



SHREE PUSHKAR CHEMICALS & FERTILISERS LTD.

CIN : U24100MH1993PLC071376

A Government of India Recognised Export House

An ISO 9001:2008 & 14001:2004 Certified Company

Office No. 301/302, 3rd Floor, Near Udyog Bhavan,
Sonawala Road, Goregaon (East), Mumbai - 400 063, India.

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email : info@shreepushkar.com • Website : www.shreepushkar.com

Date: 4th September, 2017.

To,
National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400 051.

To,
BSE Limited,
P. J. Towers, Dalal Street,
Mumbai - 400 001.

Respected Sir/ Madam,

Subject: Outcome of the Board Meeting held on Monday 4th September, 2017.

Ref: Shree Pushkar Chemicals & Fertilisers Limited

Scrip Code: 539334 Scrip Id: SHREEPUSHK

With reference to above captioned subject matter and pursuant to Reg. 30 of SEBI (Listing obligation and Disclosure Requirements), Regulations, 2015, the Board of Directors, in their meeting held today i.e. **4th September, 2017**, which commenced at **3.00 p.m.** and concluded at **7.00 p.m.**, have considered and approved the proposal of acquiring 100% Equity Capital of Kisan Phosphate Private Limited thereby making it a wholly owned subsidiary of the company.

Other disclosures pertaining to this acquisition, pursuant to provisions of Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are annexed herewith as Annexure I to this outcome.

You are requested to take note of the above and arrange to bring this to notice of all concerned. The said outcome would be uploaded at www.shreepushkar.com

Kindly acknowledge receipt of the same.

Thanking you.

Yours faithfully,

For Shree Pushkar Chemicals & Fertilisers Limited,

Punit Makharia

Chairman & Managing Director

DIN No.01430764.



Factory – Unit I : B -102/103, MIDC Lote Parshuram, Taluka Khed, Dist. Ratnagiri, Maharashtra, India. Page 1 of 4
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Unit III : B-97, MIDC Lote Parshuram, Taluka Khed, Dist. Ratnagiri, Maharashtra, India. • Tel. : + 91-2356 272805

Unit IV : D-18, MIDC Lote Parshuram, Taluka Khed, Dist. Ratnagiri, Maharashtra, India. • Tel. : + 91-2356-272901 / 272902

Annexure I:

Disclosure pursuant to Para A of Part A of Schedule III of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder:

Sr. No.	Particulars	Details/ Information
1.	Name of the target entity, details in brief such as size, turnover etc.;	<p>Kisan Phosphate Private Limited</p> <p>A private limited company incorporate under the provisions of the Companies Act, 1956 (now Companies Act, 2013) with the Registrar of Companies, Mumbai, Maharashtra, with Registration No. U26960MH2012PTC234401, on 13th August, 2012.</p> <p>The Company is into the business of manufacturing and sale of</p> <ol style="list-style-type: none">1. Single Super Phosphate (SSP), a phosphate fertiliser, having an installed capacity of 1 lac MTA.2. Di Calcium Phosphate (DCP) cattle feed grade with capacity of 3,000 MTPA.3. Soil Conditioner with capacity of 6,000 MTPA. <p>The Company has achieved Turnover of Rs.35.72 Cr. for financial year 2016-17.</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 "arms length";	<p>The proposed acquisition fall within the related party transactions as the entire share capital of the Target Company is held by the promoters of the Company.</p> <p>Yes the transaction is done at "arm's length"</p>



3.	Industry to which the entity being acquired belongs;	Fertilisers Industry
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);	The Target Company is operating in similar business segment in separate geographical region. The acquisition shall help the Company in expanding its business base to different parts of the Country with readymade manufacturing and sales infrastructure.
5.	Brief details of any governmental or regulatory approvals required for the acquisition;	No Governmental or Regulatory Approvals required for proposed acquisition
6.	Indicative time period for completion of the acquisition;	Within a period of next 5 months
7.	Nature of Consideration – whether cash consideration or share swap and details of the same;	Share Swap – Equity Shares of Shree Pushkar Chemicals & Fertilisers Limited will be issued to the shareholders of the target company
8.	Cost of acquisition or the price at which the shares are acquired;	Rs.33.30/- per equity share having face value of Rs. 10/- each, fully paid up of Target Company
9.	Percentage of shareholding/ control acquired and/or number of shares acquired;	27,10,000 (Twenty Seven Lacs Ten Thousand Only) equity shares representing 100% of share capital of the Target company proposed to be acquired
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>Kisan Phosphate Private Limited</p> <p>A private limited company incorporate under the provisions of the Companies Act, 1956 (now a Companies Act, 2013) with the Registrar of Companies, Mumbai, Maharashtra, with Registration No.U26960MH2012PTC234401, on 13th August, 2012.</p> <p>The Company is into the business of</p> <ol style="list-style-type: none"> 1. Single Super Phosphate (SSP) a phosphate fertiliser having an installed capacity of 1 lac MTA. 2. Di Calcium Phosphate (DCP) cattle feed grade with a capacity of 3,000



MTA.

3. Soil Conditioner with capacity of 6,000 MTA.

Target Company has its manufacturing plant on a free hold plot of land admeasuring 6.708 Hectares situated at 3.5 KM Stone, Choudhary was to Gawar Road, Village – Gawar, Sub Tehsil – Balsamand, District – Hisar, Haryana – 125 001.

The details of financial performance of the Target Company for last 3 years:

(Rs. in Crs.)

P/L ACCOUNT	Audited		
	2014-15	2015-16	2016-17
Year			
Net Sales	19.19	44.81	35.72
EBIDTA	2.02	6.06	5.45
% EBIDTA	10.5%	13.5%	15.3%
PAT	(1.39)	0.66	0.19
PAT/ Sales %		1.5%	0.5%
Cash PAT	(0.54)	2.32	1.93
BALANCE SHEET			
Net Worth	4.61	5.27	5.46
Long Term Liabilities	25.20	26.15	25.76
Gross Block	23.02	24.96	25.59
Net Block	22.15	22.43	21.35
Net Working capital	8.3	9.93	10.87

