



AGRO PHOS INDIA LIMITED

To,
The National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor
Plot No. C-1, Bandra Kurla Complex
Bandra (East),
Mumbai -400051

Date: 09th January, 2024

NSE SYMBOL: AGROPHOS

Dear Sir/Madam,

Sub: Intimation under Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 - Update on Acquisition of equity shares of Shri Tulsi Phosphate Limited in accordance with announcement submitted to the Exchange dated September 05, 2023.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform that the Company had acquired 2900000 equity shares of Shri Tulsi Phosphate Limited. The shares were approved and allotted to the Company on the basis of right issue.

The detailed disclosures as required under regulation 30 read with clause 1 of para A of part A of schedule III of the Listing Regulations and SEBI Master Circular no. dated July 11, 2023 read with SEBI Circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 is enclosed herewith as **Annexure-A**.

You are requested to kindly take the same on your records.

Yours Faithfully,

For AGRO PHOS (INDIA) LIMITED



Reena Saluja
M No.: A55665
Company Secretary and Compliance Officer
Enclosed: Annexure A and B



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Annexure A

Details with respect to the acquisition as required under regulation 30 read with clause 1 of para A of part A of Schedule III of the Listing Regulations and SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with SEBI Circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023:

S No.	Particulars	Details
1.	Name of the Target Entity, details in brief such as size, turnover, etc.	<p>Shri Tulsi Phosphate Limited (hereinafter referred to as "the Target entity") having CIN: U01100CT2008PLC020812 is a Public Limited Company incorporated on 21.08.2008.</p> <p>Authorized capital as on date: Rs. 12,00,00,000/-</p> <p>Paid up capital as on date: Rs. 8,44,36,100/- (Post acquisition)</p> <p>Turnover as per financial statements for the year ended 31.03.2023: Rs. NIL.</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>The target entity is a related party as per regulations of the SEBI (LODR) 2015 as depicted in the table annexed herewith marked as "ANNEXURE B" reflecting Relationship of Promoter/Promoter group with the Target entity.</p> <p>The acquisition would fall within related party transaction. Save and except as mentioned in the ANNEXURE B, the Company is not interested in any other manner.</p>
3.	Industry to which the entity being acquired belongs	Fertilizers Industry
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is	Investment function in ordinary course of business.



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	outside the main line of business of the listed entity);	
5.	Brief details of any governmental or regulatory approvals required for the acquisition	Not applicable
6.	Indicative time period for completion of the acquisition;	<p>The Acquisition of equity shares has been completed on:</p> <ul style="list-style-type: none"> ➤ September 11, 2023 by way of right issue of 2500000 equity shares of the Target entity ➤ December 20, 2023 by way of right issue of 400000 equity shares of the Target entity
7.	Cost of acquisition or the price at which the shares are acquired;	<ul style="list-style-type: none"> ➤ Invested 2.50 crores acquiring 2500000 equity shares of the Target entity at face value of Rs. 10 per share ➤ Invested 40 lakhs acquiring 400000 equity shares of the Target entity at face value of Rs. 10 per share <p>Total acquisition of 2900000 equity shares of the target entity.</p>
8.	Nature of consideration - whether cash consideration or share swap and details of the same;	<ul style="list-style-type: none"> ➤ Acquisition of 2500000 equity shares of Shri Tulsi Phosphate Limited for cash consideration. ➤ Acquisition of 400000 equity shares of Shri Tulsi Phosphate Limited for cash consideration.
9.	Percentage of shareholding / control acquired and / or number of shares acquired;	<p>As on September 11, 2023, Agro Phos (India) Limited holds 33.39% of shareholding of Equity Shares by Acquisition of 2500000 equity shares of target entity.</p> <p>As on date and December 20, 2023, Agro Phos (India) Limited holds 34.35% of shareholding of equity shares of Shri Tulsi Phosphate Limited.</p>



