



AGRO PHOS INDIA LIMITED

To,

02nd October, 2021

National Stock Exchange of India Ltd

Exchange Plaza, 5th Floor

Plot No.C-1, G Block

Bandra-Kurla Complex

Bandra (East), Mumbai 400 051

NSE Symbol: AGROPHOS

Dear sir/Madam,

Subject: Submission of voting results and Scrutinizer Report of 19th Annual General Meeting of Agro Phos (India) Limited Held On Thursday, 30th September, 2021 At 12:30 P.M. And Concluded at 01:40 P.M.

In compliance with Reg. 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed herewith Voting Results (E- Voting & Physical Poll) in the format as prescribed by the Board along with Scrutinizer Report thereon.

Kindly take the same on your record.

Thanking You.

Yours Faithfully

For Agro Phos (India) Limited

Sumit Sharma
Company Secretary





AGRO PHOS INDIA LIMITED

Results of E- Voting & Poll at 19th Annual General Meeting of Agro Phos (India) Ltd.

(As per Regulation 44(3) of Listing Regulations)

Name of the Company	AGRO PHOS (INDIA) LIMITED
Date of AGM Notice	04th September, 2021
Date of Meeting	30th September 2021
E- Voting Start Date	27th September 2021
E-Voting End Date	29th September, 2021
Total number of Members as on record date	16087 as on 23rd September, 2021
No. of Members present in the meeting either in person or through proxy	35
Promoters & Promoter Group	11
Public	24
No. of Members attended the meeting through Video Conferencing	
Promoters & Promoter Group	Not Applicable
Public	Not Applicable



Agenda wise disclosure:

Ordinary Business:

Item No. 1 To receive, consider and adopt the financial Statements comprising Balance Sheet, statements of profit and Loss statements, cash flow statements for the financial year ended 31st March 2021 together with director and Auditor report thereon.

Resolution required (Ordinary/Special)			Ordinary Resolution:					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held# (1)	No. of votes polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes– against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11002425	11002425	100.00	11002425	0	100.00	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	11002425	11002425	100.00	11002425	0	100.00	0.00
Public - Institutions	E-Voting	1159	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1159	0	0	0	0	0	0
Public – Non Institutions	E-Voting	9270531	65330	0.70	60997	4333	93.36	6.64
	Poll		1544004	16.65	1544004	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	9270531	1609334	17.35	1605001	4333	99.73	0.27
Total		20274115	12611759	62.20	12607426	4333	99.96	0.04



Item No. 2 To appoint Director in place of Mr. Raj Kumar Gupta (DIN: 00244925) who retire by rotation and, being eligible offer himself for re- appointment.

Resolution required (Ordinary/Special)			Ordinary Resolution:					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes, Mr. Raj Kumar Gupta and Some member of Promoter group are interested in this resolution					
Category	Mode of Voting	No. of shares held# (1)	No. of votes polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes– against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11002425	2751485	25.01	2751485	0	100.00	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	11002425	2751485	25.01	2751485	0	100.00	0.00
Public - Institutions	E-Voting	1159	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1159	0	0	0	0	0	0
Public – Non Institutions	E-Voting	9270531	65330	0.70	61695	3635	94.43	5.57
	Poll		1544004	16.65	1544004	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	9270531	1609334	17.35	1605699	3635	99.77	0.23
Total		20274115	4360819	21.51	4357184	3635	99.92	0.08



Special Business

Item No.3 To appoint Shri. 'Chandresh Kumar Gupta (DIN:09042779) as Independent Director of company for a term of five years w.e.f. 25th January 2021.

Resolution required (Ordinary/Special)			Ordinary Resolution:					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held# (1)	No. of votes polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes– against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11002425	11002425	100.00	11002425	0	100.00	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	11002425	11002425	100.00	11002425	0	100.00	0.00
Public - Institutions	E-Voting	1159	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1159	0	0	0	0	0	0
Public – Non Institutions	E-Voting	9270531	65330	0.70	61699	3631	94.44	5.56
	Poll		1544004	16.65	1544004	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	9270531	1609334	17.35	1605703	3631	99.77	0.23
Total		20274115	12611759	62.20	12608128	3631	99.97	0.03



Item No. 4 To appoint Shri. Tushar Dave (DIN:02721299) as Independent Director of company for a term of five years w.e.f. 30th June 2021.

Resolution required (Ordinary/Special)			Ordinary Resolution:					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held# (1)	No. of votes polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes– against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11002425	11002425	100	11002425	0	100.00	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	11002425	11002425	100	11002425	0	100.00	0.00
Public - Institutions	E-Voting	1159	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1159	0	0	0	0	0	0
Public – Non Institutions	E-Voting	9270531	65330	0.70	61713	3617	94.46	5.53
	Poll		1544004	16.65	1544004	100	0	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	9270531	1609334	17.35	1605717	3617	99.77	0.23
Total		20274115	12611759	62.20	12608142	3617	99.97	0.03



Item No. 5 to confirm Payment of Remuneration of M/s Neeraj Maheshwari & Associates, Cost Auditor as Rs. 25000/- Plus GST and reimbursement of out of pocket expenses to conduct audit of cost records of company for the financial year ended 31st March, 2022.

