



(Please scan this QR Code to view the RHP)

BALAJI PHOSPHATES LIMITED

Our company was originally incorporated as Balaji Phosphates Private Limited on April 4, 1996, pursuant to Certificate of Incorporation issued by the Registrar of Companies, Kanpur, under the provisions of the Companies Act, 1956. Following a Special Resolution passed at an Extraordinary General Meeting (EGM) on September 7, 2023, the company was converted from a private limited company to a public limited company. Concurrently, the company's name was changed to "Balaji Phosphates Limited." Upon this conversion, a new Certificate of Incorporation was issued by the Registrar of Companies, Gwalior, dated September 18, 2023, with Corporate Identification Number (CIN) U24123MP1996PLC067394. For further details regarding the name change and the registered office of the company, please refer to the section titled "History and Certain Corporate Matters" starting on page 150 of the Red Herring Prospectus dated February 21, 2025 filed with ROC.

Registered and Corporate Office: 305 Utsav Avenue, 3rd Floor, 12/5 Ushaganj Jaora Compound, Indore G.P.O., Indore (Madhya Pradesh)- 452001.
Contact Person: Deepika Singh, Company Secretary & Compliance Officer; **Tel:** +919827090267; **E-mail:** infous@balajiphosphates.com, **Website:** www.balajiphosphates.com.

OUR PROMOTERS: MR ALOK GUPTA AND MR. MOHIT AIREN

THE ISSUE

INITIAL PUBLIC OFFER OF UPTO 71,58,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH ("EQUITY SHARES") OF BALAJI PHOSPHATES LIMITED ("THE COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [•] PER EQUITY SHARE (THE "OFFER PRICE"), (INCLUDING A PREMIUM OF ₹ [•] PER EQUITY SHARE), AGGREGATING UPTO ₹ [•] LAKHS ("THE OFFER"), COMPRISING OF FRESH OFFER OF UP TO 59,40,000 EQUITY SHARES AGGREGATING UP TO ₹ [•] (THE "FRESH ISSUE") ("THE ISSUE") AND AN OFFER FOR SALE OF UP TO 12,18,000 EQUITY SHARES BY MR. ALOK GUPTA AND MR. MOHIT AIREN ("SELLING SHAREHOLDER") AGGREGATING TO ₹ [•] LAKHS ("OFFER FOR SALE"), THE OFFER INCLUDES A RESERVATION OF 3,58,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH, AT AN OFFER PRICE OF ₹ [•] PER EQUITY SHARE FOR CASH, AGGREGATING TO ₹ [•] ("THE MARKET MAKER RESERVATION PORTION"). THE OFFER LESS MARKET MAKER RESERVATION PORTION I.E. OFFER OF 68,00,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH FOR CASH AT A PRICE OF ₹ [•] PER EQUITY SHARE, AGGREGATING TO ₹ [•] LAKHS IS HERE IN AFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER WILL CONSTITUTE 30.10 % AND 28.60 % RESPECTIVELY OF THE POST OFFER PAID UP EQUITY SHARE CAPITAL OF THE COMPANY. FOR FURTHER DETAILS, PLEASE REFER TO CHAPTER TITLED "TERMS OF THE OFFER" BEGINNING ON PAGE NO 311 OF THE RED HERRING PROSPECTUS.

The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Issue is being made by our company in terms of Regulation of 229 (1) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – issue paid up equity share capital of our company are being offered to the public for subscription. (For further details please see section titled "Issue Structure" beginning on page 323 of the Red Herring Prospectus). A copy of Red Herring Prospectus is delivered for filing to the Registrar of Companies as required under section 26(4) of the Companies Act, 2013.

QIB PORTION: NOT MORE THAN 30% OF THE ISSUE | NON-INSTITUTIONAL PORTION: NOT LESS THAN 30% OF THE ISSUE
RETAIL PORTION: NOT LESS THAN 40% OF THE ISSUE | MARKET MAKER PORTION: UPTO 3,58,000 EQUITY SHARES, 5% OF THE ISSUE

PRICE BAND: ₹ 66 TO ₹ 70 PER EQUITY SHARE OF FACE VALUE ₹ 10/- EACH
THE FLOOR PRICE IS 6.6 TIMES OF THE FACE VALUE AND THE CAP PRICE IS 7 TIMES OF THE FACE VALUE OF THE EQUITY SHARES
BIDS CAN BE MADE FOR A MINIMUM OF 2,000 EQUITY SHARES AND IN MULTIPLES OF 2,000 EQUITY SHARES

