranav Bhagat	Prachi Pranav Bhagat	Promoter Group	Promoter Group	4,03,600	5.35	9,50,000	13,53,600	9.57
5.	Mahesh C Bhagat	Mahesh C Bhagat	Promoter Group	Promoter Group	1,20,000	1.59	7,00,000	8,20,000	5.80
6.	Jay Hemant Bhagat	Jay Hemant Bhagat	Promoter Group	Promoter Group	83,600	1.11	7,00,000	7,83,600	5.54
7.	Lopa Mahesh Bhagat	Lopa Mahesh Bhagat	Promoter Group	Promoter Group	8,000	0.11	6,50,000	6,58,000	4.65
8.	Samir Ramakant Dave	Samir Ramakant Dave	Non-promoter	Non-promoter	0	0.00	8,00,000	8,00,000	5.66
9.	Chintan Vijay Makhecha	Chintan Vijay Makhecha	Non-promoter	Non-promoter	0	0.00	8,00,000	8,00,000	5.66

 # The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the Warrants and conversion of Warrants into Equity Shares i.e., 66,00,000 Warrants.

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

The Company has not made any preferential allotment during the year.

13. Shareholding Pattern before and after the issue:

SN.	Category	Pre-issue		#Post Issue considering full conversion of Convertible Warrants into Equity Shares	
		No. of shares held	**% of shares held**	**No. of shares held**	**% of shares held**
A	**Promoters and Promoter Group Holding**				
1	Individuals/Hindu undivided Family	55,09,056	73.02	1,05,09,056	74.29
	Bodies Corporate	-	0.00	-	0.00
	Sub Total (A) (1)	**55,09,056**	**73.02**	**1,05,09,056**	**74.29**
2	Foreign	-	0.00	-	0.00
	Promoters/ Promoter Group	-	0.00	-	0.00
	Individuals / HUF	-	0.00	-	0.00
	Bodies Corporate	-	0.00	-	0.00
	Sub Total (A) (2)	**-**	**0.00**	**-**	**0.00**
	Sub Total (A)	**55,09,056**	**73.02**	**1,05,09,056**	**74.29**
B1	Institutions (Domestic)	-	0.00	-	0.00
	Alternative Investment Fund	-	0.00	-	0.00
	Sub Total B1	**-**	**0.00**	**-**	**0.00**
B2	Institutions (Foreign)	-	0.00	-	0.00
	Foreign Portfolio Investors Category I	-	0.00	-	0.00
B2	**Sub Total B2**	**-**	**0.00**	**-**	**0.00**
B3	Central Government/ State Government(s)/ President of India	-	0.00	-	0.00
B4	Non-Institutions	-	0.00	-	0.00
	Key Managerial Personnel	-	0.00	-	0.00
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	5,70,000	7.55	5,70,000	4.03
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	3,65,000	4.84	11,65,000	8.24
	Bodies Corporate	7,48,000	9.91	7,48,000	5.29
	Non-Resident Indians (NRIs)	68,000	0.90	8,68,000	6.14
	Any Other (specify)	2,85,000	3.78	2,85,000	2.01
	Body Corporate LLP	1,14,000	1.51	1,14,000	0.81
	HUF	1,71,000	2.27	1,71,000	1.21
	Sub Total B4	**20,36,000**	**26.98**	**36,36,000**	**25.71**
	B=(B1+B2+B3+B4)	**20,36,000**	**26.98**	**36,36,000**	**25.71**
	Total (A+B)	**75,45,056**	**100.00**	**1,41,45,056**	**100.00**

 # The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the Warrants and conversion of Warrants into Equity Shares i.e., 66,00,000 Warrants.

14. Proposed time frame within which the issue or allotment shall be completed:

Pursuant to the provisions of the SEBI (ICDR) Regulations, 2018, the allotment of the Convertible Warrants pursuant to this preferential issue shall be completed within 15 days from the date of passing the Special Resolution by the shareholders.

However, where the allotment is pending on account of the requirement to obtain any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 days from the date of receipt of the last of such approvals or permissions, in accordance with Regulation 170 of the SEBI ICDR Regulations.

The Convertible Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of their allotment, by submitting a written notice specifying the number of Warrants proposed to be exercised together with the aggregate consideration payable. The Company shall, without any further approval from the shareholders, allot the corresponding number of Equity Shares in dematerialized form. The Company shall ensure that the allotment of such Equity Shares upon exercise of the Warrants is completed within 15 days from the date of exercise.

