

8th August 2025

BSE Limited

Corporate Relationship Department,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001
Scrip Code: 534742

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor, Plot No C/1,
G Block, Bandra-Kurla Complex,
Bandra (East), Mumbai - 400 051
Symbol: ZUARI

Dear Sir / Madam,

Sub: Outcome of meeting of Board of Directors of the Company held on 8th August 2025

With reference to the subject captioned above and in compliance with Regulation 30 read with Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that, the Board of Directors ("**Board**") of Zuari Agro Chemicals Limited ("**Company**") at its meeting held on 8th August 2025 has approved entering into definitive agreements for the sale and transfer of a part of the Company's business including its granulated single super phosphate plant and certain related assets situated at Mahad, Maharashtra ("**Business**") for a lump sum consideration aggregating to INR 72,75,00,000 (Indian Rupees Seventy Two Crores and Seventy Five Lakhs) to its subsidiary, Mangalore Chemicals & Fertilizers Limited ("**MCFL**"), subject to the approval of the shareholders.

The information required pursuant to Regulation 30 of the SEBI (LODR) Regulations, read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 123 dated 11th November 2024, is enclosed herewith as Annexure A.

The meeting of the Board commenced at 12 Noon and concluded at 12.16 P.M.

The above is for your information and records.

Thanking you,

Yours faithfully

For Zuari Agro Chemicals Limited

Asheeba Pereira
Company Secretary
M. No- A48097

ANNEXURE A

| SR. NO. | PARTICULARS | DETAILS |
|---------|--|---|
| (a) | The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division or undertaking or subsidiary or associate company of the listed entity during the last financial year; | The turnover of Mahad Plant is Rs.47.80 Crore which is 100% of the total turnover for the year ended 31 st March 2025 . The net book value of Mahad business unit is INR 51.10 Cr which is 38% of the net worth of the company.” |
| (b) | Date on which the agreement for sale has been entered into; | Subject to the approval of the shareholders, the definitive agreements will be entered in due course. |
| (c) | The expected time period for completion of sale/disposal; | Three months |
| (d) | Consideration received from such sale/disposal; | INR 72,75,00,000 (Indian Rupees Seventy Two Crores and Seventy Five Lakhs) |
| (e) | Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof; | MCFL, a listed Indian company, is engaged in the business of manufacturing and trading of urea and phosphatic fertilizers and is a subsidiary of the Company. |
| (f) | Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”; | Yes, and it is at arm’s length. |
| (g) | Whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of LODR Regulations. | Yes, it is on a slump sale basis. The Company shall comply with the provisions of the Regulation 37A of the LODR Regulations. |
| (h) | Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale. | PARTICULARS |
| | | DETAILS |
| | | Name of entities forming part of slump sale, details in brief such as size, turnover, etc. |
| | | Zuari Agro Chemicals Limited and Mangalore Chemicals and Fertilisers Limited |
| | | Turnover of ZACL and MCFL was INR 47.80 crores and INR 3331.89 crores, respectively. |

| | | | |
|--|--|--|---|
| | | whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length" | Yes, and it is at arm's length. |
| | | area of business of the entity(ies) | Both the entities are in the business of manufacturing, trading/sale of fertilizers |
| | | Rationale for slump sale | The proposed transaction will provide liquidity to the Company and enable the Company to repay certain liabilities. |
| | | In case of cash consideration – amount or otherwise share exchange ratio | INR 72,75,00,000 (Indian Rupees Seventy Two Crores and Seventy Five Lakhs) |
| | | Brief details of change in shareholding pattern (if any) of listed entity | Not applicable |

For Zuari Agro Chemicals Limited

Asheeba Pereira
Company Secretary
M. No- A48097