



AGRO PHOS INDIA LIMITED

Date: 06/09/2022

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,

Sub: submission of Notice of 20th Annual General Meeting of company as per SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

In compliance of Regulation of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, we hereby informed you that 20th Annual General Meeting of company is scheduled to be held on Friday, September 30, 2022, at 12:30 P.M. at Hotel Surya, 5/5 Surya Circle, Nath Mandir Road, South Tukoganj, Indore-452001, M.P. to transact the businesses as set out in Notice of 20th AGM.

The Notice of 20th Annual General Meeting along with all necessary information's and instructions is enclosed herewith.

Kindly take the same on Your record.

Thanking You.

Yours Faithfully

For Agro Phos (India) Limited

Sumit Sharma
Company Secretary



NOTICE OF 20TH ANNUAL GENERAL MEETING

Notice is hereby given to all the members of the Company that the 20th Annual General Meeting of the Company will be held on Friday the 30th September, 2022 at Hotel Surya 5/5, Surya Circle, Nath Mandir Road, South Tukoganj, Indore Madhya Pradesh 452001 at 12:30 P.M. to transact the following business:

ORDINARY BUSINESS

1. Adoption of Audited standalone Financial Statements

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.

2. Appointment of Mr. Vishnu Kant Gupta (DIN: 05233476) as Director, liable to retire by rotation.

To appoint a Director in place of Mr. Vishnu Kant Gupta (DIN: 05233476) who retires by rotation and, being eligible offers himself for re-appointment.

3. Re-appointment of M/s Ashok Khasgiwala & Co. LLP Statutory Auditors for the second term of 5 years

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and based on the recommendation of the Audit Committee and the Board of Directors, M/s Ashok Khasgiwala & Co. LLP, Chartered Accountants (Firm Registration No. 000743C/C400037), be and are hereby re-appointed as the Statutory Auditors of the 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 the year 2027 at a remuneration upto ` 5,00,000/- (Rupees Five Lakhs only) plus applicable taxes and reimbursement of out-of-pocket expenses, for the financial year ended March 31, 2023, and the Board of Directors be and is hereby further authorized to finalize the terms and conditions of re-appointment, including remuneration of the Statutory Auditor for the remaining period, based on the recommendation of the Audit Committee.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

SPECIAL BUSINESS:

4. Ratification of payment of remuneration of cost auditors M/s M.P. Turkhia & Associates for the financial year ending March 31, 2023.

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. Turkhia & 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, 2023, amounting to Rs. 50,000 (Rupees Fifty 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."

5. **Re-appointment of Shri. Raj Kumar Gupta (DIN: 00244925) as Managing Director of the company for a Term of Three Years**

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

"RESOLVED THAT pursuant to provisions of Sections 196 and 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and on recommendation of Board of directors consent of the shareholders of the company be and is hereby accorded for the Re-appointment of Shri Raj kumar Gupta (DIN:00244925) as the Managing Director of the Company for a period of Three years w.e.f. 08th March 2022, on such terms and conditions and on remuneration as agreed by the Employment agreement dated 08.03.2022 between company and Shri. Raj Kumar Gupta.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution"

6. **To approve the revision in remuneration of Shri. Vishnu Kant Gupta (DIN:05233476) Whole Time Director of the Company.**

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

"RESOLVED THAT subject to the provisions of Sections 197, read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to the provisions of Articles of Association and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) the approval of Members of the Company be and is hereby accorded for Revision in remuneration of Shri. Vishnu Kant Gupta, Whole Time Director of the Company from Rs.2,50,000/-Per month to Rs. 3,50,000/- Per Month w.e.f.1st March 2022for the Remaining period of his Term as Whole Time Director with absolute discretion to the Board of Directors to alter and vary the terms and conditions as the board of Directors may in its absolute discretion consider necessary and as may be agreed to by the said director."

"RESOLVED FURTHER THAT in the event of loss, absence or inadequacy of profits in any financial year during the currency of tenure of Mr. Vishnu Kant Gupta the aforesaid remuneration shall be minimum remuneration payable to him. However, any remuneration in excess over the limits on minimum remuneration prescribed in Schedule V to the Companies Act, 2013, shall be payable to Mr. Vishnu Kant Gupta, with the prior approval of the shareholders, if so required."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution"

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 Shri. Vishnu Kant Gupta (DIN:05233476) who is liable to retire by rotation and being eligible offer themselves for re- appointment.