Resolution required (Ordinary/Special)			Ordinary Resolution:					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held# (1)	No. of votes polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes– against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11002425	11002425	100	11002425	0	100.00	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	11002425	11002425	100	11002425	0	100.00	0.00
Public - Institutions	E-Voting	1159	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1159	0	0	0	0	0	0
Public – Non Institutions	E-Voting	9270531	65360	0.70	61873	3487	94.66	5.34
	Poll		1544004	16.65	1544004	100	0	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	9270531	1609364	17.35	1605877	3487	99.78	0.22
Total		20274115	12611789	62.20	12608142	3487	99.97	0.03



Item No. 6 To approve revision in remuneration of Mr. Raj Kumar Gupta Gupta (DIN: 00244925), Managing Director of company for a term of three Years w.e.f. 01st September 2021 from Rs. 2,50,000/- Per Month to Rs. 3,50,000/- Per Month

Resolution required (Ordinary/Special)			Special Resolution:					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes, Mr. Raj Kumar Gupta and Some members from Promoter group are interested in this resolution					
Category	Mode of Voting	No. of shares held# (1)	No. of votes polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes– against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11002425	2751485	25.01	2751485	0	100.00	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	11002425	2751485	25.01	2751485	0	100.00	0.00
Public - Institutions	E-Voting	1159	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1159	0	0	0	0	0	0
Public – Non Institutions	E-Voting	9270531	65330	0.70	60337	4993	92.35	7.65
	Poll		1544004	16.65	1544004	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	9270531	1609334	17.35	1604341	4993	99.69	0.31
Total		20274115	4360819	21.50	4355826	4993	99.88	0.12



Item No. 7 To approve revision in remuneration of Mr. Vishnu Kant Gupta (DIN: 05233476), Whole Time Director of company for a term of three Years w.e.f. 01st September 2021 from Rs. 1,50,000/- Per Month to Rs. 2,50,000/- Per Month

Resolution required (Ordinary/Special)			Special Resolution:					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes, Mr. Vishnu Kant Gupta and Some members from Promoter group are interested in this resolution					
Category	Mode of Voting	No. of shares held# (1)	No. of votes polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes– against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11002425	6213265	56.47	6213265	0	100.00	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	11002425	6213265	56.47	6213265	0	100.00	0
Public - Institutions	E-Voting	1159	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1159	0	0	0	0	0	0
Public – Non Institutions	E-Voting	9270531	65330	0.70	60337	4993	92.35	7.65
	Poll		1544004	16.65	1544004	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	9270531	1609334	17.35	1604341	4993	99.69	0.31
Total		20274115	7822599	22.58	7817606	4993	99.94	0.06

Note: 1. The above details are as per shareholding on cut-off date i.e. 23rd September, 2021

2. In respect to Item No. 2 and Item No. 6 and Item No. 7 some members of Promoter & Promoter group were interested whose votes are not considered for these resolution.





Neelesh Gupta & Co.

COMPANY SECRETARIES

Scrutinizer Report

[Pursuant to section 108 and 110 of the Companies Act, 2013 read with rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015]

To,
The Chairman
AGRO PHOS (INDIA) LIMITED,
M-87, Trade Centre 18m, South Tukoganj
Indore MP 452001 IN

Dear Sir,

Sub: Consolidated report of Scrutinizer on results of voting by way of e- Voting and voting by Poll at the 19th Annual General Meeting of AgroPhos (India) Limited held on 30th day of September, 2021.

I, Neelesh Gupta, Practicing Company Secretary having Membership No. 6381 and CP No. 6846, was appointed by the Chairman of the meeting as Scrutinizer pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the e- voting and Voting by poll for the 19th Annual General Meeting held on Thursday, 30th September, 2021 at 12:30 P.M. AT Hotel Surya, 5/5, Surya Circle, Nath mandir Road, South Tukoganj, Indore, Madhya Pradesh, 452001 in a fair and transparent manner and ascertaining the requisite majority on e- voting, and voting by poll at the venue out as per the provision of Companies Act, 2013 on the below mentioned resolution. We submit our report as under:

1. The E- Voting Period remained open from Monday 27th September 2021 (09.00 A.M.) to Wednesday, 29th September, 2021 (05.00 P.M.).
2. The Shareholders holding shares either in physical form or dematerialized form as whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories on Thursday, 23rd September, 2021 (Cut-off date) as received from National Securities Depository Limited (NSDL) were entitled to vote on the proposed Resolution as set out in the Notice of Annual General Meeting dated 04th September, 2021.
3. The Votes were unblocked on 01st October, 2021 after 17:00 hours in the presence of two witnesses, Ms. Aayushi Chandel and Mr. Shiva Gupta who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Signatures.....

Name..... *Aayushi Chandel*

Signatures.....