RISK TO INVESTORS

(For details refer to the section titled "Risk Factors" on page 25 of the RHP)

- Seasonality Risk:** Our business operates in a highly seasonal environment, which could significantly impact our operating results and cash flow. Our performance is closely tied to climatic conditions and is cyclical in nature. As a result, fluctuations in seasonal demand, as well as adverse local and global weather patterns, may negatively affect our business operations, financial performance, and overall financial condition.
- Risk Related to Promoters & Promoters Group:** Our Promoters have extended personal guarantees and provided securities to secure certain loan facilities for our company. If these guarantees are revoked or invoked, it may require us to arrange for alternative guarantees, repay the amounts due, or result in the termination of the loan facilities. Additionally, members of the Promoter Group have mortgaged their personal properties in connection with our secured credit facilities. These factors may present risks to our financial position and operations.
- Risk Related to Concentration of ownership:** Following the issue, our Promoters and the Promoter Group will continue to hold a majority shareholding in the Company, granting them significant control over decisions that require shareholder approval. This concentration of ownership may allow the Promoters and the Promoter Group to influence or determine the outcome of such matters, potentially limiting the influence of other shareholders on the Company's governance and strategic direction.
- Indebtedness Risk:** We have incurred significant indebtedness, which exposes us to various financial risks that could adversely affect our business and operational results. As of January 31, 2025, our outstanding debt amounts to ₹ 3,843.29 Lakhs. This indebtedness may result in increased financial obligations, restrict our operational flexibility, and affect our ability to manage unforeseen financial challenges.
- Negative Cash Flow Risk:** Our Company has experienced negative cash flows in the past, and any continuation of negative cash flows in the future could adversely impact our operational results and financial performance.

Particulars	Period ended 31.08.2024	March 31, 2024	March 31, 2023	March 31, 2022
Cash generated from operating activities	-41.76	(348.11)	(362.69)	339.24
Net Cash from /(used in) investing activities	-43.95	(87.46)	(10.93)	(37.89)
Net Cash from /(used in) financing activities	93.87	388.83	378.87	(269.15)

- Legal and Litigation Risk:** We are currently involved in certain outstanding litigations, the outcome of which could have an adverse impact on our business, reputation, and financial performance.

Nature of cases	Number of cases	Amount involved (₹ lakhs)
Regulatory action against our company	1	Not quantifiable
Regulatory action against our group companies	6	23.89
Tax proceedings against our promoters & directors	2	168.23

- Contingent Liability Risk:** Our Company has certain contingent liabilities that have not been accounted for in our financial statements. If these liabilities are realized, they could adversely impact our financial condition and results of operations. Our contingent liabilities for the year ended March 31, 2024 and for the period ended August 31, 2024 are as follows:

(₹ in lakhs)

Particulars	As at August 31, 2024	As at March 31, 2024
Income Tax Demand (AY 17-18)	-	0.96
Goods & Service Tax	26.47	26.47
Claims against the Company not acknowledged as debts	-	-
Total	26.47	27.43

- Risk Related to Historical Corporate Records:** We have been unable to locate certain historical corporate records, including the Form-5 filed with the Registrar of Companies in connection with the increase in authorized share capital on April 26, 2002. Additionally, the relevant attachments, including approvals from statutory authorities, if applicable, are also missing. The absence of these records could potentially affect the completeness and accuracy of our corporate history.
- Regulatory and Policy Risk:** The fertilizer industry in India is subject to government regulation. Any changes in government policies related to the agriculture sector, or a reduction in subsidies and incentives provided to farmers, could have a negative impact on our business and financial performance. Such changes may affect demand for our products and disrupt our operations, potentially leading to adverse effects on our results.

- Industry and Policy Risk:** The fertilizer industry in India is heavily regulated by the government. Any changes in government policies affecting the agriculture sector, or a reduction in subsidies and incentives provided to farmers, could adversely impact our business and financial performance. Such policy changes may affect the demand for our products and the overall stability of the industry, potentially disrupting our operations and results.