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10.	<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>	<p>The Target entity was incorporated on 21.08.2008.</p> <p>The target entity is a manufacturer as well as trader of fertilizers.</p> <p>The registered office is situated at Plot No. 212-214 Industrial Area, Birkoni, Mahasamund, Mahasamund, Mahasamund, Chattisgarh, India, 493445.</p> <p>The details of last 3 years turnover is as follows:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 10%;">S No.</th> <th style="width: 60%;">Financial Year</th> <th style="width: 30%;">Turnover (in Rs.)</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">i.</td> <td style="text-align: center;">01.04.2022 to 31.03.2023</td> <td style="text-align: center;">0.00</td> </tr> <tr> <td style="text-align: center;">ii.</td> <td style="text-align: center;">01.04.2021 to 31.03.2022</td> <td style="text-align: center;">0.00</td> </tr> <tr> <td style="text-align: center;">iii.</td> <td style="text-align: center;">01.04.2020 to 31.03.2021</td> <td style="text-align: center;">0.00</td> </tr> </tbody> </table>	S No.	Financial Year	Turnover (in Rs.)	i.	01.04.2022 to 31.03.2023	0.00	ii.	01.04.2021 to 31.03.2022	0.00	iii.	01.04.2020 to 31.03.2021	0.00
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ii.	01.04.2021 to 31.03.2022	0.00												
iii.	01.04.2020 to 31.03.2021	0.00												

For AGRO PHOS (INDIA) LIMITED




Reena Saluja
M No.: A55665

Company Secretary and Compliance Officer



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"ANNEXURE B"

REFLECTING RELATIONSHIP OF PROMOTER/ PROMOTER GROUP WITH THE TARGET ENTITY

S No.	Name of Promoter/ Promoter group	Criteria of Promoter/ Promoter group	Relationship of Promoter/Promoter group with the Target entity
1.	Vinod Kumar Gupta	Part of Promoter's group of Agro Phos (India) Limited	Director and Shareholder in Target entity and Relative (father) of Director of Target Entity namely Shivam Suhane
2.	Vinod Kumar Suhane HUF	Part of Promoter's group of Agro Phos (India) Limited	Vinod Kumar Gupta (Director and Shareholder in Target entity) is Karta of this HUF
3.	Raj Kumar Gupta	<p>Promoter of Agro Phos (India) Limited</p> <p>One of the sub point of definition of related party, with reference to a company means:</p> <ul style="list-style-type: none"> • a public company in which a director or manager is a director or and holds along with his relatives, more than two per cent of its paid-up share capital; <p>Here, target entity is the Public Company.</p> <p>Raj Kumar Gupta (Director of Agro Phos (India) Ltd. alongwith his relative namely Mr. Abhay Gupta and Mr. Vinod Kumar Gupta holds more than two per cent of paid-up share capital of the target entity.</p>	<ul style="list-style-type: none"> • Relative (father) of Director and Shareholder namely Mr. Abhay Gupta of Target Entity • Relative (Brother) of Director and Shareholder namely Mr. Vinod Kumar Gupta of Target Entity <p>As per definition of related party, Raj Kumar Gupta (Director of Agro Phos (India) Ltd. alongwith his relative namely Mr. Abhay Gupta and Mr. Vinod Kumar Gupta holds more than two per cent of paid-up share capital of the target entity.</p> <p>Also note that Mr. Raj Kumar Gupta do not hold any shares of target entity however relatives of Mr. Raj Kumar Gupta holds more than two per cent of paid-</p>



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			up share capital of the target entity.
4.	Uma Gupta	Part of Promoter's group of Agro Phos (India) Limited	Relative (Mother) of Director and Shareholder namely Abhay Gupta of Target Entity
5.	Abhay Gupta	Part of Promoter's group of Agro Phos (India) Limited	Director and Shareholder in Target entity
6.	Ramesh Chand Suhane	Part of Promoter's group of Agro Phos (India) Limited	Relative (Brother) of Director and Shareholder namely Mr. Vinod Kumar Gupta of Target Entity
7.	Rakesh Kumar Gupta	Part of Promoter's group of Agro Phos (India) Limited	Relative (Brother) of Director and Shareholder namely Mr. Vinod Kumar Gupta of Target Entity
8.	Rajesh Chand Suhane	Part of Promoter's group of Agro Phos (India) Limited	Relative (Brother) of Director and Shareholder namely Mr. Vinod Kumar Gupta of Target Entity

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