15. Change in Control, if any, in the Company that would occur consequent to the Preferential Allotment

There shall be no change in the management or control over the Company, pursuant to the above-mentioned preferential allotment.

16. The justification for the proposed allotment to be made for consideration other than cash, together with the valuation report of the registered valuer: Not applicable.

17. Lock-in period

The Convertible Warrants shall be locked in for such period as may be specified under Regulations 167 and 168 of the SEBI ICDR Regulations.

The Convertible Warrants, as well as the Equity Shares allotted upon conversion of the Warrants, shall be locked-in in accordance with Chapter V of the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the proposed allottee(s), if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations.

18. Listing of the proposed shares

The Company shall make an application to BSE Limited, on which the existing equity shares of the Company are listed, for listing of the aforementioned shares. The above shares, once allotted, shall rank *pari passu* with the existing equity shares of the Company in all respects, including dividend.

19. Certificate of Practicing Company Secretary:

The certificate from, M/S. Dilip Swarnkar & Associates, the Practicing Company Secretary, certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website and is accessible at link: https://cbcpharma.com/invester/preferential

20. The percentage (%) of Post Preferential Issue Capital that may be held by the allottees and change in control, if any, consequent to the Preferential Issue:

SN.	Name of proposed allottees	Current & Proposed Status / Category	Pre Issue Shareholding		No. of Warrants to be allotted	*Post Issue Shareholding	
			No of share	%		No of share	% of the post Capital
1	Hemant Chandravadan Bhagat	Promoter	26,78,296	35.50	5,00,000	31,78,296	22.47

2	Chitra Hemant Bhagat	Promoter Group	12,33,192	16.34	5,00,000	17,33,192	12.25
3	Pranav Hemant Bhagat	Promoter	7,61,792	10.10	10,00,000	17,61,792	12.46
4	Prachi Pranav Bhagat	Promoter Group	4,03,600	5.35	9,50,000	13,53,600	9.57
5	Mahesh C Bhagat	Promoter Group	1,20,000	1.59	7,00,000	8,20,000	5.80
6	Jay Hemant Bhagat	Promoter Group	83,600	1.11	7,00,000	7,83,600	5.54
7	Lopa Mahesh Bhagat	Promoter Group	8,000	0.11	6,50,000	6,58,000	4.65
8	Samir Ramakant Dave	Non-promoter	0	0.00	8,00,000	8,00,000	5.66
9	Chintan Vijay Makhecha	Non-promoter	0	0.00	8,00,000	8,00,000	5.66

**The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the Warrants and conversion of Warrants into Equity Shares i.e., 66,00,000 Warrants.*

21. Current and Proposed Status of Allottees:

SN.	Name of proposed allottees	No. of warrant proposed to be allotted	Current status of the allottees	Proposed status of the allottees
1.	Hemant Chandravadan Bhagat	5,00,000	Promoter	Promoter
2.	Chitra Hemant Bhagat	5,00,000	Promoter Group	Promoter Group
3.	Pranav Hemant Bhagat	10,00,000	Promoter	Promoter
4.	Prachi Pranav Bhagat	9,50,000	Promoter Group	Promoter Group
5.	Mahesh C Bhagat	7,00,000	Promoter Group	Promoter Group
6.	Jay Hemant Bhagat	7,00,000	Promoter Group	Promoter Group
7.	Lopa Mahesh Bhagat	6,50,000	Promoter Group	Promoter Group
8.	Samir Ramakant Dave	8,00,000	Non-promoter	Non-promoter
9.	Chintan Vijay Makhecha	8,00,000	Non-promoter	Non-promoter

22. Other Disclosures/ Undertakings

a) The Company, none of the Promoters and Directors of the Company are categorized as wilful defaulters by any bank(s) or financial institution(s) or any consortium thereof, in accordance with the guidelines on wilful defaulters, issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) of SEBI ICDR Regulations.

b) The proposed allottees, the beneficial owners to proposed allottees, issuer, its promoter and directors, have not been declared as wilful defaulter or a fraudulent borrower as per RBI Circular Ref. No. RBI/2015-16/100 DBR.No.CID.BC.22/20.16.003/2015-16 dated 1 July 2015 by the banks.

