



AGRO PHOS INDIA LIMITED

To,
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No.C-1, G Block
Bandra-Kurla Complex
Bandra (East), Mumbai (MH) 400051

Date: 06.09.2025

Dear sir/Madam,

NSE SYMBOL: AGROPHOS

Subject: Intimation of Notice of the 23rd Annual General Meeting of the Company.

Pursuant to Regulation 30 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the 23rd Annual General Meeting (AGM) of the Members of Agro Phos (India) Limited (the Company) which is scheduled to be held on Tuesday, September 30, 2025 at 12.30 p.m. IST, 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 listed in the Notice of AGM. The said Notice of the 23rd AGM of the Company is enclosed herewith.

Further, Notice of the 23rd AGM for Financial year 2024-25 will be dispatched to the Members of the Company by electronic means on Saturday, September 06, 2025 at the email addresses as registered with the Company/Registrar and Share Transfer Agent/ Depository Participant(s) and the same also made available on the website of the Company at www.agrophos.com.

Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter is being sent to Members whose e-mail id are not registered with the Company/the Registrar and Transfer Agent/the Depository Participant(s) providing the web link where the Integrated Annual Report of the Company for the Financial Year 2024-25 and the Notice of the 23rd AGM can be accessed on the Company's website.

Thanking You.

Yours Faithfully

For Agro Phos (India) Limited

Reena Saluja

Company Secretary and Compliance Officer

M No.: A55665

Enclosure: as above mentioned

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

NOTICE OF 23rd ANNUAL GENERAL MEETING

Notice is hereby given to all the members of the Company that the 23rd Annual General Meeting of the Company will be held on Tuesday, 30th September 2025 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 31st March, 2025 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 31st March, 2025 together with the report of the Board of Directors & Auditors thereon.

2. To declare a Final Dividend for the Financial Year ended March 31, 2025

To declare final dividend of Re. 1/- per equity share consisting of face value of Rs. 10/- each share for the financial year ended March 31, 2025.

3. **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.

SPECIAL BUSINESS:

4. To appoint Ms. Maya Vishwakarma (DIN: 10447927) as an Independent Director of company

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

"RESOLVED THAT Ms. Maya Vishwakarma (DIN: 10447927), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 14th August, 2025 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, 150, 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. Maya Vishwakarma (DIN: 10447927), who was appointed by the Board of Directors as an Additional Director of the Company under the category of Independent Director with effect from 14th August, 2025 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 14th August, 2025 up to 13th August, 2030, and her office shall not be liable to retire by rotation."

5. To approve appointment of M/s. NPG & Co. as a Secretarial Auditor of the company:

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 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for the appointment of M/s. NPG & Co., a firm of Practicing Company Secretaries (Peer Review Certificate No. 1995/2022) as the Secretarial Auditors of the Company for a term of five consecutive financial years, commencing from FY 2025-26 to FY 2029-30, to conduct the Secretarial Audit of the Company for the said period, on such remuneration, plus applicable taxes and out-of-pocket expenses as may be determined by the Board of Directors of the Company."

"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."

6. To approve material related party transaction limits with APIndia 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 **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. 30,00,00,000/-** (Rupees Thirty Crores only) for the financial year 2025-2026, 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 Shri Tulsi Phosphate Limited for FY 2024-2025:

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 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 with **Shri Tulsi Phosphate Limited**, an associate company and related party of the Company, for effecting highseas sale of products for an amount of **Rs. 10,08,70,000/-** (Rupees Ten Crores Eight Lacs Seventy Thousand only) during the financial year 2024-2025, provided that the said transaction 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. To approve material related party transaction limits with Shri Tulsi Phosphate 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 **Shri Tulsi Phosphate Limited**, a related party of the Company, for effecting sale and/or purchase of products for an amount not exceeding in the aggregate **Rs. 15,00,00,000/-** (Rupees Fifteen Crores only) for the financial year 2025-2026, 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."

9. Confirmation of payment of remuneration to Cost Auditor namely M/s. Sudeep Saxena & Associates, Cost Accountants 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. Sudeep Saxena & Associates, Cost Accountants, Indore** having Registration Number 100980, 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, 2025, amounting to Rs. 1,20,000 (Rupees One Lac Twenty Thousand only) plus Goods and Services Tax and **reimbursement of out-of-pocket expenses**, be and is hereby ratified and confirmed."

