

!! Jai Maa Sharda !!



AGRO PHOS INDIA LIMITED

03rd October, 2022

To,

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 20th Annual General Meeting of Agro Phos (India) Limited held On Friday, 30th September, 2022 At 12:30 P.M. And Concluded at 01:30 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

**Rajkumar
Gupta**

**Raj Kumar Gupta
Managing Director
DIN: 00244925**

Digitally signed by Rajkumar Gupta
DN: cn=Personal, o=Agro Phos,
email=rajkumar@agro-phos.com,
c=India, postalCode=462001,
st=Madhya Pradesh,
serialNumber=25444925, serialNumber.1=00244925,
1.2.840.1.1.1=00244925, cn=Rajkumar Gupta
Date: 2022.10.03 17:29:56 +05'30'

Regd. Office : M - 87, Trade Centre, 18, South Tukoganj, Indore (M.P.)
Tel : 0731-2529488-89-90-91
E-mail : agrophos@rediffmail.com / info@agrophos.com
Website : www.agrophos.com

CIN No. : L24123MP2002PLC15285



AGRO PHOS INDIA LIMITED

Results of E- Voting & Poll at 20th 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	05th September, 2022
Date of Meeting	30th September 2022
E- Voting Start Date	27th September 2022
E-Voting End Date	29th September, 2022
Total number of Members as on record date	22139 as on 23rd September, 2022
No. of Members present in the meeting either in person or through proxy	34
Promoters & Promoter Group	11
Public	23
No. of Members attended the meeting through Video Conferencing	
Promoters & Promoter Group	Not Applicable
Public	Not Applicable



AGRO PHOS INDIA LIMITED

Agenda wise disclosure:

Ordinary Business:

Item No. 1 To receive, Consider and adopt the Audited Financial Statements of the company comprising Balance Sheet, Statement of Profit and Loss Account, Cash Flow Statements for the year ended 31st March, 2022 together with the report of the Board of Directors & Auditors 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	10593965	96.29	10593965	0	100.00	0
	Poll		408460	3.71	408460	0	100.00	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		11002425	11002425	100.00	11002425	0	100.00
Public - Institutions	E-Voting	0	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		0	0	0	0	0	0
Public – Non Institutions	E-Voting	9271690	589966	6.36	586693	3273	99.44	0.56
	Poll		994497	10.73	994497	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		9271690	1584463	17.09	1581190	3273	99.79
Total		20274115	12586888	62.08	12583615	3273	99.97	0.03



AGRO PHOS INDIA LIMITED

Item No. 2 To appoint Director in place of Mr. Vishnu Kant Gupta (DIN: 05233476) 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. Vishnu Kant 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	10593965	96.29	10593965	-	100.00	-
	Poll		408460	3.71	408460	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	11002425	11002425	100	11002425	0	100.00	0.00
Public - Institutions	E-Voting	0	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	0	0	0	0	0	0	0
Public – Non Institutions	E-Voting	9271690	589966	6.36	585943	4023	99.32	0.62
	Poll		994497	10.73	994497	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	9271690	1584463	17.09	1580440	4023	99.75	0.25
Total		20274115	12586888	62.08	12582865	4023	99.97	0.03



AGRO PHOS INDIA LIMITED

Special Business

Item No.3 To Re-appoint M/s Ashok Khasgiwala & Co. LLP as Statutory Auditor of company, for the second term of 5 years i.e. from the conclusion of this 20th Annual General Meeting until the conclusion of 25th Annual General Meeting to be held in 2027.

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	10593965	96.29	10593965	-	100.00	-
	Poll		408460	3.71	408460	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		11002425	11002425	100	11002425	0	100.00
Public - Institutions	E-Voting	0	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		0	0	0	0	0	0
Public – Non Institutions	E-Voting	9271690	589966	6.36	585864	4102	99.30	0.69
	Poll		994497	10.73	994497	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		9271690	1584463	17.09	1580361	4102	99.74
Total		20274115	12586888	62.08	12582786	4102	99.97	0.03



AGRO PHOS INDIA LIMITED

Item No. 4 To ratify payment of remuneration to M.P. Turkhia & Associates, cost auditors as Rs. 50,000/- Plus GST to conduct audit of cost Records of company for the financial year ending March 31, 2023

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	10593965	96.29	10593965	-	100.00	-
	Poll		408460	3.71	408460	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		11002425	11002425	100	11002425	0	100.00
Public - Institutions	E-Voting	0	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		0	0	0	0	0	0
Public – Non Institutions	E-Voting	9271690	589966	6.36	585923	4043	99.31	0.69
	Poll		994497	10.73	994497	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		9271690	1584463	17.09	1580420	4043	99.75
Total		20274115	12586888	62.08	12582845	4043	99.97	0.03



AGRO PHOS INDIA LIMITED

Item No. 5 To approve Re-appointment of Mr. Raj Kumar Gupta Gupta (DIN: 00244925), as Managing Director of company for a term of three Years w.e.f. 08th March 2022.

Resolution required (Ordinary/Special)			Special Resolution:					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes Mr. Raj Kumar Gupta and some person 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	10593965	96.29	10593965	-	100.00	-
	Poll		408460	3.71	408460	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	11002425	11002425	100	11002425	0	100.00	0.00
Public - Institutions	E-Voting	0	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	0	0	0	0	0	0	0
Public – Non Institutions	E-Voting	9271690	589966	6.36	585943	4023	99.32	0.68
	Poll		994497	10.73	994497	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	9271690	1584463	17.09	1580440	4023	99.75	0.25
Total		20274115	12586888	62.08	12582865	4023	99.97	0.3



AGRO PHOS INDIA LIMITED

Item No. 6 To approve revision in remuneration of Mr. Vishnu Kant Gupta (DIN: 05233476), from Rs. 2,50,000/- to Rs. 3,50,000 w.e.f. 01st March 2022 for his remaining term as Whole Time Director of Company.

