



## AGRO PHOS INDIA LIMITED

To  
Listing Department  
The National Stock Exchange of India Limited,  
Exchange Plaza,  
Bandra Kurla Complex (Bandra East),  
Mumbai -400051

Date: 03.09, 2024

Dear Sir/Madam,

**NSE Symbol: AGROPHOS**

**Sub: Outcome of Board Meeting pursuant to Regulation 30 and 33 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation 2015.**

With reference to the above captioned subject, we would like to inform you that a meeting of the Board of directors of Agro Phos (India) Limited was held today i.e., Tuesday, 03<sup>rd</sup> September, 2024 at the registered office of the Company and among others the following business as specified below were transacted at the meeting: -

1. Taken note of and approved Resignation of Mr. Tushar Dave as Independent Director including membership of Board Committees w.e.f. 02<sup>nd</sup> September, 2024.
2. Further, the details as required under Section V-A of Chapter V of SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 with respect to resignation of Tushar Dave is enclosed herewith as Annexure –A
3. Reconstitution of the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee of the Board upon consequent to resignation of Mr. Tushar Dave, the composition of the Committees w.e.f 03<sup>rd</sup> September, 2024 shall be as under:

**Audit committee**

Name of the Director	Category	Designation
Mr. Chandresh Kumar Gupta	Chairperson	Independent Director
Mr. Mahesh Kumar Agarwal	Member	Independent Director
Mr. Abhishek Kalekar	Member	Non-Executive Director

**Stakeholders Relationship Committee**

Name of the Director	Category	Designation
Mr. Chandresh Kumar Gupta	Chairperson	Independent Director
Mr. Mahesh Kumar Agarwal	Member	Independent Director
Mr. Abhishek Kalekar	Member	Non-Executive Director

Regd. Office : M-87, Trade Centre, 18, South Tukoganj, Indore (M.P.) 452001

Tel.: 0731-2529488-89-90-91

E-mail : agrophos@rediffmail.com / info@agrophos.com

Website : www.agrophos.com

**CIN : L24123MP2002PLC015285**





## AGRO PHOS INDIA LIMITED

### Nomination and Remuneration Committee

Name of the Director	Category	Designation
Mr. Chandresh Kumar Gupta	Chairperson	Independent Director.
Mr. Mahesh Kumar Agarwal	Member	Independent Director
Mr. Abhishek Kalekar	Member	Non-Executive Director

4. On the Recommendation of Audit Committee, approved appointment of M/s. Pankaj Somaiya and Associates, LLP as an Internal Auditor of the Company for conducting internal audit for the FY 2024-2025.

Further, the details as required under Section V-A of Chapter V of SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 with respect to appointment of Internal Auditor is enclosed herewith as Annexure –B

5. Board have taken on note Secretarial Audit Report for the financial year ended 31<sup>st</sup> March, 2024.
6. Board have approved the Director's Report along with Corporate Governance Report, Management Discussion and Analysis report and other annexures to the report for the Financial Year ended 31<sup>st</sup> March, 2024.
7. Approved the Appointment of M/s. Neelesh Gupta & Co. (Company Secretaries) as Scrutinizer of the Company for the purpose of 22<sup>nd</sup> AGM.
8. Board have Approved and finalised Notice of 22<sup>nd</sup> Annual General Meeting of the members of the Company.
9. Other business matter as placed before the Board.

In compliance with the provisions of Regulation 33 of the SEBI [Listing Obligations and Disclosure Requirements) Regulations, 2015. we hereby have enclosed the followings:

#### 1. Notice of the 22<sup>nd</sup> Annual General Meeting

Also, please note that the 22<sup>nd</sup> Annual General Meeting (AGM) of the members of the Company has been scheduled to be held on Friday, the 27<sup>th</sup> September 2022 at 12:30 P.M. at Hotel Rasa Royal situated at 93-B, WB Scheme No. 94, Near Bombay Hospital, Vijay Nagar, Indore (MP) 452006, to transact the businesses as set out in the Notice, enclosed herewith for your kind perusal.