The Merchant Banker associated with the Issue has handled 2 public issues in the past 3 years out of which no issues closed below the issue price. The details are as under:

Particulars	Number of Issues handled	Issue closed below issue price on listing date
Main Board	1	Nil
SME	1	Nil

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Size 32.9 x 50cm


LIABILITY OF MEMBERS AS PER MOA: The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

ASBA*

Simple, Safe, Smart way of Application-Make use of it!!!

*Application Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. For further details check section on ASBA.

Mandatory in Public Issues. No cheque will be accepted.



UNIFIED PAYMENTS INTERFACE

UPI-Now available in ASBA for all individual investors applying in public issues where the application amount is up to ₹ 500,000, applying through Registered Brokers, Syndicate, CDPs & RTAs. UPI Bidders also have the option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account. Investors are required to ensure that the bank account used for bidding is linked to their PAN. Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and the subsequent press releases, including press release dated June 25, 2021 read with press release dated September 17, 2021.

ASBA has to be availed by all the investors except Anchor Investors. UPI may be availed by (i) Retail Individual Bidders in the Retail Portion; (ii) Non-Institutional Bidders with an application size of up to ₹ 5,00,000 in the Non-Institutional Portion and the (iii) Eligible Employees, under the Employee Reservation Portion. For details on the ASBA and UPI process, please refer to the details given in the Bid Cum Application Form and abridged prospectus and also please refer to the section "Issue Procedure" on page 328 of the RHP. The process is also available on the website of Association of Investment Bankers of India ("AIBI") and Stock Exchanges and in the General Information Document. The Bid Cum Application Form and the Abridged Prospectus can be downloaded from the website National Stock Exchange of India Limited ("**NSE**") and "**Stock Exchange**") and can be obtained from the list of banks that is displayed on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=35 and <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=43>, respectively as updated from time to time. For the list of UPI apps and banks live on IPO, please refer to the link: www.sebi.gov.in. UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appear on the website of SEBI, as updated from time to time. Axis Bank Limited has been appointed as the Sponsor Banks for the Issue, in accordance with the requirements of SEBI circular dated November 1, 2018 as amended. For UPI related queries, investors can contact NPCI at the toll-free number-18001201740 and Mail ID- ipo.upi@npci.org.in. For issue related grievance investors may contact: Arihant Capital Markets Limited - Amol Kshirsagar /Satish Kumar Padmanabhan (+91- 22-4225 4800) (Email: mbd@arihantcapital.com).

BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE OFFER	COMPANY SECRETARY AND COMPLIANCE OFFICER
 <p>Arihant Capital Markets Limited 1011 Building No. 10, Solitaire Corporate Park, Guru Hargovindji Road, Chakala, Andheri (East), Mumbai – 400 093 Telephone: +91- 22-4225 4800; Email: mbd@arihantcapital.com; Website: www.arhantcapital.com Investor Grievance E-Mail: balajipo@arihantcapital.com Contact Person: Amol Kshirsagar /Satish Kumar Padmanabhan; SEBI Registration Number: INM000011070</p>	 <p>SKYLINE FINANCIAL SERVICES PRIVATE LIMITED D-153 A, 1st Floor Okhla Industrial Area, Phase-I New Delhi - 110020, Delhi, India Tel No.: 011-40450193-97; Email: ipo@skylinert.com; Investor Grievance Email: grievances@skylinerta.com Website: www.skylinerta.com; Contact Person: Anuj Rana; SEBI Registration No.: INR000003241</p>	<p>Ms. Deepika Singh BALAJI PHOSPHATES LIMITED Contact No: +91 9827090267; Email ID: infous@balajiphosphates.com; Website: www.balajiphosphates.com Address: 305 Utsav Avenue, 12/5 Usha Ganj Jaora Compound, Indore G.P.O., Indore (Madhya Pradesh)- 452001</p> <hr/> <p>Investors may contact the Company Secretary and Compliance Officer and /or the Registrar to the Issue and/or Lead Manager in case of any Pre-Issue or Post-Issue related problems, such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account and non-receipt of funds by electronic mode.</p>

CORRIGENDUM TO THE RED HERRING PROSPECTUS (RHP) DATED FEBRUARY 21, 2025

This corrigendum is issued in connection with the RHP dated February 21, 2025. After reviewing the document, certain corrections and clarifications need to be made. These amendments are intended to rectify errors and ensure the accuracy of the information provided in the original documents:

The allocation to Non Institutional Investors and the Retail Individual Investors are 30% and 40% of the Net Issue respectively. The same has erroneously been mentioned as 20% and 50% of the Net Issue respectively in the inside cover page of the RHP. Investors are requested to take note of the above. For the benefit of the investors, the corrected relevant sentence is reproduced below:

Further, not less than 30% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 40% of the Net Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price

Rectifications under section Basis for Offer Price – Quantitative Factors:

A. Point 3 (Industry P/E Ratio, page 89 of RHP), the Highest, Lowest and Average P/E Ratios may please be read as 77.62, 30.60 and 54.11 respectively instead of 77.23, 30.57 and 53.90 respectively.