c) The proposed allottees and the beneficial owners to proposed allottees have not been, directly or indirectly, debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.

d) None of the Promoters or Directors of the Company is a fugitive economic offender as defined under section 12 of the Fugitive Economic Offenders Act, 2018.

e) Neither the Company nor any of its Promoters or Directors is a fraudulent borrower;

f) Issuer, proposed allottees and beneficial owners do not have direct or indirect relation with the companies, its promoters and whole-time directors, which are compulsorily delisted by any recognized stock exchange.

g) The proposed allottees have confirmed that they have not sold any equity share of the Company during the 90 trading days preceding the Relevant Date.

h) The Company has no subsisting default in the redemption or payment of dividend on equity shares of the Company since the commencement of Companies Act, 2013.

i) Since the Company's equity shares are listed on BSE Limited for a period of more than 90 trading days prior to the Relevant Date, the Company is neither required to re-compute the price, nor is required to submit an undertaking as specified under applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

j) There is no outstanding due to Securities Exchanges Board of India, the stock exchange or the depositories.

k) The Company is in compliance with the conditions for continuous listing of equity shares, as specified in the listing agreement with BSE Limited, where the equity shares of the issuer are listed, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder; and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.

l) The preferential issue of securities is being made in strict compliance with the provisions of SEBI (ICDR) Regulations, 2018 and the amendments, thereof, pertaining to conditions for preferential issue.

m) The proposed preferential issue is not ultra vires to the provisions of Articles of Association of the issuer.

The approval of the shareholders by way of a special resolution is required for the proposed issue and allotment of Convertible Warrants to the promoters and non-promoters on a preferential basis, pursuant to the applicable provisions of the Companies Act, 2013, read with applicable rules made thereunder and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Board of Directors recommend passing of Special Resolutions as set out in Item No. 2 of the accompanying notice relating to the issue and allotment of Equity Shares pursuant to conversion of Warrant on a preferential basis.

Except Mr. Hemant Chandravadan Bhagat, Mr. Pranav Hemant Bhagat, Ms. Prachi Pranav Bhagat and their relatives, none of the Directors, Key Managerial Personnel of the Company, or their respective relatives, are in any way concerned or interested, financially or otherwise, in the said resolution.

By Order of the Board of irectors
For Chandra Bhagat Pharma Limited

Sd/-

Hemant C Bhagat
Managing Director
DIN: 00233530
Place: Mumbai
Date: 05.08.2026

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

   A person can act as a Proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of the Company. A Member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as Proxy and such Proxy shall not act as a Proxy for any other Member.

   The Proxy form is annexed with this Notice. The instrument appointing the Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not less than 48 hours before the commencement of the Meeting.

   Corporate Members intending to send their authorized representatives to attend the Annual General Meeting ("the Meeting") are requested to send to the Company a certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.

   During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member is entitled to inspect the Proxies lodged, at any time during the business hours of the Company, provided that not less than 3 days of notice in writing is given to the Company by such Member.

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

3. The Members/Proxies are requested to bring the attendance slip duly filled in for attending the Meeting.

4. Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the Directors seeking Appointment/Re-appointment at the ensuing Annual General Meeting is annexed to this Notice.

5. The Register of Directors and Key Managerial Personnel and their Shareholding, the Register of Contracts or Arrangements in which Directors are interested will be available for inspection at the Meeting.

6. All the documents referred to in the Notice are annexed thereto including the Annual Report for the financial year 2025-26 and Notice of the 23rd Annual General Meeting are open for inspection by the Members, without any fees, at the Registered Office at 323-F, Bhagat Bhuvan, Dr. Ambedkar Road, Matunga (East), Mumbai-400019, Maharashtra, India of the Company between 11.00 a.m. and 01.00 p.m. on all working days except Saturday up to the date of the Meeting and the same shall also be made available for inspection by Members at the Meeting.

   Members holding shares in physical form are requested to approach **MUFG Intime India Private Ltd. (Formerly Link Intime India Private Ltd.**, the Registrar and Share Transfer Agents of the Company situated at C-101, 247 Park, LBS Marg, Vikhroli-West, Mumbai-400083 MH, India for:

a. intimating any change in their address and/or bank mandate;

b. submitting requests for transfer, transmission, name change, split, consolidation, etc.;

c. nominating any person to whom the shares shall vest in the event of death;

d. updating/registering their e-mail address for correspondence; and

e. any other queries with respect to shares held by them.

