

30th October, 2024

To,
BSE Limited
P.J Towers, Dalal Street
Mumbai - 400001
Script Code: 543207

To,
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata - 700 001
Script Code: 24151

Sub: Outcome of Board Meeting

Dear Sir/ Madam,

In accordance with the provisions of Regulation 30 and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the meeting of the Board of Directors of the Company held on today, has inter alia, considered and approved following business:

1. The increase in authorised share capital of the company up to Rs. 90,00,00,000 (Rupees Ninety Crore) by addition of Rs. 60,00,00,000 (Rupees Sixty Crore) in the existing capital of the company, subject to approval of members in ensuing general meeting;
2. to recommend the proposal to make investment, loan/ guarantee & advances in excess of limits specified under section 186 of companies Act, 2013 upto Rs. 500/- Crores, subject to approval of members in ensuing general meeting;
3. to recommended the proposal of increase in borrowing power in excess of limits specified under section 180 (1) (c) of companies Act, 2013 up to Rs. 500/- Crores, subject to approval of members in ensuing general meeting;
4. Approved and recommended the limit for Related Party Transaction of up to Rs. 500/- Crores, subject to approval of members in ensuing general meeting;
5. the Acquisition of 1,09,94,063 equity shares i.e. 100% equity shareholding of M/s. Western Agrotech Innovative Limited ("WAIL") for a total purchase consideration of Rs. 30,78,33,764/- (Rupees Thirty Crore Seventy Eight Lakhs thirty Three Thousand Seven Hundred Sixty Four Only) at a price of Rs. 28/- (Rupees Twenty Eight Only) per equity share by issuance and allotment of up to 2,19,88,126 fully paid-up equity shares of the Company having face value of Rs. 10/- (Rupee Ten Only) each at a price of Rs. 14/- (Rupees Fourteen Only) per equity share (including a premium of Rs. 4/- (Rupees Four only) per share as determined in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), for a consideration other than cash (share

- swap) (for discharge of purchase consideration) to the shareholders of ("WAIL"). Pursuant to this acquisition ("WAIL") will become the subsidiary of M/s. Natural Biocon (India) Limited. The details as required to be disclosed under Regulation 30 of the Listing Regulations read with SEBI Circular, is enclosed herewith as **Annexure-A**.
6. Approved offer, Issue and allot 2,19,88,126 Equity Shares of face value Rs. 10/- at a price of Rs. 14/- (Rupees Fourteen only) per share (including premium of Rs. 4/- (Rupees Four Only) per share on Preferential Basis for consideration other than cash (share swap) to the shareholders of "WAIL". The details as required to be disclosed under Regulation 30 of the Listing Regulations read with SEBI Circular, is enclosed herewith as **Annexure-B**.
 7. the Acquisition of 33,52,568 equity shares i.e. 84.59% equity shareholding of M/s. Trendytactics Marketing Private Limited ("TMPL") for a total purchase consideration of Rs. 46,93,59,520/- (Rupees Forty Six Crore Ninety Three Lakhs Fifty Nine Thousand Five Hundred Twenty Only) at a price of Rs. 140/- (Rupees One Hundred Fourty Only) per equity share by issuance and allotment of up to 3,35,25,680 fully paid-up equity shares of the Company having face value of Rs. 10/- (Rupee Ten Only) each at a price of Rs. 14/- (Rupees Fourteen Only) per equity share (including a premium of Rs. 4/- (Rupees Four only) per share as determined in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), for a consideration other than cash (share swap) (for discharge of purchase consideration) to the shareholders of ("TMPL"). Pursuant to this acquisition "TMPL" will become the subsidiary of M/s. Natural Biocon (India) Limited. The details as required to be disclosed under Regulation 30 of the Listing Regulations read with SEBI Circular, is enclosed herewith as **Annexure-C**.
 8. approved offer, Issue and allot 3,35,25,680 Equity Shares of face value Rs. 10/- at a price of Rs. 14/- (Rupees Fourteen only) per share (including premium of Rs. 4/- (Rupees Four Only) per share on Preferential Basis for consideration other than cash (share swap) to the shareholders of "TMPL". The details as required to be disclosed under Regulation 30 of the Listing Regulations read with SEBI Circular, is enclosed herewith as **Annexure-D**.
 9. took on records the Valuation Report of Equity shares, Certificate issued by Practicing Chartered Accountant/Practicing Company Secretary in this regard.
 10. Appointed Mr. Brajesh Gupta, Practicing Company Secretary (Membership No. ACS - 33070), proprietor of M/s. Brajesh Gupta & Co. as Scrutinizer for conducting poll process for the Extra Ordinary General Meeting of the Company.
 11. Approved the Notice of Extra Ordinary General Meeting (EOGM) of the Company.