#### 2. Book Closure Date

Pursuant to Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Section 91 of the Companies Act, 2013 and rules made thereunder, the Register of Member and Share Transfer Books of the Company will remain closed from Friday, 20<sup>th</sup> September, 2024 to Friday, 27<sup>th</sup> September, 2024 (both days inclusive) for taking record of the Members of the Company for the purpose of 22<sup>nd</sup> Annual General-

Meeting  
Regd. Office : M-87, Trade Centre, 18, South Tukoganj, Indore (M.P.) 452001

Tel.: 0731-2529488-89-90-91

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## AGRO PHOS INDIA LIMITED

### 3. E-Voting

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Section 108 of the Companies Act, 2013 and rules made thereunder the Company has engaged services of Bigshare Services Private Limited and National Securities Depository Limited [NSDL) for providing the remote e-voting facility to its members & has fixed 20<sup>th</sup> September, 2024 as the Cutoff date to determine the entitlement of members, to cast their vote (electronically) on resolutions set forth in the Notice of 22<sup>nd</sup> AGM.

The Board meeting was commenced on 02:30 PM and concluded on 03:15 PM.

Kindly take the same on record and facilitate.

Thanking you,

Yours Faithfully,

For AGRO PHOS (INDIA) LIMITED



Reena Saluja

Company Secretary & Compliance Officer

Membership no.: A55665

Enclosure: as above mentioned



# AGRO PHOS INDIA LIMITED

## Annexure A

Disclosures as required pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular CIR/CFD/CMD/4/2015 dated September 9, 2015, SEBI master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

S No.	Particulars	Description
1.	Reason for change viz. cessation	Resignation of Mr. Tushar Dave (DIN: 02721299) as the Independent Director of the Company, with effect from 02nd September, 2024
2.	Date of appointment/cessation & term of appointment	02nd September, 2024
3.	Brief profile (in case of appointment)	Not Applicable
4.	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable
5.	Information as required under Circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/02 dated June 20, 2018 issued by the BSE and NSE, respectively	Not Applicable
Additional Information in case of resignation of an Independent Director- Mr. Tushar Dave		
6.	Letter of Resignation along with detailed reason for resignation	Uploaded on NSE portal on 02.09.2024 Reason: Due to personal and other pre-occupations elsewhere.
7.	Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.	None
8.	The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.	He has confirmed that there are no material reasons for his resignation other than those mentioned in his resignation letter.

For Agro Phos (India) Limited

Reena Saluja  
Company Secretary & Compliance Officer  
Membership no.: A55665

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## AGRO PHOS INDIA LIMITED

### Annexure B

Disclosures as required pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular CIR/CFD/CMD/4/2015 dated September 9, 2015, SEBI master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

S No.	Particulars	Description
1.	Reason for change viz. appointment	Considering the completion of term of appointment by the previous Internal Auditor of the Company, the Board approved appointment of Pankaj Somaiya & Associates, LLP Chartered accountants having Firm Registration No.(010081C/C400001) as an Internal Auditor of the Company.
2.	Date of appointment	03.09.2024
3.		Appointed as an Internal Auditor of the Company for conducting internal audit for the FY 2024-2025.
4.	Brief profile (in case of appointment)	M/s Pankaj Somaiya & Associates LLP is a professionally managed Chartered Accountants firm established on 18/10/2000 with Head office in Burhanpur MP, India. This firm provides all accounting services including Compliance Audit, Taxation, Outsourcing & Management Consultancy, etc. The Firm is managed by full time Partners.
5.	Disclosure of relationships between directors (in case of appointment of a director)	The firm is not related to any of the Directors of the Company.