Shri. Raj Kumar Gupta (DIN: 00244925) who have been re-appointed as managing director of the company at Board meeting held on 08th March 2022 for a term of Three years and whose appointment is required to be approved by the member at this Annual General Meeting

. Detail of the above persons are as below:

Name of Director	Vishnu Kant Gupta	Raj Kumar Gupta
Designation	Whole Time Director	Managing Director
Date of Birth	14.06.1980	01.04.1975
Date of Appointment on Board	16.03.2012	24.09.2002
Date of appointment at current Designation	01.04.2014 & Re-appointed on 2019.	08.03.2017 & Re appointed on 08 th March 2022
Qualification	Graduate	Graduate
Directorship in other companies	NA	NA
No. or % of holding in Company	1596075 (7.87%)	4300435 (21.21%)

6. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") in respect of item no. 3 to 6 of the notice set out above, is annexed hereto.
7. Register of Members and Share Transfer Books of the Company will remain closed from September 24th, 2022 to September 30th, 2022 (both days inclusive).
8. SEBI vide notification dated June 08, 2018 has 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 AgroPhos (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 office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai, Maharashtra 400093. having email Id investor@bigshareonline.com to receive the soft copy of Annual Report of the Company.
10. Members are requested to :
- Complete the attendance slip and deliver the same at the entrance of the meeting hall.
 - 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 2022 will also be available on the

Company's website www.agrophos.com, websites of the Stock Exchange, i.e. NSE Limited at www.nseindia.com and on the website of NSDL i.e. 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: ujata@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 Chairman 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 Chairman 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 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 2021-22 will also be available on the company website 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 20th AGM by electronic means.

The instructions to members for voting electronically are as under

The remote e-voting period begins on Tuesday, 27th September, 2022 at 09:00 A.M. and ends on Thursday, 29th September 2022 at 05:00 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. 23rd September 2022, 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 23rd September 2022.

How do one can 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 and joining virtual meeting 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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL 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 https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.

	<p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
<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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43</p>

B) Login Method 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.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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.co.in 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 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 neeleshcs2004@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
2. 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.
3. 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 to reset the password.
4. 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Manish Sharma at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories/ company 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 or at Company's RTA ujata@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 cs@agrophos.com or at Company's RTA ujata@bigshareonline.com. If you are an Individual shareholder 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.co.in 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
19. The Map of Venue of AGM is given at the last page of Annual Report

For and on behalf of the Board of Directors of
AGRO PHOS (INDIA) LIMITED

Place:Indore
Date: 05.09.2022

Sd/-
RAJ KUMAR GUPTA
DIRECTOR
DIN: 00244925

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

ITEM NO. 3

The Members of the Company at the 15th Annual General Meeting ('AGM') held on September 30, 2017, had approved the appointment of M/s Ashok Khasgiwala & Co., LLP, Chartered Accountants (Firm Registration No. 000743C/C400037), as the Statutory Auditors of the Company for a period of 5 years commencing from the conclusion of the 15th AGM until the conclusion of the 20th AGM. Accordingly, the said firm would be completing its first term of five years at the conclusion of this 20th AGM.

In accordance with the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014, the Company can appoint or reappoint an audit firm as Statutory Auditors for not more than two terms of five consecutive years. Hence the said Firm is eligible for reappointment for a further period of five years.

The Board of Directors, at its meeting held on September 5, 2022, based on the recommendation of the Audit Committee, approved the re-appointment of M/s Ashok Khasgiwala & Co., LLP for the second term of five years to hold office from the conclusion of the 20th AGM till the conclusion of the 25th AGM to be held in the year 2027, at a remuneration upto INR 5,00,000/- plus applicable taxes and reimbursement of out-of-pocket expenses for the financial year ended March 31, 2023 and proposed the same for approval of the members.

Besides the audit services, the Company would also obtain certifications which are to be mandatorily received from the statutory auditors under various regulations. The Board of Directors and the Audit Committee shall approve the revision in the remuneration of the statutory auditors, for the balance part of the tenure, based on the performance review and any additional efforts on account of changes in regulations or management processes, business acquisitions, internal restructurings or other considerations.

Brief Profile:

M/s Ashok Khasgiwala & Co., LLP is an Indian chartered accountant firm based at Indore and providing its services since 1978, the firm is headed by Mr. Ashok Khasgiwala who is also the founder of the firm, the core services of the firm includes Internal Audit, Statutory Audit, Mystery & Surprise Audit, Due Diligence, GST Compliances and Consultancy, Tax Consultancy, Internal Financial Control, Merger & Acquisitions, Corporate Planning and consultancy, foreign collaborations, import-export consultancy, STPI, Transfer Pricing related matters in order to meet the specific requirements of the clients, firm also provide the best possible solution and consultancy for their respective matters.

The firm is having optimum combination of competent professionals including chartered accountants, Company Secretaries, MBA Professional, Tax Professionals.

The major achievement of the firm includes, awarded as Zonal Topper in Audit by Prime Academy Research report in the Year 2013 and in the year of 2018 awarded for 01st Rank for Audit and assurance services in central India

None of the Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 4

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 31st, 2023 at a remuneration of Rs. 50,000/- (Rupees Fifty 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. 4 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. 4 of the Notice.

Brief Profile of M/sM.P. Turkhia& 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 22 years, to heading F&A of PSU to the energy of fresh tech savvy blood.

The firm is owned & Controlled by CMA Mihir Turkiha who is Fellow Member of ICMA and holding LLB Degree and having experience of More than 20 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 Chattisgarh.