12. Authorized to Managing Director, Executive Director or Company Secretary of the Company to be responsible for conducting EOGM and the entire poll process
13. Authorized to Managing Director and/or Executive Director and/or KMPs of the Company to make necessary application for In-principle application for Preferential allotment, and also authorised to Sign and submit the documentations on behalf of the company.

The meeting was started at 05:00 p.m. and concluded at 06:15 p.m.

Kindly take the same on your record.

Thanking You

**Yours Faithfully,
For Natural Biocon (India) Limited**

**Arunkumar Dashrathbhai Prajapati
Managing Director
DIN: 08281232**

Annexure - "A"

Sr. No.	Particulars	Details									
1.	Name of the target entity, details in brief such as size, turnover etc.	M/s. Western Agrotech Innovative Limited ("WAIL") CIN: U01400GJ1990PLC013379 Authorised Capital (As on date): Rs. 11,00,00,000 Paid-up Capital (As on date) : Rs. 10,99,40,630									
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".	The acquisition of shares of WAIL by the Company fall under related party transactions with Company, as the Arunkumar Dashrathbhai Prajapati HUF, Managing Director and Ms. Hetal Arunkumar Prajapati, wife of Managing Director also holds equity share in the shareholding of target Company (WAIL). Details of their shareholding are as follows: <table border="1" data-bbox="810 1131 1444 1422"> <thead> <tr> <th>Name of promoter</th> <th>Pre-holding share</th> <th>Post holding</th> </tr> </thead> <tbody> <tr> <td>M/s. Arunkumar Dashrathbhai Prajapati HUF</td> <td>-</td> <td>25,00,000</td> </tr> <tr> <td>Ms. Hetal Arunkumar Prajapati</td> <td>-</td> <td>24,80,126</td> </tr> </tbody> </table>	Name of promoter	Pre-holding share	Post holding	M/s. Arunkumar Dashrathbhai Prajapati HUF	-	25,00,000	Ms. Hetal Arunkumar Prajapati	-	24,80,126
Name of promoter	Pre-holding share	Post holding									
M/s. Arunkumar Dashrathbhai Prajapati HUF	-	25,00,000									
Ms. Hetal Arunkumar Prajapati	-	24,80,126									
3.	Industry to which the entity being acquired belongs.	Agriculture products									
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).	Entering into same segment of business, this acquisition will helps to expand its existing established business.									
5.	Brief details of any governmental or regulatory approvals required for the acquisition.	No governmental or regulatory approvals required for the acquisition.									
6.	Indicative time period for completion of the acquisition.	The Acquisition will be completed within a period of 15 (fifteen) days from the later of: (i) date of the approval of special resolution for preferential issue of equity shares; or (ii) receipt of date of the approval/ permission required for allotment under the preferential issue from									

		any regulatory authority or the Central Government (including but not limited to the in-principle approval of the stock exchanges) for issuance of the equity shares to the proposed allottees.
7.	Nature of consideration -whether cash consideration or share swap and details of the same.	Issue of shares for consideration other than cash (Share Swap)
8.	Cost of acquisition or the price at which the shares are acquired.	The Company will issue and allot 2,19,88,126 fully paid-up equity shares having face value of Rs. 10/- (Rupee Ten Only) each at a price of Rs. 14/- (Rupees Fourteen Only) per share (including premium of Rs. 4/- per share) which is the price determined in accordance with chapter V of the SEBI ICDR Regulations per equity share for consideration other than cash (share swap), being discharge of total purchase consideration of Rs. 30,78,33,764/- (Rupees Thirty Crore Seventy Eight Lakhs thirty Three Thousand Seven Hundred Sixty Four Only) for the acquisition of up to 1,09,94,063 equity shares of WAIL at a price of Rs. 28/- (Rupees Twenty Eight Only) per equity share from WAIL's shareholders.
9.	Percentage of shareholding / control acquired and / or number of shares acquired.	100% of the shareholding in WAIL thus making it the subsidiary of the Company.