"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."

10. Confirmation of payment of remuneration to Cost Auditor namely M/s. Sudeep Saxena & Associates, Cost Accountants for the financial year ending March 31, 2026.

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. Sudeep Saxena & Associates, Cost Accountants**, Indore having Registration Number 100980, 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, 2026, amounting to Rs. 1,20,000 (Rupees One Lac Twenty Thousand only) plus Goods and Services Tax and **reimbursement of out-of-pocket expenses**, be and is hereby ratified and confirmed."

"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. The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed and forms part of the Notice. The Board of Directors have considered and decided to include the Item Nos. 4 to 10 being unavoidable, given above as Special Business in the forthcoming AGM.
6. Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2025 to 30th September, 2025 (both days inclusive).
7. 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.

8. In case of joint holders, the Member whose name appears higher in the order of their names as per the Register of Members of the Company in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM and Members, who hold shares in multiple Demat accounts and those who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names, are advised to consolidate their holdings in single Demat account/ Folio.
9. As per the provisions of Section 72 of the Act, and SEBI vide. SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November 2021, Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th December 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March 2023 and 17th November, 2023 (now rescinded due to the issuance of the Master Circular for Registrar to an issue and Share Transfer Agent dated 07th May, 2024) has made it mandatory for all shareholders holding shares in physical form to furnish to the Company / RTA in Form ISR-1 and/or ISR-2 in **hard copy form** to the company/ RTA following details:
 - PAN
 - Contact details, Postal address with PIN Code, Mobile number, E-mail address
 - Bank account details (bank name and branch, bank account number, IFSC code)
 - Specimen signature
10. Shareholders can register their nomination details in Form SH-13 or they can choose to give declaration to opt out of Nomination by filing Form ISR-3. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Act, read with the Rules made thereunder, are requested to send the prescribed Form SH-13 to the Registered Office of the Company. Any change or cancellation of the nomination already given is to be submitted in Form SH-14. Form SH-13 and Form SH-14 are available on the Company's website www.agrophos.com in the Investors Section for download. Members holding shares in electronic form are requested to give the nomination to their respective Depository Participants.
11. The Company's Registrar and Share Transfer Agent for its Share Registry Work (Physical and Electronic) is Bigshare Services Pvt. Ltd. located at Office No. S6-2, 6th Floor, Pinnacle Business Park, Mahakali Caves, Rd, Andheri East, Mumbai 400059, Maharashtra having email Id: charmi@bigshareonline.com/ info@bigshareonline.com
12. Members are requested to notify immediately any change in their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number, ECS mandate, nominations, power of attorney, bank account details, etc. to their 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, Mahakali Caves, Rd, Andheri East, Mumbai 400059, Maharashtra having email Id: charmi@bigshareonline.com/ info@bigshareonline.com.
13. Pursuant to Master Circular dated 7th May, 2024 and Circular dated 10th June, 2024 issued by SEBI, it shall be mandatory for the holders of physical securities to furnish PAN, contact details (Postal address with PIN and Mobile number), Bank A/c details and specimen signature for their corresponding folio numbers. Members of such folios where in any one of the above-mentioned document/details are not updated shall be eligible:
 - a. To lodge grievance or avail any service request from the RTA ONLY after furnishing PAN and KYC details.
 - b. For any payment including dividend, interest or redemption payment in respect of such folios ONLY through electronic mode with effect from 1st April, 2024.

Members are requested to register/update the details in prescribed Form ISR-1 and other relevant forms, duly filled along with self-attested supporting documents and other relevant forms, with Bigshare Services Pvt. Ltd., Registrar and Share Transfer Agent of the Company at charmi@bigshareonline.com/

info@bigshareonline.com. Members may download the prescribed forms from the Company's website at www.agrophos.com