7. Members holding shares in electronic form are hereby informed that the Company or its Registrar cannotact on any request received directly from them for any change of address and/or bank mandate or change in e-mail address. Such changes are to be intimated only to the Depository Participants of the Members.

8. Details of Directors retiring by rotation at the ensuing Meeting are annexed to the Notice pursuant to the provisions of (i) Regulation 36(3) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India as Annexure – I.

9. Members who have not registered their e-mail address for receiving all communications including Annual Report, Notices and Circulars, etc. from the Company electronically, are requested to register the same with their Depository Participants (for shares held in electronic form) and with MUFG Intime India Private Ltd. (Formerly Link Intime India Private Ltd., the Registrar and Share Transfer Agents of the Company (for shares held in physical form). Members, who have registered their e-mail address, are also entitled to receive such communication in physical form, upon request.

10. Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 states that the e-voting facility shall be provided to shareholders in compliance with the conditions specified under Companies (Management and Administration) Rules, 2014, or amendments thereto. However, the Company, being listed on the SME platform of BSE, has been exempted from complying with e-voting requirements vide MCA Notification dated 19th March, 2015 by amendment in Rule 20 of the Companies (Management and Administration) Rules, 2014. Hence pursuant to the aforementioned notification, the e-voting facility has not been provided.

11. The Annual Report for the financial year 2025-26 and Notice of the 23rd Annual General Meeting, inter-alia, indicating the process and manner of voting along with Attendance Slip and Proxy Form are being sent in electronic mode to all the Members holding shares in dematerialized form and having their e-mail address registered with their Depository Participants and such other Members who have positively consented in writing to receive the same by electronic mode. Physical copies of the above-mentioned documents are being sent to all other Members by the permitted mode. Members, who have received the above documents in electronic mode, are entitled to receive the same, free of cost, in physical form, upon making a request in this regard to MUFG Intime India Private Ltd. (Formerly Link Intime India Private Ltd., the Registrar and Share Transfer Agents of the Company or to the Company. The abovementioned documents are also available for download on the Company's website i.e. and on the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.

Annexure - I

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the Directors seeking Appointment/Re-appointment in the 23rd Annual General Meeting:

Name of the Director	Mr. Pranav Hemant Bhagat
DIN	0156362
Date of Birth	10th February, 1985
Date of Appointment	Appointed as a Whole Time Director from May 17, 2004.
Qualifications	Graduation
Brief Resume of the Director	Experience in Pharma & API Industry.
Expertise in specific functional areas	Experience in Pharma & API Industry.
Other listed companies in which he/ she holds Directorship	Nil
Chairperson/Member of Committee(s) of Board of Directors of the Company	Nil
Chairperson/Member of the Committee(s) of Board of Directors of other listed companies in which he/ she is a Director	Nil
Shareholding in the Company (Equity)	761792
Disclosure of relationship with other Directors and Key Managerial Personnel	Son of Mr. Hemant C Bhagat

Form No. MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Managementand Administration) Rules, 2014]

CIN : L24230MH2003PLC139534
Name of the Company : CHANDRA BHAGAT PHARMA LIMITED
Registered Office : 323-F BHAGAT BHUVAN DR. AMBEDKAR ROAD MATUNGA (EAST), MUMBAI-400019, MAHARASHTRA, INDIA

E-mail Id:
Folio No./Client Id:
DP. Id:

I/We, being the Member(s) of .... shares of the above named Company, hereby appoint

1. Name:……………………...…..……...
   Address:
   E-mail Id:
   Signature .... , or failing him

2. Name: ....
   Address:
   E-mail Id:
   Signature .... , or failing him

3. Name:…...
   Address:
   E-mail Id:
   Signature:………

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company, to be held on Tuesday the 01st day of September, 2026, at 323-F, Bhagat Bhuvan, Dr. Ambedkar Road, Matunga (East), Mumbai- 400019, Maharashtra, India at 04:00 PM and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. **Adoption of Annual Accounts:**

2. **Re-Appointment of Mr. Pranav Hemant Bhagat (DIN: 00156362), liable to retire by rotation, who has offered himself for re-appointment;**

3. **Increase in the Authorized Share Capital of the Company;**

4. **To consider and approve issuance of Upto 66,00,000 Convertible Warrants on a Preferential Basis To Promoters and Non-Promoters for consideration in cash;**

Signed this day of 2026

Affix Revenue Stamp

Signature of shareholder
Signature of Proxy holders(s)

Notes:

1. This Form of the proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. A proxy need not be a member of the Company.