B. Point 6 (Comparison of accounting ratios with industry peers, page 90 of RHP), the basic EPS, diluted EPS and P/E for the peer company viz. Coromandel International Ltd may please be read as 55.81, 55.75 and 30.60 respectively instead of 55.75, 55.81 and 30.57 respectively, and the P/E for peer company viz. Paradeep Phosphate Ltd may please be read as 77.62 instead of 77.23

C. Point 7 [Key Financial and Operational performance Indicators (KPI), page 91 of RHP], the date of the Certificate issued by our Statutory Auditors may please be read as February 20, 2025 instead of September 25, 2024. The last two heading under the table "Key Performance Indicators of our Company", may please be read as March 31, 2023 and March 31, 2022 instead of March 31, 2022 and March 31, 2021. Further, under the same table, "Inventory turnover ratio (in times) (9)" may please be read as "Return on Network" and the corresponding figure for the period August 31, 2024 may please be read as 10.59% instead of 1.78.

AVAILABILITY OF RED HERRING PROSPECTUS: Investors should note that Investment in Equity Shares involves a degree of risk and are advised to refer to the Red Herring Prospectus and the Risk Factors contained therein before applying in the Issue. Full copy of the Red Herring Prospectus is available on the website of the company at www.balajiphosphates.com, the website of the BRLM to the Issue at www.arihantcapital.com and the website of NSE Emerge at https://www.nseindia.com/companies-listing/corporate-filings-offer-documents#sme_offer respectively.

AVAILABILITY OF BID-CUM-APPLICATION FORMS: Bid-Cum-Application forms can be obtained from the Registered Office of the Company: **BALAJI PHOSPHATES LIMITED**, Telephone No.: 91-9827090267, Corporate Office of the BRLM: **ARIHANT CAPITAL MARKETS LIMITED**, Telephone: +91- 22-4225 4800 and at the selected locations of the Self Certified Syndicate Banks; Registered Brokers; Designated RTA Locations and Designated CDPs participating in the Issue. Bid-cum-application Forms will also be available on the websites of NSE Emerge and the designated branches of SCSBs, the list of which is available at websites of the stock exchanges and SEBI.

BANKERS TO THE ISSUE / PUBLIC ISSUE BANK / REFUND BANKER AND SPONSOR BANK: Axis Bank Limited.

LINK TO DOWNLOAD ABRIDGED PROSPECTUS: www.arihantcapital.com

UPI: Retail Individual Bidders can also Bid through UPI Mechanism

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Red Herring Prospectus

Place: Indore (Madhya Pradesh)

Date: February 24, 2025

Disclaimer: BALAJI PHOSPHATES LIMITED is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to make an initial public offer of its Equity Shares the Red Herring Prospectus dated February 21, 2025 has been filed with the Registrar of Companies, Gwalior, Madhya Pradesh and thereafter with SEBI and the Stock Exchanges. The RHP is available on the website of NSE Emerge at https://www.nseindia.com/companies-listing/corporate-filings-offer-documents#sme_offer and is available on the websites of the BRLM at www.arihantcapital.com. Any potential investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, please refer to the Red Herring Prospectus including the section titled **"Risk Factors"** beginning on page 25 of the Red Herring Prospectus.

The Equity Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the "**Securities Act**") or any state securities laws in the United States, and unless so registered, and may not be issued or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in accordance with any applicable U.S. State Securities laws. The Equity Shares are being issued and sold outside the United States in 'offshore transactions' in reliance on Regulation "S" under the Securities Act and the applicable laws of each jurisdiction where such issues and sales are made. There will be no public offering in the United States.

**On behalf of Board of Directors
BALAJI PHOSPHATES LIMITED**

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Mr. Mohit Airen
Managing Director

Size 32.9 x 27cm