14. The Dividend, if approved at the AGM, will be paid in accordance with the following terms and conditions:
 - a. The Board of the Company, at its meeting held on 06th September, 2025, has approved and recommended the payment of Final Dividend of Re. 1/- (Rupee One only) per equity share of the face value of Rs. 10 (Rupees Ten) each for the financial year ended 31st March, 2025, subject to the approval of shareholders at the AGM to those Members:
 - whose names appear as 'Beneficial Owners' as at the end of the business hours on Tuesday, September 23, 2025 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited, in respect of Equity Shares held in dematerialized form; and
 - whose names appear on the Company's Register of Members after giving effect to valid share transfer / transmission request(s), if any, lodged with the Company / its RTA on or before the close of business hours on Tuesday, September 23, 2025 in respect of shares held in physical form.
 - b. The Dividend, subject to the approval of the Members, will be paid on or after 30th September, 2025 to those Members whose names appear on the Register of Members as on the Record Date i.e. 23rd September, 2025.
 - c. Members holding shares in physical/demat mode are hereby informed that the Bank particulars registered with RTA or their respective DP, as the case may be, will be considered by the Company for payment of dividend.
 - d. Members holding shares in physical/demat mode are required to submit their Bank account details, if not already registered, as mandated by the SEBI.
 - e. In case the Company's Banker is unable to process the Final Dividend to any Member by electronic mode, due to non-availability of the details of the bank account or for any other valid reason whatsoever, the shareholder may write to the Company with KYC details and a cancelled original cheque for allowing the Company to transfer the amount to the respective bank accounts of the Member(s) through the Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/Real Time Gross Settlement (RTGS)/Direct Credit, etc.
 - f. As per the Income Tax Act, 1961, dividends paid or distributed by the Company after 1st April, 2020, shall be taxable in the hands of the shareholders and the Company shall be required to deduct tax at source ("TDS") at the prescribed rates from the dividend to be paid to the shareholders, subject to the requisite approvals. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. The members are requested to update their Residential Status, Category as per the Income-tax Act and PAN with Depositories (in case of shares held in demat mode) and with the Company/ RTA.
15. In terms of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), equity shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more from the date of declaration will also be transferred to IEPF, operated by the IEPF authority, pursuant to the IEPF rules. Members are requested to verify the details and lodge their claims with the Company to avoid transfer of dividend and related shares to IEPF Account.
16. 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.
17. 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.
18. 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.
19. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, and May 13 2022 (including subsequent relevant circulars) 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 2025 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 desirous of obtaining the physical copy of the Notice of AGM and Annual Report 2025, may send their request at cs@agrophos.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

(b) For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

Additionally, in accordance with Regulation 36(1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is also sending a letter to Members whose e-mail IDs are not registered with Company/RTA/ DPs providing the weblink of Company's website from where the Annual Report for FY 2024-25 including the Notice of this AGM can be accessed.

20. 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.
21. 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) working days of passing of the resolution at the Annual General Meeting of the Company and will be communicated to the Stock Exchange(s).
22. 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 2024-2025 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.
23. 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.

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

The remote e-voting period begins on 27th September, 2025 at 9:00 A.M. and ends on 29th September, 2025 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. 23rd September, 2025, 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, 2025.

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"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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.nsdl.com. Select "Register Online for IDEAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. 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 style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div> </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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,

	<p>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.</p> <ol style="list-style-type: none"> If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

- **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?

- 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.
- 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, 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.
- 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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.
 - 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:

- 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.
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- 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 neeshcs2004@yahoo.co.in with a copy marked to 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 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 or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at 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 or the RTA at: 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 or the RTA at: 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 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

Place: Indore
Date: 06.09.2025

RAJ KUMAR GUPTA
MANAGING DIRECTOR
DIN: 00244925

Disclosure under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards on General Meetings

Name of Director	Ms. Maya Vishwakarma	Mr. Vishnu Kant Gupta
DIN	10447927	05233476
Date of Birth	20.01.1991	14.06.1980
Age	34 years	45 years
Date of Appointment (Initial) Date of appointment at current Designation	14 th August 2025	Initial: 16 th March, 2012 Current: 17 th January, 2025
Qualification	She 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.	He has completed his Bachelors in Physiotherapy from Barkatullah University.
Experience in Specific Functional Areas	She has over 6 years of overall experience in various fields such as Company law, legal, Secretarial & SEBI related matters, etc.	He has over 10 years' experience in fertilizer industry and has knowledge in accounting, finance, technical. His scope of work includes management of organizational finances.
Terms and conditions of continuation of directorship and for appointment as an Independent Director and Reappointment as Director	As per the resolution of appointment passed by the Board of Directors and the members at the General Meeting of the Company and Company's Policy on Nomination, Remuneration and Board Diversity	As per the resolution of appointment passed by the Board of Directors and the members at the General Meeting of the Company and Company's Policy on Nomination, Remuneration and Board Diversity
Remuneration last drawn	NA	As mentioned in the Corporate Governance Report (forming part of Annual Report 2024-25)
Remuneration proposed to be paid	Sitting fees for attending the Board/Committee meetings	As determined by the Board of Directors from time to time within the limits as approved by the members at the Extra - Ordinary General Meeting (EGM) held on 10 th February, 2025
Directorships in other companies (including foreign companies and the listed entities from which the	Nil	Listed: NIL Other Entities:

