



NAGARJUNA AGRI-TECH LIMITED

CIN: L01119TG1987PLC007981

Email ID: nagarjunaagritech2025@gmail.com

Contact No - 0091-40-23357248

Website: www.nagarjunaagritech.com

21.11.2025

The General Manager

Department of Corporate Services,

BSE Limited,

25th Floor, Phiroze Jeejeebhoy Towers,

Dalal Street, Fort, Mumbai-400001

Sub: Outcome of Board Meeting held on November 21, 2025 under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Ref: Scrip Code: 531832

Dear Sir/Madam,

We wish to inform you pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that the Board of Directors at their Meeting held today i.e. 21st November, 2025 has, inter alia, considered and approved the following: -

1. The proposal to increase the Authorized Share Capital of the Company from Existing Rs. 30,00,00,000 (Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crore) Equity Shares of face value of Rs. 10/- (Rupees Ten) each to Rs. 35,00,00,000/- (Rupees Thirty Five Crores Only) divided into 3,50,00,000 (Three Crore Fifty Lakh) Equity shares of face value of Rs. 10/- (Rupee Ten) each by addition of 50,00,000 (Fifty Lakh) Equity Shares of face value of Rs. 10/- (Rupees Ten) each and proposed the same for shareholder's approval in their meeting.

Additionally, the Board has decided to alter the Memorandum of Association of the Company pursuant to Increase in Authorized Share Capital of the Company subject to the approval of the shareholders in the general meeting.

2. The Board has considered and taken on record the Valuation Report received from the registered valuers, dated 21st November, 2025 for the Company along with Valuation Report of Allenby Food & Beverages Private Limited ('Allenby').
3. The acquisition of 100% of the Equity Share Capital of Allenby Food & Beverages Private Limited ("Selling Company") and the execution of a Share Purchase and Share Subscription Agreement ("SPSSA") and other necessary documents regarding the Proposed Transaction between the Companies, Selling Company and the shareholders of Selling Company, whereby the Company agrees to acquire 100% of the equity share capital of the Selling Company and to make this a

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Wholly Owned Subsidiary Company of Nagarjuna Agri-Tech Limited, subject to the approval of the shareholders of the Company.

Details regarding the proposed acquisitions, as required under Regulation 30 of the Listing Regulations are enclosed herewith as **Annexure A**.

4. To Issue, subject to the approval of the shareholders of the Company and the Stock Exchange, up to 2,12,86,020 (Two Crore Twelve Lakhs Eighty Six Thousand and Twenty) Equity Shares of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 68/- (Rupees Sixty Eight Only) each on preferential basis ('Preferential Issue') for consideration other than cash (i.e., swap of shares) to the shareholders of Allenby Food & Beverages Private Limited (Selling Company) forming part of the Promoter and Non-Promoter category, in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the provisions of the Companies Act, 2013 and rules made there under. (Details are enclosed herewith as **Annexure B**).
5. This said share swap transaction also amounting to a related party transaction under section 188 of the companies Act, 2013 read with regulation 23(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company will take appropriate approval from the members in this regard.
6. The acquisition of M/s. Rafflesia Confectionary, a sole proprietorship firm, by acquiring 100% of the business and control including the assets, goodwill, contracts, licenses, operational rights but excluding any pre-closing liabilities of the Rafflesia Confectionary ("Selling Firm") and the execution of a Business Acquisition/Takeover Agreement and other necessary documents regarding the Proposed Transaction between the Company and the Selling Firm, whereby the Company agrees to acquire 100% of the business of the Selling Firm, subject to the approval of the shareholders of the Company. The Board has considered and taken on record the Valuation Report received from the registered valuer, dated 21st November, 2025 for the same.

Details regarding the proposed acquisitions, as required under Regulation 30 of the Listing Regulations are enclosed herewith as **Annexure C**.

7. The acquisition of 60% stake in Aarini Gourmet LLP by investing 60% of its contribution through execution of necessary documents regarding the Proposed Transaction between the Company and the LLP, subject to the approval of the shareholders of the Company. The Board has considered and taken on record the Valuation Report received from the registered valuer, dated 21st November, 2025 for the same.

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Details regarding the proposed acquisitions, as required under Regulation 30 of the Listing Regulations are enclosed herewith as **Annexure D**.