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	10593965	96.29	10593965	-	100.00	-
	Poll		408460	3.71	408460	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	11002425	11002425	100	11002425	0	100.00	0.00
Public - Institutions	E-Voting	0	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	0	0	0	0	0	0	0
Public – Non Institutions	E-Voting	9271690	589966	6.36	585821	4145	99.30	0.70
	Poll		994497	10.73	994497	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	9271690	1584463	17.09	1580318	4145	99.74	0.26
Total		20274115	12586888	62.08	12582743	4145	99.97	0.03

Note: 1. The above details are as per shareholding on cut-off date i.e. 23rd September, 2022



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 18 M, South Tukoganj
Indore MP 452001 India

Dear Sir,

Sub: Consolidated report of Scrutinizer on results of voting by way of e-Voting and voting by Poll at the 20th Annual General Meeting of Agro Phos (India) Limited held on 30th day of September, 2022.

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 20th Annual General Meeting held on Friday, 30th September, 2022 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 Tuesday 27th September 2022 (09.00 A.M.) to Thursday, 29th September, 2022 (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 Friday, 23rd September, 2022 (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 05th September, 2022.



111, 1st Floor, Ratanmani Complex, 7/1, New Palasia, Indore (M.P.) 452 001
Tel : 0731-4040060 Mobile : 98269-41425
Email : neeshcs2004@yahoo.co.in

3. The Votes were unblocked on 30th September, 2022 after 4 PM in the presence of two witnesses, Ms. Apoorva Jain 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.....*A Jain*.....

Name...*Apoorva Jain*.....

Signatures.....*Shiva Gupta*.....

Name...*Shiva Gupta*.....

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 audited financial Statements comprising Balance Sheet, statements of profit and Loss statements, cash flow statements for the financial year ended 31st March 2022 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	59	11180658	19	1402957	78	12583615	99.97
Dissent	05	3273	0	0	05	3273	0.03
Invalid	0	0	0	0	0	0	0.00
Total	64	11183931	19	1402957	83	12586888	100

Resolution 2:-Ordinary Resolution-To appoint Director in place of Mr. Vishnu kant Gupta (DIN: 05233476) 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	58	11179908	19	1402957	77	12582865	99.97
Dissent	06	4023	00	00	06	4023	0.03
Invalid	00	00	00	00	00	00	0.00
Total	64	11183931	19	1402957	83	12586888	100



Resolution 3:-Ordinary Resolution- To Re-appoint M/s Ashok Khasgiwala & Co. (LLP) as a statutory auditor of the company for the second term of 5 year at the 20th Annual General Meeting held on 30th September, 2022 and he hold the office until the conclusion of 25th Annual General Meeting.

Particulars	Remote-Voting		Voting at the AGM by Poll		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	56	11179829	19	1402957	75	12582786	99.97
Dissent	8	4102	0	0	8	4102	0.03
Invalid	0	0	0	0	0	0	0.00
Total	64	11183931	19	1402957	83	12586888	100

Resolution 4:-Ordinary Resolution- To approve the remuneration of M/s M.P. Turkhia & Associates, Cost Auditor of the company to conduct the audit of the cost records of the company for its financial year ended 31st March, 2023, amounting to Rs. 50,000/- plus Goods and Service Tax and reimbursement of out of pocket expenses be ratified.

Particulars	Remote-Voting		Voting at the AGM by Poll		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	57	11179888	19	1402957	76	12582845	99.97
Dissent	7	4043	0	0	7	4043	0.03
Invalid	0	0	0	0	0	0	0.00
Total	64	11183931	19	1402957	83	12586888	100

Resolution 5:-Special Resolution- To approve the re-appointment of Shri Raj Kumar Gupta (DIN: 00244925), managing Director of the company for a term of the three years w.e.f. 08th March, 2022

Particulars	Remote-Voting		Voting at the AGM by Poll		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	58	11179908	19	1402957	77	12582865	99.97
Dissent	6	4023	0	0	6	4023	0.03
Invalid	0	0	0	0	0	0	0.00
Total	64	11183931	19	1402957	83	12586888	



Resolution 6:-Special Resolution- To approve revision in remuneration of Shri Vishnu Kant Gupta (DIN: 05233476), Whole Time Director of company for a term of three Years w.e.f. 01st March 2022 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	53	11179786	19	1402957	72	12582743	99.97
Dissent	11	4145	0	0	11	4145	0.03
Invalid	0	0	0	0	0	0	0.00
Total	64	11183931	19	1402957	83	12586888	100

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: F006381D001119933

Date:03/10/2022

**Rajkumar
Gupta**

Digitally signed by Rajkumar Gupta
DN: c=IN, o=Personal, title=489,
pseudonym=8041c1e75b3c5362e68
60461d6d9cb39bbb540e9312e6897f
3772a77bd20449,
postalCode=452001, st=Madhya
Pradesh,
serialNumber=bd24ed6e150ceeb1ca
661b9a9469b60bed62506f36d4ae0b
a422a21a924ef89, cn=Rajkumar
Gupta
Date: 2022.10.03 19:52:06 +05'30'

To be Counter signed by Chairman