



AGRO PHOS INDIA LIMITED

To
Listing Department
The National Stock Exchange of India Limited,
Exchange Plaza,
Bandra Kurla Complex (Bandra East),
Mumbai -400051

Date: 16.07.2025

Dear Sir/Madam,

NSE Symbol: AGROPHOS

Sub: Outcome of Board Meeting pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation 2015.

With reference to the captioned subject and pursuant to Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations & Disclosure Requirements) 2015, the Board of Directors of the Company at their meeting held today i.e., Wednesday, 16th July, 2025 at the registered office of the Company inter alia, considered the following:

- **Acquisition of Business Undertaking:**

The Board has approved the proposal for acquisition, under the applicable provisions of the Companies Act, 2013, of the business undertaking of Bharat Phosphates & Chemicals Private Limited as a wholly-owned subsidiary of the Company, including all its current and non-current assets along with certain identified and contingent liabilities, for a total value of up to ₹ 3 crores, to be completed in one or more tranches during FY 2025-26, based on the recommendation of the Audit Committee of the Company.

The details required pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular CIR/CFD/CMD/4/2015 dated September 9, 2015, SEBI master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 is enclosed herewith as Annexure-A.

The Board meeting was commenced on 5:30 PM and concluded on 06:20 PM.

Kindly take the same on record and facilitate.

Thanking you,

Yours Faithfully,

For AGRO PHOS INDIA LIMITED

Reena Saluja

Company Secretary & Compliance Officer

Membership no.: A55665



Regd. Office : M-87, Trade Centre, 18, South Tukoganj, Indore (M.P.) 452001

Tel.: 0731-2529488-89-90-91

E-mail : agrophos@rediffmail.com / info@agrophos.com

Website : www.agrophos.com

CIN : L24123MP2002PLC015285



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Annexure A

Disclosures as required pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular CIR/CFD/CMD/4/2015 dated September 9, 2015, SEBI master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024

S No.	Particulars	Details
1.	Name of the Target Entity, details in brief such as size, turnover, etc.	Bharat Phosphates & Chemicals Private Limited (hereinafter referred to as "the Target entity") having CIN: U24120MP2011PTC026117 is a Private Limited Company incorporated on 03/06/2011. Authorized capital as on date: Rs. 1,00,00,000/- Paid up capital as on date: Rs. 1,00,00,000/- Turnover as per financial statements for the year ended 31.03.2025: Rs. NIL
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"	No. The acquisition does not constitute a related party transaction at the time of approval. None of the promoters, promoter group or group companies of Agro Phos India Limited have any interest in the target company. The transaction is being undertaken on an arm's length basis. However, post completion, the target company shall become a wholly owned subsidiary and hence a related party under applicable laws.
3.	Industry to which the entity being acquired belongs	The acquisition is aimed at leveraging the target's existing assets, including its SSP plant, and support strategic growth.
4.	Objects and effects 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);	Investment Holding Company Post-acquisition, the target will become a wholly owned subsidiary of the Company. The proposed fund infusion will be through subscription to equity shares of the target company and repayment of certain existing external liabilities.
5.	Brief details of any governmental or regulatory approvals required for the acquisition	Not applicable
6.	Indicative time period for completion of the acquisition;	During FY 2025-26, in one or more tranches.
7.	Cost of acquisition or the price at which the shares are acquired;	The consideration will be entirely in the form of cash, comprising: <ul style="list-style-type: none"> ➤ Subscription to equity shares of the target company; ➤ Payment directly to discharge existing certain liabilities; ➤ And provision of an inter-corporate loan to

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		the target company to facilitate the acquisition of the company and discharge of its existing creditors' liabilities.												
8.	Nature of consideration - whether cash consideration or share swap and details of the same;	<p>Approximate consideration up to ₹ 3 crores which includes:</p> <ul style="list-style-type: none"> ➤ Subscription to equity shares of the target company; ➤ Payment directly to discharge existing certain liabilities; ➤ And provision of an inter-corporate loan to the target company to facilitate the acquisition of the company and discharge of its existing creditors' liabilities. 												
9.	Percentage of shareholding / control acquired and / or number of shares acquired;	<p>Post completion, the target company will become a wholly owned subsidiary of Agro Phos India Limited.</p> <p>This is an acquisition of the entire business undertaking including all current and non-current assets along with certain liabilities, as a slump purchase / business transfer on a going concern basis.</p>												
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>The Target entity was incorporated on 03/06/2011. The registered office is situated at Plot No. AH-7, H.I.G. Colony, Indore, Madhya Pradesh, India, 452010.</p> <p>The details of last 3 years turnover is as follows:</p> <table border="1"> <thead> <tr> <th>S No.</th><th>Financial Year</th><th>Turnover (in Rs.)</th></tr> </thead> <tbody> <tr> <td>i.</td><td>01.04.2024 to 31.03.2025</td><td>0.00</td></tr> <tr> <td>ii.</td><td>01.04.2023 to 31.03.2024</td><td>0.00</td></tr> <tr> <td>iii.</td><td>01.04.2022 to 31.03.2023</td><td>0.00</td></tr> </tbody> </table> <p>Operations are entirely based in India.</p>	S No.	Financial Year	Turnover (in Rs.)	i.	01.04.2024 to 31.03.2025	0.00	ii.	01.04.2023 to 31.03.2024	0.00	iii.	01.04.2022 to 31.03.2023	0.00
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