8. Appointment of CS Mohit Vanawat, Proprietor of M/s Mohit Vanawat & Associates, Practicing Company Secretary as the Scrutinizer for the purpose of E-Voting in Extra Ordinary General Meeting of the Company.
9. The Board Fixed the Book Closure dates for the purpose of ensuing Extra Ordinary General Meeting and the Cut Off date for E-voting.
10. The Board fixed the Date, Time, Venue and Mode for conducting the Extra Ordinary General Meeting of the Company and approved the notice of convening such Extra Ordinary General Meeting.

The details as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as per SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are **Annexed as A, B, C, D**.

Time of commencement of Meeting: 04:00 PM

Conclusion of Meeting: 05:35 PM

This is for your information and record.

Thanking you,

Yours truly,

For **NAGARJUNA AGRI-TECH LIMITED**

Deepika Bhutra

Company Secretary & Compliance Officer

Encl: As above

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Annexure A

Disclosure pursuant to Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024.

Acquisition of Allenby Food & Beverages Private Limited

Sr No.	Particulars	Details
1	Name of the target entity, details in brief such as size, turnover etc.;	<p>Name: Allenby Food & Beverages Private Limited ('Allenby')</p> <p>Authorized Share Capital: Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakhs Only) divided into 15,00,000 Equity shares of Rs. 10 each.</p> <p>Paid-Up Share Capital: Rs. 1,41,90,680 (Rupees One Crore Forty One Lakhs Ninety Thousand Six Hundred and Eighty Only) divided into 14,19,068 Equity shares of Rs. 10 each.</p> <p>Net worth as on 30.09.2025: Rs. 4873.00 Lacs</p> <p>Turnover as on 31.03.2025: 5295.77 Lacs</p> <p>Turnover as on 31.03.2024: 66 Lacs</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 transaction would fall within related party transaction.</p> <p>Yes, the promoter/ promoter group/ group companies are interested in the entity.</p> <p>Nature of Interest: they are also acquiring equity shares under preferential issue by way of Swap of Equity Shares.</p> <p>The Company is acquiring 14,19,068 equity share at Rs. 1020/- per share (including premium of Rs. 1010/- per equity share) by way of swap of share.</p>

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		Yes, transaction is done at “arm’s length” as per the price arrived based of Valuation report received from Registered Valuer.
3	Industry to which the entity being acquired belongs;	Food and Beverages
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);	<p>The object of company is to takeover Allenby whose business activities are strategically suitable in accordance with Company’s business plan.</p> <p>The impact of this acquisition by issue of new shares, is increasing the wealth of the Shareholders and other stake holders.</p> <p>Reason for acquisition of target entity is to expand/diversify the business of company in the field of Food and Beverages Industry.</p>
5	Brief details of any governmental or regulatory approvals required for the acquisition;	Not Applicable except Company will take necessary in principle approval of BSE Limited in due course as per provision of SEBI (ICDR) Regulations, 2018.
6	Indicative time period for completion of the acquisition;	Company shall complete acquisition (preferential issue) within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the it shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).
7	Consideration - whether cash consideration or share swap or any other form and details of the same;	<p>Share swap.</p> <p>The Company will issue 15 equity shares against each share of Allenby Food & Beverages Private Limited</p>
8	Cost of acquisition and/or the price at which the shares are acquired	Rs. 144,74,49,360 (One Hundred Forty Four Crores and Seventy Four Lakhs and Forty Nine Thousand and Three Hundred Sixty)

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		14,19,068 equity share at Rs. 1020 per shares (including premium of Rs. 1010 per equity)
9	Percentage of shareholding / control acquired and / or number of shares acquired;	Percentage of share acquired: 100 % Number of shares acquired: 14,19,068 Equity shares
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>Brief Background:</p> <p>Allenby Food & Beverages Limited, a private entity having headquarter in Kolkata and having multiple production units in West Bengal and North East zones specializing in a diverse range of ready to eat products expanding operations nationwide. Allenby offers an extensive snacking and bakery portfolio, which includes huge range of instant noodles. Committed to innovation and excellence Allenby strives to redefine convenience with superior taste, authenticity and affordability.</p> <p>Date of Incorporation: 26th June 2012</p> <p>Last 3 Years Turnover:</p> <p>FY 2024-25 – 5295.77 Lacs FY 2023-24 - 66 Lacs FY 2022-23 – .01 Lacs</p> <p>Presence and Incorporation: India</p>

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Annexure B

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Swapping of Shares of the Company with Allenby Food & Beverages Private Limited