3. A person can act as a proxy on behalf of the members not exceeding 50 and holding in aggregate not morethan 10% of the total share capital of the Company carry voting rights.

4. If a member holding more than 10% of the total share capital carrying voting rights may appoint a single personas a proxy and such person shall not act as proxy for any other member.

5. In case of Joint holder, the vote of the senior who tender as vote, whether in person or by proxy, shall be accepted to the exclusion to the vote of other joint holders. Seniority shall be determined by the order in which the name stand in the register of members.

6. This is optional please put a tick mark ( ) in appropriate column against the resolution indicated above. In case of members wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns "For", "Against". In case the members leave the column(s) blank, the proxy will be entitled to vote in the manner he/she thinks appropriate.

ATTENDANCE
SLIP
To be surrendered at the time of entry

Folio No./Client ID:………………………………………………………….. ………..
No. of Shares: ……………………………...
Name of Member/Proxy:……………………………………………………………….

I hereby record my presence at the 23rd Annual General Meeting of the Company on Tuesday,01st day of September, 2026, at 323-F, Bhagat Bhuvan, Dr. Ambedkar Road, Matunga (East), Mumbai-400019, Maharashtra, India at 04:00 PM.

Member's/Proxy's
Signature

Notes:

1. Please refer to the instructions printed under the Notes to the Notice of the 23rd Annual General Meeting.
2. Shareholders/Proxy holders are requested to bring the attendance Slip with them when they come to themeeting.
3. No attendance slip will be issued at the time of meeting.
4. Shareholders who come to attend the meeting are requested to bring their copies of the Annual Report withthem, as spare copies will not be available at the meeting.

Notes for Proxy Form

1. The Proxy, to be effective should be deposited at the Registered Office of the Company not less than **FORTY- EIGHT HOURS** before the commencement of the Meeting. Proxies may be accepted at a shorter period, being not less than twenty-four hours before the commencement of the Meeting, if the Articles so provide.

2. A Proxy need not be a member of the Company.

3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

4. This form of proxy confers authority to demand or join in demanding a poll.

5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the Meeting.

6. **This is optional. Please put a tick mark (√) in the appropriate column against the Resolutions indicated in the Box. If a member leaves the 'For' or 'Against' column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular Resolution, he/she should write "Abstain" across the boxes against the Resolution.

7. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns 'For' or 'Against' as appropriate.

8. An instrument of Proxy duly filled, stamped and signed, is valid only for the Meeting to which it relates including any adjournment thereof.

9. An instrument of Proxy is valid only if it is properly stamped. Unstamped or inadequately stamped Proxies or Proxies upon which the stamps have not been cancelled are invalid.

10. The Proxy-holder should prove his identity at the time of attending the meeting.

11. An authorised representative of a body corporate or of the President of India or of the Governor of a State, holding shares in a company, may appoint a Proxy under his signature.

12. A proxy form which does not state the name of the Proxy should not be considered valid.

13. If an undated Proxy, which is otherwise complete in all respects, is lodged within the prescribed time limit, it should be considered valid.

14. If a company receives multiple Proxies for the same holdings of a Member, the proxy which is dated last is considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies should be treated as invalid.

15. If a Proxy had been appointed for the original Meeting and such Meeting is adjourned, any Proxy given for the adjourned Meeting revokes the Proxy given for the original Meeting.

16. A Proxy later in date revokes any Proxy/Proxies dated prior to such Proxy.

17. A Proxy is valid until written notice of revocation has been received by the company before the commencement of the Meeting or adjourned Meeting, as the case may be. A Proxy need not be informed of the revocation of the Proxy issued by the Member. Even an undated letter of revocation of Proxy should be accepted. Unless the Articles provide otherwise, a notice of revocation should be signed by the same person who had signed the Proxy.

18. Requisitions, if any, for inspection of Proxies should be received in writing from a Member at least three days before the commencement of the Meeting.

19. Proxies should be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.

****

ROUTE MAP TO THE VENUE OF THE 23rd ANNUAL GENERAL MEETING OF COMPANY ON TUESDAY, SEPTEMBER 01, 2026 AT 04:00 PM