

To,
Listing Department.
BSE Limited.
P.J. Towers Dalal Street.
Mumbai 400001



Date: June 23, 2026

BSE Scrip Code: 522004

Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Proposed acquisition of 100% of the equity share capital of Penta Automation Systems Private Limited.

Dear Sir/ Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), read with Para A of Part A of Schedule III thereof and the SEBI Master Circular for compliance with the provisions of the SEBI Listing Regulations by listed entities, we wish to inform you that the Board of Directors of Batliboi Limited ("the Company"), at its meeting held today, i.e., June 23 2026, has approved the proposal to acquire 100% (one hundred percent) of the paid-up equity share capital of Penta Automation Systems Private Limited ("Penta") from its existing shareholders i.e Mr. Dharmesh Mistry, Ms. Avani Mistry and Manders Industries B.V. (Netherlands), by way of a secondary acquisition of shares through a mix of upfront acquisition of 80% and balance acquisition of 20% over 5 years in a manner elaborated in Annexure A through definitive Share Purchase Agreement(s), Shareholders' Agreement, and other ancillary agreements to be entered into with the shareholders of Penta. Mr. Dharmesh Mistry and Mrs. Avani Mistry will continue to be employed by Penta for the said period of 5 years.

Pats Robotics Private Limited ("PATs"), a group company of Penta, is proposed to be acquired by Penta as its wholly-owned subsidiary prior to Closing; accordingly, upon completion of the proposed acquisition, PATs will become an indirect wholly-owned subsidiary of the Company upon acquisition of Penta.

The Board Meeting commenced at 12:00 p.m. and concluded at 12:45 p.m.

The details of the proposed acquisition, as required under Regulation 30 of the SEBI Listing Regulations read with Para A of Part A of Schedule III thereof, are set out in "Annexure A" to this letter.



You are requested to take the same on record.

Thanking you,
Yours faithfully,

For Batliboi Limited

Pooja Sawant

Company Secretary & Compliance Officer
Encl.: Annexure A



ANNEXURE A

Details of the proposed acquisition pursuant to Regulation 30 read with Para A of Part A of Schedule III of the SEBI Listing Regulations:

Sr. No.	Particulars	Remarks
1	Name of the target entity, details in brief such as size, turnover, etc.	<p>Penta Automation Systems Private Limited (“Penta” / “Target”).</p> <p>Penta and Pats Robotics Private Limited (“PatS”) are engaged in the business of providing customised industrial automation solutions and robotics integration for manufacturing industries. Revenue from operations of Penta (standalone) for FY 2025-26 is INR 21.56 crores.</p> <p>PATs is proposed to be acquired by Penta as its wholly-owned subsidiary prior to Closing (i.e., before / upon execution and completion of the Share Purchase Agreements). Consequently, upon completion of the proposed acquisition, PATs will become an indirect wholly-owned subsidiary of the Company through Penta. Revenue from operations of PATs for FY 2025-26 is INR 3.61 crores.</p> <p>Therefore, Revenue from operations of Penta Group for FY 2025-26 stands at Rs. 25.17 crores</p>
2	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at arm’s length.	<p>No. The acquisition does not fall within related party transactions.</p> <p>The sellers — Mr. Dharmesh Mistry, Ms. Avani Mistry and Manders Industries B.V. (Netherlands) — are not related parties of the Company, and none of the promoter/ promoter group/ group companies of the Company has any interest in the Target. The transaction is at arm’s length and on negotiated commercial terms.</p>
3	Industry to which the entity being acquired belongs.	Industrial Automation
4	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity).	The acquisition is in line with the Company's strategic growth objectives and expansion plans. It enables the Company to enter and scale in the industrial automation and robotics integration space, which is complimentary with the Company's existing line of business. The acquisition is expected to diversify the Company's business portfolio and create long-term value for stakeholders.
5	Brief details of any governmental or	NA