For Agro Phos (India) Limited



Reena Saluja  
Company Secretary & Compliance Officer  
Membership no.: A55665

**NOTICE OF 22<sup>ND</sup> ANNUAL GENERAL MEETING**

Notice is hereby given to all the members of the Company that the 22<sup>nd</sup> Annual General Meeting of the Company will be held on Friday, 27<sup>th</sup> September 2024 at 12:30 P.M. at Hotel Rasa Royal situated at 93-B, WB Scheme No. 94, Near Bombay Hospital, Vijay Nagar, Indore (MP) 452006 at 12:30 P.M. to transact the following business:

**ORDINARY BUSINESS**

**1. Adoption of Audited Financial Statements**

- a) To receive, Consider and adopt the Audited Standalone Financial Statements of the company comprising Balance Sheet, Statement of Profit and Loss Account, Cash Flow Statements for the year ended 31<sup>st</sup> March, 2024 together with the report of the Board of Directors & Auditors thereon.
- b) To receive, Consider and adopt the Audited Consolidated Financial Statements of the company comprising Balance Sheet, Statement of Profit and Loss Account, Cash Flow Statements for the year ended 31<sup>st</sup> March, 2024 together with the report of the Board of Directors & Auditors thereon.

**2. Appointment of Mr. Raj Kumar Gupta (DIN: 00244925) as Director, liable to retire by rotation.**

To appoint a Director in place of Mr. Raj Kumar Gupta (DIN: 00244925) who retires by rotation and, being eligible offers himself for re-appointment.

**SPECIAL BUSINESS:**

**3. To appoint Ms. Shweta Bhamare (DIN: 10499418) as an Independent Director of company**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** Ms. Shweta Bhamare (DIN: 10499418), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 09<sup>th</sup> February, 2024 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Ms. Shweta Bhamare (DIN: 10499418), who was appointed by the Board of Directors as an Additional Director of the Company under the category of Independent Director with effect from 09<sup>th</sup> February, 2024 in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and Articles of Association of the Company and a declaration has been received from her confirming that she meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) Consecutive Years w.e.f 09<sup>th</sup> February, 2024 up to 08<sup>th</sup> February, 2029, and her office shall not be liable to retire by rotation.”

**4. To appoint Mr. Mahesh Kumar Agarwal (DIN: 07609432) as an Independent Director of company**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** Mr. Mahesh Kumar Agarwal (DIN: 07609432), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 17<sup>th</sup> August, 2024 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Mr. Mahesh Kumar Agarwal (DIN: 07609432), who was appointed by the Board of Directors as an Additional Director of the Company under the category of Independent Director with effect from 17<sup>th</sup> August, 2024 in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and Articles of Association of the Company and a declaration has been received from him confirming that he meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) Consecutive Years w.e.f 17<sup>th</sup> August, 2024 up to 16<sup>th</sup> August, 2029, and his office shall not be liable to retire by rotation.”

**5. To approve continuation of directorship of Mr. Abhishek Kalekar (DIN: 07758751), as Non-Executive Director in terms of Regulation 17 (1D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Regulation 17 (1D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, consent of the Members be and is hereby accorded to continue and hold office of Non-Executive Director of the Company by Mr. Abhishek Kalekar (DIN: 07758751).”

**“RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary, be and are hereby authorized severally to do all such acts, deeds and things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

**6. To approve material related party transaction limits with APIIndia Biotech Private Limited:**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the Section 188 and applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company’s Policy on “Materiality of Related Party Transactions and also on dealing with Related Party Transactions” and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter into contract(s)/arrangement(s)/transaction(s) with **APIIndia Biotech Private Limited**, a related party of the Company, for effecting sale and/or purchase of products for an amount not exceeding in the aggregate **Rs. 30,00,00,000/-** (Rupees Thirty Crores only) for the financial year 2024-2025, provided that the said transactions are entered into/ carried out on arm’s

length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorized Committee thereof.)”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.”