Sr No.	Particulars Details	Details
1	Type of securities proposed to be issued (viz. equity shares, convertibles etc.);	Equity Shares
2	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.);	Preferential Issue in accordance with Chapter V of the SEBI ICDR Regulations and other applicable law
3	total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to 2,12,86,020 equity shares of face value of Rs. 10 each issued at an issue price of Rs. 68/- per share (including premium of Rs. 58/- per shares) or an aggregate consideration of up to Rs. 144,74,49,360 (One Hundred Forty Four Crores and Seventy Four Lakhs and Forty Nine Thousand and Three Hundred Sixty) to persons forming part of Promoter and Non-Promoter Group
4	In case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s):	
i)	Names of the investors;	As mentioned in Schedule A
ii)	post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors;	Not Applicable
iii)	in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;	Not Applicable

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Schedule A

Name of the Proposed Allottee	Category	Pre-Pref Holding in Nagarjuna Agri-tech Limited		Number of Shares Held in Allenby Food & Beverages Ltd	Number of Shares Proposed to be Allotted in Nagarjuna Agri-tech Limited by Way of Swap	Post-Pref Holding in Nagarjuna Agri-tech Limited	
		No. of Equity Shares	% of Holding			No. of Equity Shares	% of Holding
Rachna Suman Shaw	Promoter	59,13,100	63.11%	3,22,885	48,43,275	1,07,56,375	35.09%
Nirmal Kumar Bhakat	Non-Promoter	0	0	3,22,884	48,43,260	48,43,260	15.80%
Nav Capital VCC – NAV Capital Emerging Star Fund	Non-Promoter	0	0	60,000	9,00,000	9,00,000	2.94%
Gennext Business Solutions Private Limited	Non-Promoter	0	0	20,000	3,00,000	3,00,000	0.98%
Kokcha Advisory Private Limited	Non-Promoter	0	0	20,000	3,00,000	3,00,000	0.98%
Vivek Kumar Singhal	Non-Promoter	0	0	16,600	2,49,000	2,49,000	0.81%
Nautilus Private Capital Limited	Non-Promoter	0	0	16,493	2,47,395	2,47,395	0.81%
RDHL Marketing Private Limited	Non-Promoter	0	0	8,350	1,25,250	1,25,250	0.41%
Indukant Vyapaar Private Limited	Non-Promoter	0	0	8,350	1,25,250	1,25,250	0.41%
Saurav Raidani	Non-Promoter	0	0	8,350	1,25,250	1,25,250	0.41%

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Rishab Patni	Non-Promoter	0	0	8,340	1,25,100	1,25,100	0.41%
Darshak Shah	Non-Promoter	0	0	8,300	1,24,500	1,24,500	0.41%
Prem Kumar Sethia	Non-Promoter	0	0	7,000	1,05,000	1,05,000	0.34%
Sanjay Raidani	Non-Promoter	0	0	4,170	62,550	62,550	0.20%
Shyam Sundar Somani	Non-Promoter	0	0	4,170	62,550	62,550	0.20%
Saurabh Jain	Non-Promoter	0	0	3,350	50,250	50,250	0.16%
Chainroop Dugar	Non-Promoter	0	0	3,350	50,250	50,250	0.16%
Rashi Jain	Non-Promoter	0	0	2,495	37,425	37,425	0.12%
Neha Jain	Non-Promoter	0	0	1,500	22,500	22,500	0.07%
Loka Properties Private Limited	Non-Promoter	0	0	1,09,000	16,35,000	16,35,000	5.33%
Basudev Builders Private Limited	Non-Promoter	0	0	97,000	14,55,000	14,55,000	4.75%
Aakanshi Agency Private Limited	Non-Promoter	0	0	97,000	14,55,000	14,55,000	4.75%
Somani Estates Private Limited	Non-Promoter	0	0	97,000	14,55,000	14,55,000	4.75%
HP Ispat Private Limited	Non-Promoter	0	0	67,500	10,12,500	10,12,500	3.30%
Megasec Capital Advisors Private Limited	Non-Promoter	0	0	25,000	3,75,000	3,75,000	1.22%
Riann Vyapaar LLP	Non-Promoter	0	0	25,000	3,75,000	3,75,000	1.22%
Rajesh Shaw	Non-Promoter	0	0	16,500	2,47,500	2,47,500	0.81%