Sr. No.	Particulars	Remarks
	regulatory approvals required for the acquisition.	
6	Indicative time period for completion of the acquisition.	On or before 31 July 2026, subject to satisfaction (or waiver) of the conditions precedent under the definitive agreements.
7	Consideration – whether cash consideration or share swap or any other form and details of the same.	Cash, as a combination of upfront consideration and deferred consideration (see below)
8	Cost of acquisition and/or the price at which the shares are acquired.	<p>Aggregate equity value of approximately INR 19.8 crores for 100% of the equity share capital of Penta, i.e., INR 180.98 per equity share (face value of Rs.10 each).</p> <p>Of the above, an Initial Purchase Consideration of INR 15.84 crores (80%) is payable at Closing as a result of which 49% stake held by Manders Industries BV will be acquired entirely, and 31% stake held by Mr. Dharmesh Mistry and Mrs. Avani Mistry will be acquired out of their 51% holding.</p> <p>Balance 20% will be acquired from Mr. Dharmesh Mistry and Mrs. Avani Mistry by way of Deferred Consideration of INR 3.96 crores which would be payable in five equal annual instalments, commencing on 1 April 2027 and on each successive 1 April thereafter up to 1 April 2031.</p>
9	Percentage of shareholding / control acquired and/or number of shares acquired.	<p>100% of the paid-up equity share capital of Penta, aggregating to 10,94,200 equity shares, to be acquired from the existing shareholders as under:</p> <ul style="list-style-type: none"> • Manders Industries B.V. (Netherlands) – 5,36,200 shares (49.00%) • Mr. Dharmesh Mistry – 3,90,600 shares (35.70%) • Ms. Avani Mistry – 1,67,400 shares (15.30%) <p>As noted earlier, 80% of the shares will be acquired upfront upon closing, and balance 20% will be acquired over 5 years. As a result, upon closing, Penta will become a subsidiary of the Company, and upon discharge of Deferred Consideration, Penta will become a wholly owned subsidiary of the Company.</p>



Sr. No.	Particulars	Remarks																
10	Brief background about the entity acquired in terms of products/ line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief).	<p>Penta and PATs are in the business of providing customised industrial automation solutions and robotics integration for manufacturing industries. Its registered office and manufacturing facility are at Plot No. 69, GIDC Phase I, Taluka Umbergaon, District Valsad, Umbergaon, Gujarat – 396171, India.</p> <p>Further <i>PATs has its registered office at PLOT NO. A44/1/2/12, Rajmata Industrial Estate, Chakan Road, Phase II, MIDC, Vasuli, Pune, Khed, Maharashtra, India – 410501</i></p> <p>Date of incorporation of Penta: May 4, 2007 CIN: U35990GJ2007PTC050746 Country of presence: India.</p> <p>Date of incorporation of PATs: May 2, 2023 CIN: U33200PN2023PTC220251 Country of presence: India.</p> <p>Revenue from operations of Penta (standalone) for the last three financial years:</p> <table border="1" data-bbox="808 1142 1451 1388"> <thead> <tr> <th>Financial Year</th> <th>Revenue from Operations (INR crores)</th> </tr> </thead> <tbody> <tr> <td>2023-24 (Audited)</td> <td>17.80</td> </tr> <tr> <td>2024-25 (Audited)</td> <td>18.51</td> </tr> <tr> <td>2025-26 (Audited)</td> <td>21.56</td> </tr> </tbody> </table> <p>Revenue from operations of Pats for the last three financial years:</p> <table border="1" data-bbox="808 1528 1451 1774"> <thead> <tr> <th>Financial Year</th> <th>Revenue from Operations (INR crores)</th> </tr> </thead> <tbody> <tr> <td>2023-24 (Audited)</td> <td>2.51</td> </tr> <tr> <td>2024-25 (Audited)</td> <td>1.42</td> </tr> <tr> <td>2025-26 (Audited)</td> <td>3.61</td> </tr> </tbody> </table>	Financial Year	Revenue from Operations (INR crores)	2023-24 (Audited)	17.80	2024-25 (Audited)	18.51	2025-26 (Audited)	21.56	Financial Year	Revenue from Operations (INR crores)	2023-24 (Audited)	2.51	2024-25 (Audited)	1.42	2025-26 (Audited)	3.61
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		<p data-bbox="805 327 1455 394">Revenue from operations of Penta Group for the last three financial years:</p> <table border="1" data-bbox="805 415 1455 657"><thead><tr><th data-bbox="805 415 1089 499">Financial Year</th><th data-bbox="1089 415 1455 499">Revenue from Operations (INR crores)</th></tr></thead><tbody><tr><td data-bbox="805 499 1089 554">2023-24 (Audited)</td><td data-bbox="1089 499 1455 554">20.31</td></tr><tr><td data-bbox="805 554 1089 609">2024-25 (Audited)</td><td data-bbox="1089 554 1455 609">19.93</td></tr><tr><td data-bbox="805 609 1089 657">2025-26 (Audited)</td><td data-bbox="1089 609 1455 657">25.17</td></tr></tbody></table>	Financial Year	Revenue from Operations (INR crores)	2023-24 (Audited)	20.31	2024-25 (Audited)	19.93	2025-26 (Audited)	25.17
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For Batliboi Limited

Pooja Sawant
Company Secretary & Compliance Officer