**7. To ratify material related party transaction limits with APIndia Biotech Private Limited for FY 2023-2024:**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the Section 188 and applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members of the Company be and is hereby accorded to ratify the contract(s)/arrangement(s)/transaction(s) entered with **APIndia Biotech Private Limited**, a related party of the Company, for effecting sale and/or purchase of products for an amount not exceeding in the aggregate **Rs. 24,53,27,418/-** (Rupees Twenty Four Crores Fifty Three Lacs Twenty Seven Thousand Four Hundred And Eighteen only) for the financial year 2023-2024, provided that the said transactions was entered into/ carried out on arm’s length basis and on such terms and conditions as considered appropriate by the Board of Directors (including any authorized Committee thereof.) and deemed beneficial and was in the interest of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.”

**8. Confirmation of payment of remuneration to cost auditors M/s M.P. Turakhia & Associates for the financial year ending March 31, 2025.**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary resolution:

**“RESOLVED THAT** pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendation of the Audit Committee, the remuneration payable to **M/s M.P. Turakhia & Associates**, Cost Accountants having Firm Registration Number 000417, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2024, amounting to Rs. 1,40,000 (Rupees One Lac Forty Thousand only) plus Goods and Services Tax and **reimbursement of out-of-pocket expenses**, be ratified.”

**“FURTHER RESOLVED THAT** approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS A PROXY TO ATTEND AND VOTE AT THE MEETING ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting.
3. In terms of Sec. 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding fifty and holding in aggregate not more than 10 percent of the total share capital of the company carrying voting rights. A member holding more than 10 percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.
4. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
5. **Appointment / Re- Appointment of Directors**

At the ensuing Annual General Meeting Mr. Raj Kumar Gupta (DIN: 00244925) who is liable to retire by rotation and being eligible offer themselves for re- appointment.

Detail of the above persons are as below:

<b>Name of Director</b>	Mr. Raj Kumar Gupta
Designation	Managing Director
Date of Birth	01.04.1975
Date of Appointment on Board	24.09.2002
Date of appointment at current Designation	08.03.2022
Qualification	Graduate
Directorship in other companies	NA
No. or % of holding in Company	4300435

6. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the –Act) in respect of item no. 2 of the notice set out above, is annexed hereto.
7. Register of Members and Share Transfer Books of the Company will remain closed from 20 September, 2024 to 27<sup>th</sup> September, 2024 (both days inclusive).
8. SEBI vide notification dated June 08, 2018 have conveyed amendment to Regulations 7 and 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which enforced w.e.f. December 05, 2018, which made it mandatory in case of transfer of securities of the Company cannot be processed unless the securities are held in dematerialized form with a depository, the said requirement of Dematerializations is not mandatory in case of Transmission or Transposition of Shares or one can hold securities in physical form until the securities are not intended for transfer, in view of the above, we request the shareholders holding shares in physical form to kindly dematerialize equity shareholding in Agro Phos (India) Limited.
9. Members are requested to notify immediately any change in their address and E-Mail ID to their respective Depository Participants (DPs) in respect of their electronic share accounts and to the Registrar and Share Transfer Agent of the Company viz. Bigshare Services Pvt. Ltd. Located at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400059, Maharashtra. having email Id charmi@bigshareonline.com/ investor@bigshareonline.com to receive the soft copy of Annual Report of the Company.
10. Members are requested to:
  - a. Complete the attendance slip and deliver the same at the entrance of the meeting hall.

- b. Send their questions at least 10 days in advance of the Annual General Meeting about any further information on accounts so as to enable the Company to answer their question satisfactorily.
11. All documents referred to in the accompanying Notice and Explanatory Statements are open for inspection at the Registered Office of the Company on all working days except Saturday between 11.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting.
  12. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID Nos. for easy identification of attendance at the meeting.
  13. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, and May 13 2022 Notice calling the Annual General Meeting, Corporate Governance Report, Directors' Report, Audited Financial Statements, Auditors' Report, etc. are being sent only through electronic mode to those Members whose email addresses are registered with the RTA / Depositories. Members may note that the Notice and Annual Report 2024 will also be available on the Company's website [www.agrophos.com](http://www.agrophos.com), websites of the Stock Exchange, i.e. NSE Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

Members who have not registered their email addresses are requested to register the same for receiving all communication from time to time including Annual Report, Notices, Circulars, etc. from the Company electronically.