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.

ITEM NO.5

Shri. Raj Kumar Gupta was first appointed on Board of company as Director on 24th September 2002, later on he was appointed as Managing Director of the company and was re-appointed as Managing Director for a term of five years w.e.f. 08th March 2017 and his term as Managing director has been ended on 07th March 2022 this year therefor on recommendation of Nomination and Remuneration Committee Board of directors at their respective meeting held on 08th March 2022 had re-appointed Shri. Raj Kumar Gupta as Managing Director of the Company for a further period of Three years w.e.f. 08th March 2022 on such remuneration and other terms and condition as agreed between Board and Shri. Raj Kumar Gupta vide an employment Agreement executed on the same day i.e 08th March 2022, further board recommend that remuneration as payable to Shri. Raj Kumar Gupta is subject to the Limit as prescribe under Section 197 of Companies act, 2013 read with schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof). and any remuneration over and exceed to such limit shall only be allowed with the approval of members on such terms and conditions as agreed in future and in compliance with the provision of the said sections and Schedule V.

Further in terms of the provision of Section 196 the said re-appointment of Shri. Raj Kumar Gupta as managing Director and remuneration payable to him with other perquisites and benefits as set out in his Employment agreement with company dated 08th March 2022 are required to be approved by the Shareholders at this Annual General Meeting therefore board of directors propose the resolution set out at Item no. 5 before members for their approval.

Necessary information about Shri. Raj Kumar Gupta:

Brief Profile :

Shri. Raj Kumar Gupta is promoter & director of company and become a guiding force behind every major decision of the Management/Board, he is also holding position of the chairman of the Board, as company is leveraging benefits of the valuable guidance and recommendation of Shri. Raj Kumar Gupta since a long span of time, Shri. Raj Kumar Gupta is associated with the Fertilizers sector since a long ago he almost having a vast experience of More than 20 Years in the fertilizers industry itself, and during this tenure he had explore many achievements and awarded with many rewards for his active participation and valuable advice for effective growth of fertilizers sector in Madhya Pradesh State and has been participated in many events held for the empowerment of Indian farmers. his major achievement was, elected as the Chairman of the fertilizers Regional association, behind every milestone in company's span he was always been a leader

such as conversion of its constitution from Private to Public Limited, Listing on SME Board of exchange than Migration to the Main Board of National Stock Exchange .

Directorship:

Except in AgroPhos (India) Limited Shri. Raj Kumar Gupta is not holding Directorship in any other company whether private or public or listed.

Chairmanship & Membership in Committee

Shri. Raj Kumar Gupta is not holding membership or chairman ship in any committee of the board except CSR Committee where he holds chairmanship.

Shareholdings:

His total shareholding in company stands at 21.21% which contain total 4300435 equity shares of the company.

Remuneration drawn in Last Financial Year:

Shri. Raj Kumar Gupta was drawn a total INR 38,00,000 as remuneration during the Financial Year 2021-2022.

Save and except Shri. Raj Kumar Gupta, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

Mr. Vishnu Kant Gupta who is son of Mr. Raj Kumar Gupta's brother is inter-se connected with Raj Kumar Gupta and except these two none of the Directors and KMP of the Company are inter-se related to each other.

Therefore, Board recommend the special Resolution set out at point No. 5 of Notice for approval of members.

ITEM NO. 6

On recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on 08th March 2022 have approved Revision in Remuneration of Shri. Vishnu Kant Gupta from Rs. 2,50,000/- (Rupees Two Lakh Fifty Thousand Only) to Rs. 3,50,000/- (Rupees Three Lakh Fifty Thousand Only) w.e.f. 01st March 2022 and upto his Remaining Term as Whole Time Director in company which is subject to the approval of the members in this Annual General Meeting through Special Resolution in terms of sections 197, 198 and 203 read with schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the terms and conditions as mentioned in resolution.

Necessary information about Shri. Vishnu Kant Gupta:

Shri. Vishnu Kant Gupta was first appointed as Director of company w.e.f. 16th March 2012 later on he was appointed as Whole Time Director of company and pursuant to his re-appointment he is continuing to act as Whole Time Director, he is company's promoter and holding 7.87% shareholding in company as on date of this notice, he has drawn remuneration of Rs. 26,00,000/- (Rupees Twenty Lakh Only) during the last Financial Year 2021-22.

Except AgroPhos (India) Limited Shri. Vishnu Kant Gupta is not holding Directorship in any other company.

He is not holding position of member or chairman of any committee of board at company or at other company except CSR committee of the company where he is a member.

Save and except Shri. Vishnu Kant Gupta, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

Raj Kumar Gupta who is brother of Mr. Vishnu Kant Gupta Father is inter-se connected with Vishnu Kant Gupta and except these two None of the Directors and KMP of the Company are inter-se related to each other.

Therefore, Board recommend the special Resolution set out at point No. 6 of Notice for approval of members.