Annexure - "B"

Sr. No.	Particulars	Issue of Equity Shares of the Company for Consideration Other than Cash (Share Swap)
1.	Type of Securities proposed to be issued (viz. Equity Shares, Convertibles etc.)	Equity Shares of face value Re. 10/- per share.
2.	Type of Issuance (further public Preferential Allotment offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Preferential Allotment
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to 2,19,88,126 Equity Shares of face value Re. 10/- per share.
4.	Issue Price	Issue at price of Rs. 14/- (including premium of Rs. 4/-) as determined under Chapter V of SEBI ICDR Regulations.
5.	Names of the Investors	As per the shareholding Pattern of M/s. Western Agrotech Innovative Limited ("WAIL")
6.	Tenure/ Conversion	Not Applicable

Annexure - "A"

Sr. No.	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.	M/s. Trendytactics Marketing Private Limited ("TMPL") CIN - U47990MH2024PTC416535 Authorised Capital (As on date): Rs. 4,00,00,000 Paid-up Capital (As on date): Rs. 3,96,34,240
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".	The acquisition of shares of TMPL by the Company does not fall under related party transactions with Company.
3.	Industry to which the entity being acquired belongs.	Advertising and Marketing services
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).	Entering into new business segment for diversification of business, this acquisition will help to diversify its business and benefit with the already existing established business.
5.	Brief details of any governmental or regulatory approvals required for the acquisition.	No governmental or regulatory approvals required for the acquisition.
6.	Indicative time period for completion of the acquisition.	The Acquisition will be completed within a period of 15 (fifteen) days from the later of: (i) date of the approval of special resolution for preferential issue of equity shares; or (ii) receipt of date of the approval/ permission required for allotment under the preferential issue from any regulatory authority or the Central Government (including but not limited to the in-principle approval of the stock exchanges) for issuance of the equity shares to the proposed allottees.
7.	Nature of consideration -whether cash consideration or share swap and details of the same.	Issue of shares for consideration other than cash (Share Swap)
8.	Cost of acquisition or the price at which the shares are acquired.	The Company will issue and allot 3,35,25,680 fully paid-up equity shares having face value of Rs. 10/- (Rupee Ten Only) each at a price of Rs.

		14/- (Rupees Fourteen Only) per share (including premium of Rs. 4/- per share) which is the price determined in accordance with chapter V of the SEBI ICDR Regulations per equity share for consideration other than cash (share swap), being discharge of total purchase consideration of Rs. 46,93,59,520/- (Rupees Forty Six Crore Ninety Three Lakhs Fifty Nine Thousand Five Hundred Twenty Only) for the acquisition of up to 33,52,568 equity shares of TMPL at a price of Rs. 140/- (Rupees One Hundred Forty Only) per equity share from TMPL's shareholders.
9.	Percentage of shareholding / control acquired and / or number of shares acquired.	84.59% of the shareholding in TMPL. thus making it the subsidiary of the Company.

Annexure - "B"

Sr. No.	Particulars	Issue of Equity Shares of the Company for Consideration Other than Cash (Share Swap)
1.	Type of Securities proposed to be issued (viz. Equity Shares, Convertibles etc.)	Equity Shares of face value Re. 10/- per share.
2.	Type of Issuance (further public Preferential Allotment offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Preferential Allotment
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to 3,35,25,680 Equity Shares of face value Re. 10/- per share.
4.	Issue Price	Issue at price of Rs. 14/- (including premium of Rs. 4/-) as determined under Chapter V of SEBI ICDR Regulations.
5.	Names of the Investors	As per the shareholding Pattern of M/s. Trendytactics Marketing Private Limited ("TMPL")
6.	Tenure/ Conversion	Not Applicable