- (a) For Members holding shares in physical form, please send scanned copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self- attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the RTA at: [charmi@bigshareonline.com](mailto:charmi@bigshareonline.com)
  - (b) For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
14. At the meeting, after all the items of the notice have been discussed, the Chairperson will order poll in respect of all the items. Poll will be conducted and supervised under the Scrutinizer appointed for the same as stated above. After conclusion of the poll, the Chairperson may declare the meeting as closed.
  15. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.agrophos.com](http://www.agrophos.com) not later than 2 (two) days of passing of the resolution at the Annual General Meeting of the Company and will be communicated to the Stock Exchange(s).
  16. Members may also note that the Notice of Annual General Meeting, Attendance Slip, Proxy Form, Route Map, Ballot/Poll Paper and the Annual Report for the year 2023-2024 will also be available on the company website [www.agrophos.com](http://www.agrophos.com) for their download. For any communication, the shareholders may also send request to the company on the aforementioned Email ID.
  17. In accordance with Regulation 44 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 22 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to shareholders through such e- voting system. Notice of this meeting has been sent to all the shareholders who have registered their e-mail id's with the Company or the Registrar and Transfer Agent/ Depository Participants. Necessary arrangements have been made by the Company with National Securities Depository Limited (NSDL) to facilitate e-voting.

#### **PROCEDURE FOR REMOTE E-VOTING**

18. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing remote e-voting facility to all its Members to enable them to cast their vote on the matters listed in the Notice of 22<sup>nd</sup> AGM by electronic means.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

The remote e-voting period begins on 24<sup>th</sup> September, 2024 at 9:00 A.M. and ends on 26<sup>th</sup> September, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 20, September, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 20, September, 2024.

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of –Two Steps which are mentioned below:





**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:\

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="605 1024 1393 1528">1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="605 1539 1393 1957">2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>

	<p>3. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience</p> <p style="text-align: center;"> <b>NSDL Mobile App is available on</b>   <b>App Store</b>       <b>Google Play</b> </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
    - a) Click on “[Forgot User Details/Password?](#)” (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now, you will have to click on “Login” button.
  9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [neelshcs2004@yahoo.co.in](mailto:neelshcs2004@yahoo.co.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@agrophos.com](mailto:cs@agrophos.com) or the RTA at: [charmi@bigshareonline.com](mailto:charmi@bigshareonline.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to by email to [cs@agrophos.com](mailto:cs@agrophos.com) or the RTA at: [charmi@bigshareonline.com](mailto:charmi@bigshareonline.com) . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**For and on behalf of the Board of Directors of  
AGRO PHOS (INDIA) LIMITED  
Sd/-**

**Place: Indore  
Date: 03.09.2024**

**RAJ KUMAR GUPTA  
MANAGING DIRECTOR  
DIN: 00244925**

**Annexure to the Notice**  
**EXPLANATORY STATEMENT**  
**(Pursuant to Section 102(1) of the Companies Act, 2013)**

**ITEM NO. 3**

Ms. Shweta Bhamare was appointed as an Additional Director of the Company in the category of Non-Executive Independent Director by the Board of Directors with effect from 09<sup>th</sup> February, 2024 in terms of the provisions of The Companies Act, 2013, she holds office till the conclusion of this Annual General Meeting. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from Member proposing the candidature of Ms. Shweta Bhamare for the office of Independent Director of the Company.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Ms. Shweta Bhamare, being eligible for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term up to 08<sup>th</sup> February, 2029.