Name..... *Shiva Gupta*



111, 1st Floor, Ratanmani Complex, 7/1, New Palasia, Indore (M.P.) 452 001
Tel : 0731-4040060 Mobile : 98269-41425
Email : neeleshcs2004@yahoo.co.in

4. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of the NSDL(www.evoting.nsdl.com).

5. I have scrutinized the votes casted through electronic means and through poll process for the purpose of this report.

6. The particulars of all the votes casted through e-voting process and votes cast at the venue have been recorded in a register separately maintained for the purpose.

7. The results of the voting is as under:

Resolution 1:- Ordinary Resolution-To receive, consider and adopt the financial Statements comprising Balance Sheet, statements of profit and Loss statements, cash flow statements for the financial year ended 31st March 2021 together with director and Auditor report thereon.

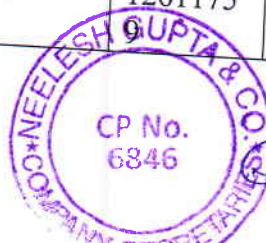
Particulars	Remote-Voting		Voting at the AGM by Poll		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	53	11063422	20	1544004	73	12607426	99.96
Dissent	6	4333	0	0	6	4333	0.04
Invalid	00	00	0	0	0	0	0
Total	59	11067755	20	1544004	73	12611759	100.00

Resolution 2:-Ordinary Resolution-To appoint Director in place of Mr. Raj Kumar Gupta (DIN: 00244925) who retire by rotation and, being eligible offer himself for re- appointment.

Particulars	Remote-Voting		Voting at the AGM by Poll		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	38	2813180	20	1544004	58	4357184	34.54
Dissent	10	3635	0	0	10	3635	0.04
Invalid	11	8250940	0	0	11	8250940	65.42
Total	59	11067755	20	1544004	79	12611759	100.00

Resolution 3:-Ordinary Resolution- To appoint Shri. Chandresh Kumar Gupta (DIN:09042779) as Independent Director of company for a term of five years w.e.f. 25th January 2021.

Particulars	Remote-Voting		Voting at the AGM by Pooll		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	49	11064124	20	1544004	69	12608128	99.97
Dissent	10	3631	0	0	10	3631	0.03
Invalid	0	0	0	0	0	0	0
Total	59	11067755	20	1544004	79	12611759	100.00



Resolution 4:-Ordinary Resolution- To appoint Shri. Tushar Dave (DIN:02721299) as Independent Director of company for a term of five years w.e.f. 30th June 2021.

Particulars	Remote-Voting		Voting at the AGM by Poll		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	50	11064138	20	1544004	70	12608142	99.97
Dissent	09	3617	0	0	09	3617	0.03
Invalid	0	0	0	0	0	0	0
Total	59	11067755	20	1544004	79	12611759	100.00

Resolution 5:-Ordinary Resolution-To confirm Payment of Remuneration of M/s Neeraj Maheshwari & Associates, Cost Auditor as Rs. 25000/- Plus GST and reimbursement of out of pocket expenses to conduct audit of cost records of company for the financial year ended 31st March, 2022.

Particulars	Remote-Voting		Voting at the AGM by Poll		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	51	11064298	20	1544004	71	12608302	99.97
Dissent	09	3487	0	0	09	3487	0.03
Invalid	0	0	0	0	0	0	0
Total	60	11067785	20	1544004	80	12611789	100.00

Resolution 6:-Special Resolution- To approve revision in remuneration of Mr. Raj Kumar Gupta Gupta (DIN: 00244925), Managing Director of company for a term of three Years w.e.f. 01st September 2021 from Rs. 2,50,000/- Per Month to Rs, 3,50,000/- Per Month

Particulars	Remote-Voting		Voting at the AGM by Poll		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	32	2811822	20	1544004	52	4355826	34.54
Dissent	16	4993	0	0	16	4993	0.04
Invalid	11	8250940	0	0	11	8250940	65.42
Total	59	11067755	20	1544004	79	12611759	100.00

Resolution 7:-Special Resolution- To approve revision in remuneration of Mr. Vishnu Kant Gupta (DIN: 05233476), Whole Time Director of company for a term of three Years w.e.f. 01st September 2021 from Rs. 1,50,000/- Per Month to Rs, 2,50,000/- Per Month

Particulars	Remote-Voting		Voting at the AGM by Poll		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	35	6273602	20	1544004	55	7817606	61.99
Dissent	16	4993	0	0	16	4993	.04
Invalid	8	4789160	0	0	8	4789160	37.97
Total	59	11067755	20	1544004	79	12611759	100.00



Note: Vote casted was considered invalid due to interest in resolution.

8. The register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the chairman considers, approves and signs the minutes and the same are handed over to the Company Secretary for safe keeping.

Thanking you

Yours Faithfully

FOR NEELESH GUPTA & CO.,
COMPANY SECRETARIES


Neelesh Gupta
Proprietor

Mem No. FCS 6381

C. P. No. : 6846

UDIN:F006381C001073062