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Sumit Sengupta	Non-Promoter	0	0	16,500	2,47,500	2,47,500	0.81%
Sunita Sharma	Non-Promoter	0	0	9,981	1,49,715	1,49,715	0.49%
Rajesh Jain	Non-Promoter	0	0	6,000	90,000	90,000	0.29%
Avash Jain	Non-Promoter	0	0	6,000	90,000	90,000	0.29%

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Annexure C

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Acquisition of Rafflesia Confectionary

Sr No.	Particulars	Details
1	Name of the target entity, details in brief such as size, turnover etc.;	Name: Rafflesia Confectionary, a sole proprietorship firm Turnover: 722.03 Lacs Net Profit: 12.45 Lacs
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
3	Industry to which the entity being acquired belongs;	Bakery segment
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 object of company is to acquire Rafflesia Confectionary whose business is associated with manufacturing of breads such as white bread, pizza bread, sandwich breads, burger breads, buns etc. which will help the Company to widen the products in FMCG industry which will impact and help to create a niche in the retail chain industry in the market. Reason for acquisition of target entity is to expand and diversify the business in the field of Food and Beverages Industry for long driven profitability.
5	Brief details of any governmental or regulatory approvals required for the acquisition;	None

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6	Indicative time period for completion of the acquisition;	On or before 31.03.2026.
7	Consideration - whether cash consideration or share swap or any other form and details of the same;	Bank transfer / NEFT transaction
8	Cost of acquisition and/or the price at which the shares are acquired	To invest an amount up to 3 crores appx. in one or more tranches. An initial 10 lacs will be paid as advance consideration.
9	Percentage of shareholding / control acquired and / or number of shares acquired;	100% of the Business and control 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>Brief Background:</p> <p>M/s. Rafflesia Confectionary, a sole proprietorship concern whose business commenced by Ms. Rumki Mitra and Mr. Tanmay Mitra, her husband appx 8 years ago. It is wholly engaged in manufacturing breads such as white bread, pizza bread, sandwich breads, burger breads, buns etc.</p> <p>Date of Incorporation: August, 2017</p> <p>Last 3 Years Turnover:</p> <p>FY 2024-25 – 722.03 Lacs FY 2023-24 – 603.24 Lacs FY 2022-23 – 502.23 Lacs</p> <p>Presence and Incorporation: India</p>

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Annexure D

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Acquisition of Aarini Gourmet LLP

Sr No.	Particulars	Details
1	Name of the target entity, details in brief such as size, turnover etc.;	Name: Aarini Gourmet LLP Turnover: 331.38 Lacs Net Profit: 7.14 Lacs
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
3	Industry to which the entity being acquired belongs;	Bakery Segment
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 object of company is to acquire Aarini Gourmet LLP whose business is involved in bakery and confectionery business and is also known for their artisanal bread, decadent pastries, and custom cakes which will help the Company to widen the variety range in FMCG industry which will help the company to strengthen its foothold in the food retail industry, and drive long-term profitability. to create a niche in the market.
5	Brief details of any governmental or regulatory approvals required for the acquisition;	None

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6	Indicative time period for completion of the acquisition;	On or before 31.03.2026
7	Consideration - whether cash consideration or share swap or any other form and details of the same;	Bank transfer / NEFT transaction.
8	Cost of acquisition and/or the price at which the shares are acquired	To invest an amount up to 3.75 crores appx. in one or more tranches.
9	Percentage of shareholding / control acquired and / or number of shares acquired;	60% of the stake and control 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);	Brief Background: Aarini Gourmet LLP whose business is involved in bakery and confectionery business and is also known for their artisanal bread, decadent pastries, and custom cakes etc. 1. Aarini Gourmet LLP Date of Incorporation: 12.08.2022 Last 3 Years Turnover: FY 2024-25 – 331.38 Lacs FY 2023-24 – 283.63 Lacs FY 2022-23 – 10.77 Lacs Presence and Incorporation: India <div style="background-color: yellow; height: 15px; width: 100%;"></div>

**Corporate Office: Unit No 9/1, 9th Floor,
Merlin Acropolis, 1858/1, Rajdanga Main Road,
E.K.T, Kolkata – 700107, West Bengal**

**Registered Office: Office No. 15-113,
At WeWork Raheja Mindspace,
13th Floor, Building No. 9, TSHC,
Software Units Layout,
Madhapur, Telangana – 500081, Hyderabad**