**Brief Profile:**

Ms. Shweta Bhamare is a member of Institute of Company Secretaries of India (ICSI). She has obtained B. Com degree and post-graduation degree i.e M. Com from DAVV University, Indore. She has experience in various fields such as Company law, legal, Secretarial & SEBI related matters, etc. Currently, she is working as Company Secretary in the company namely Gagan Commercial Agencies Ltd. Her deep expertise in diverse areas of governance will provide invaluable insights and guidance to the Company's Board, thereby contributing significantly to its strategic objectives and governance practices;

No director, Key Managerial Personnel or their relatives, except Ms. Shweta Bhamare, being the appointee is interested or concerned in the resolution.

**ITEM NO. 4**

Mr. Mahesh Kumar Agarwal was appointed as an Additional Director of the Company in the category of Non-Executive Independent Director by the Board of Directors with effect from 17<sup>th</sup> August, 2024 in terms of the provisions of The Companies Act, 2013, he holds office till the conclusion of this Annual General Meeting. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from Member proposing the candidature of Mr. Mahesh Kumar Agarwal for the office of Independent Director of the Company.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mahesh Kumar Agarwal, being eligible for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term up to 16<sup>th</sup> August, 2029.

**Brief Profile:**

Mr. Mahesh Kumar Agarwal is a retired senior IAS officer of GoMP. He has an excellent academic background also. He is qualified Chartered Accountant, Company Secretary, and LLB. He has done Doctorate in Computerization of Land Records. During service period, he held positions of District Collector of Morena, Dewas, Khandwa, Finance Secretary and Commissioner Treasury & Finance, Commissioner Land Records MP, Commissioner Chambal Division, Commissioner Cooperatives, Commissioner AYUSH and Secretary and Commissioner OBC and Minority Department. He has very vast experience in Administrative, Financial, Agricultural, Rural and Social field.

His deep expertise in diverse areas of governance and his proven track record of effective administration and strategic management will provide invaluable insights and guidance to the Company's Board, thereby contributing significantly to its strategic objectives and governance practices.

No director, Key Managerial Personnel or their relatives, except Mr. Mahesh Kumar Agarwal, being the appointee is interested or concerned in the resolution

**ITEM NO. 5**

Pursuant to Regulation 17(1D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), With effect from April 1, 2024, the continuation of a director serving on the board of directors of a listed entity shall be subject to the approval by the shareholders in a general meeting at least once in every five years from the date of their appointment or reappointment, as the case may be.

As, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors, the company seeks approval for continuation of directorship of Mr. Abhishek Kalekar (DIN: 07758751), as Non-Executive Director in terms of Regulation 17 (1D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company in the Board Meeting dated 30<sup>th</sup> May, 2024 has received from Mr. Abhishek Kalekar, declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act and has not been debarred or disqualified from being appointed or continuing as Director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

No director, Key Managerial Personnel or their relatives, except Mr. Abhishek Kalekar, being the appointee is interested or concerned in the resolution.

**ITEM NO. 6**

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

**As the Members are aware, the Company, in order to further its business interests, enters into various transactions with its related parties**, including APIndia Biotech Private Limited, ('ABPL'). The estimated value of transactions with ABPL during the financial year 2024-25 is expected to exceed the materiality threshold as stated above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on 30<sup>th</sup> May 2024, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Your Board of Directors considered the same and recommends passing of the resolution contained in Item No. 6 of this Notice.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated November 22, 2021 and 11th July, 2023 is provided herein below:

**Particulars of material related party transactions between the company and ABPL**

S No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	APIndia Biotech Private Limited ("ABPL")  Agro Phos (India) Limited holds 11.95% of shareholding in ABPL and its directors are also members of promoter group of Agro Phos (India) Limited. By virtue of the same, ABPL is related party of the Company w.e.f 05 <sup>th</sup> June, 2023.
2.	Type, tenure, material terms and particulars	<p>➤ Purchase of rock phosphate and other fertilizers</p> <p>➤ Sale of Fertilizers</p> <p>Material terms and conditions are based on the contracts which inter alia include the rates based on prevailing/ extant market conditions and commercial terms as on the date of entering into the contract(s).</p> <p>Approval of the shareholders is being sought for entering into an agreement for transaction of Purchase of rock phosphate and other fertilizers and sale of Fertilizers during 2024-25.</p>
3.	Value of the transaction	<b>30 crores approx</b>
4.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally	<b>28%</b>
5.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not Applicable
	i) details of the source of funds in connection with the proposed transaction;	Not Applicable
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> <li>• nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure;</li> </ul>	Not Applicable
	iii) applicable terms, including	Not Applicable

	covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
6.	Justification as to why the RPT is in the interest of the listed entity	<p>➤ Purchase of rock phosphate: The Company is predominantly engaged in manufacturing of fertilizer namely Single Super Phosphate (SSP). The primary raw materials for production of SSP are rock phosphate and sulphuric acid. The manufactures of SSP often faces the difficulty in procurement of rock phosphate from the relevant market and had to depend upon procuring the rock phosphate from overseas supplier(s). Any delay results in disruption of fertilizer production.</p> <p>ABPL receives raw material low grade rock phosphate from mines for beneficiation of Rock Phosphate and after conversion, procures the final product Beneficiated Rock Phosphate. As aforesaid, the company faces crisis in supply of rock phosphate, the material is available domestically, and in order to ensure smoothen business operations and to promote the Make in India initiative, it is proposed to procure the rock phosphate from ABPL. The transaction would also result in cost saving for the Company.</p> <p>➤ Purchase of other Fertilizers: Both companies operate in the same line of business. This shared industry focus may lead to occasions or opportunities for transactions between the two companies. Any such transactions will be conducted in the ordinary course of business and on an arm's length basis, ensuring fairness and transparency.</p> <p>➤ Sale of Fertilizers: Both companies operate in the same line of business, specifically the sale of fertilizers. This shared industry focus may lead to occasions or opportunities for transactions between the two companies. Any such</p>

		transactions will be conducted in the ordinary course of business and on an arm's length basis, ensuring fairness and transparency.
7.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
8.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

No director, Key Managerial Personnel or their relatives, except Mr. Raj Kumar Gupta and Mr. Vishnu Kant Gupta and their relatives are interested or concerned in the resolution.

#### ITEM NO. 7

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

As the Members are aware, the Company, in order to further its business interests, enters into various transactions with its related parties, including APIndia Biotech Private Limited, ('ABPL'). The estimated value of transactions with ABPL during the financial year 2023-2024 exceeded the materiality threshold as stated above. All the said transactions was in the ordinary course of business of the Company and on an arm's length basis.

The concerned Related Party become RPT of the Company on 05th June, 2024. Further, in ensuing meetings of Audit Committee and Board of Directors, the transactions with the concerned RPT was approved and take note off. The transactions with the related party was necessitated to maintain operational continuity such as securing critical supplies required to maintain production schedules and meet contractual obligations and thereby mitigate potential risks.

Accordingly, in order to ensure necessary compliances of the provisions of the Companies Act, 2013, and SEBI LODR, the Board of Directors recommends passing of the resolution contained in Item No. 7 of this Notice.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated November 22, 2021 and 11th July, 2023 is provided herein below:

#### Particulars of material related party transactions between the company and ABPL

S No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	APIndia Biotech Private Limited ("ABPL") Agro Phos (India) Limited holds 11.95%

		of shareholding in ABPL and its directors are also members of promoter group of Agro Phos (India) Limited. By virtue of the same, ABPL is related party of the Company w.e.f 05 <sup>th</sup> June, 2023.
2.	Type, tenure, material terms and particulars	<p>Purchase of rock phosphate</p> <p>Sale of Fertilizers: Entered into such transactions prior of becoming Related party i.e. 05<sup>th</sup> June, 2023.</p> <p>Material terms and conditions are based on the contracts which inter alia include the rates based on prevailing/ extant market conditions and commercial terms as on the date of entering into the contract(s).</p> <p>Approval of the shareholders is being sought for entering into an agreement for transaction of purchase of rock phosphate and Sale of Fertilizers during 2023-24.</p>
3.	Value of the transaction	<b>Rs. 24,53,27418/-</b>
4.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally	21.14%
5.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not Applicable
	i) details of the source of funds in connection with the proposed transaction;	Not Applicable
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> <li>• nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure;</li> </ul>	Not Applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not Applicable
	iv) the purpose for which the funds will	Not Applicable

	be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
6.	Justification as to why the RPT is in the interest of the listed entity	<p>Purchase of rock phosphate: The Company is predominantly engaged in manufacturing of fertilizer namely Single Super Phosphate (SSP). The primary raw materials for production of SSP are rock phosphate and sulphuric acid. At that point of time, there was shortage in procurement of rock phosphate from the relevant market and had to depend upon procuring the rock phosphate from overseas supplier(s). Any delay would have resulted in disruption of fertilizer production.</p> <p>ABPL procures Beneficiated Rock Phosphate. As aforesaid, the company was facing crisis in supply of rock phosphate, the material was available domestically, and in order to ensure uninterrupted operations, we entered into such transactions with ABPL.</p> <p>Sale of Fertilizers: Prior to becoming related parties on 05<sup>th</sup> June, 2023, our company sold fertilizers to ABPL in April 2023, addressing their urgent need for rock phosphate. As both companies operate in the same fertilizers sector, this shared industry focus naturally led to opportunities for transactions between them. Notably, these transactions occurred before the related-party relationship was established and were conducted in the ordinary course of business and on an arm's length basis.</p>
7.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
8.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

No director, Key Managerial Personnel or their relatives, except Mr. Raj Kumar Gupta and Mr. Vishnu Kant Gupta and their relatives are interested or concerned in the resolution.

## ITEM NO. 8

The Board of Directors of the Company on the recommendation of the Audit Committee has approved the appointment and remuneration of M/s M.P. Turkhia & Associates, Cost Accountant (Firm Registration No.000417), to conduct the audit of the cost records of the Company for the financial year ended on March 31<sup>st</sup>, 2025 at a remuneration of Rs. 1,40,000/- (Rupees One Lac Forty Thousand only) plus GST as applicable and reimbursement of out-of-pocket expenses. In accordance with the provisions of Section 148 of the Companies Act, 2013.

Besides the audit services, the Company would also obtain certifications which are to be mandatorily received from the Cost auditors under various regulations and the said certification will be charged separately and any revision in the remuneration of the cost auditors may be done with prior approval of Audit committee and at the discretion of the board of Directors simultaneously any such revision should be purely based on the performance review and any additional efforts of the firm.

The remuneration payable to the cost auditors has to be ratified by the shareholders of the Company. Therefore, the Board recommends the Ordinary Resolution at Item No. 8 for approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested financially or otherwise in the Ordinary Resolution set out at Item No. 9 of the Notice.

### **Brief Profile of M/s M.P. Turakhia & Associates, Cost Accountants:**

The Firm was promoted in the year 1998 by a Cost Accountant with meticulous track record and sound professional background and in 2013 it is converted to partnership firm. The firm is having wonderful combination of experience and energy, comprising of four partners, with the experience of partners ranging from MNC corporate exposure to practice of more than 24 years, to heading F&A of PSU to the energy of fresh techsavvy blood.

The firm is owned & Controlled by CMA Mihir Turakhia who is Fellow Member of ICMA and holding LLB Degree and having experience of More than 21 years in the practice of cost and management consultancy, other partners of the firm are also having relevant experience and having great command over their working areas, apart of the core partners the firm also have more professionals as associates.

The firm is handling assignments in consultancy and cost audit of various companies of repute, Export-Import Services, excise/ GST Advisory, covering public sector, private sector and government sector.

The Head office of the firm is located in Indore (M.P.) with branch offices at Mumbai, Delhi NCR, Raipur Chhattisgarh.

The Firm is an Independent Firm of Cost Accountants and are maintaining arm's Length relationship with our Company.

The Firm is registered with the Institute of Cost Accountants of India under Registration No. 000417.