Director has resigned in the past three years)		<ul style="list-style-type: none"> Sunagro Phoschem Private Limited Suhane Green Foods And Frozen Private Limited
No. of meetings of the board attended during the year FY 2024-25	NA	9 out of 9 Board meetings.
Memberships in Board Committees of other companies (includes membership details of all Committees)	Nil	Nil
No. of shares in the Company	Nil	1596075
Inter-se relationship with any other Directors or KMP of the Company	Nil	<p>Inter-se relationship with Mr. Raj Kumar Gupta, Managing Director.</p> <p>Mr. Raj Kumar Gupta's brother is father of Mr. Vishnu Kant Gupta</p>

Annexure to the Notice

EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013)

ITEM NO. 4

Ms. Maya Vishwakarma (DIN: 10447927) 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 14th August, 2025 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. Maya Vishwakarma 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. Maya Vishwakarma, being eligible for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term up to 13th August, 2030.

Brief Profile:

Ms. Maya Vishwakarma 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. Her deep expertise in diverse areas of governance will provide invaluable insights and guidance to the Company's Board, thereby contributing significantly to its governance practices.

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

ITEM NO. 5

Pursuant to provisions of Section 204 of the Companies Act, 2013, ("the Act") read with the rules framed thereunder, and Regulation 24(A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") [including any statutory modification or re-enactment(s) thereof for the time being in force] and based on the recommendation of the Audit Committee, the Board of Directors at their meeting held on May 29, 2025, has approved the appointment of M/s. NPG & Co., Practicing Company Secretaries, Peer Review Certificate No. 1995/2022 as Secretarial Auditor of the Company to carry out the Secretarial Audit for a period of five (5) consecutive financial years commencing from FY 2025-26 till FY 2029-30, subject to the approval of the Members.

M/s. NPG & Co. is Indore based Practicing Company Secretaries Firm which is engaged in the area of Secretarial audit, Secretarial Compliance report, reconciliation of share capital Audit, other kind of corporate secretarial practices, company law, SEBI and various other business laws.

The firm has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by M/s. NPG & Co. as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The Board recommends the Ordinary Resolution set forth in Item No. 5 of this Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 5 of this Notice.

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 2025-26 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 29th May 2025, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transactions 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 No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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)	<p>APIndia Biotech Private Limited ("ABPL")</p> <p>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 05th June, 2023.</p>
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 transactions during 2025-26 relating to:</p> <ul style="list-style-type: none"> • Purchase of rock phosphate and other fertilizers • Sale of Fertilizers
3.	Value of the transaction	30 crores approx
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	25.03%
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"> • nature of indebtedness; • cost of funds; and • tenure; 	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 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 may face difficulty 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:</p> <p>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 transactions will be conducted in the ordinary course of business and on an arm's length basis, ensuring fairness and transparency.</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. 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 Shri Tulsi Phosphate Limited ('STPL'). The estimated value of transactions with STPL during the financial year 2024-2025 exceeded the materiality threshold as stated above. All the said transactions were in the ordinary course of business of the Company and on an arm's length basis.

Due to a high-seas sale opportunity during the year, the Company entered into additional transaction with Shri Tulsi Phosphate Limited at arm's length price, beyond the said threshold, to capitalize on a favorable business opportunity. This transaction was duly approved by the Audit Committee and Board of Directors in accordance with the Company's internal governance framework.

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 No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, is provided herein below:

Particulars of material related party transactions between the company and STPL

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)	<p>Shri Tulsi Phosphate Limited ("STPL")</p> <p>Agro Phos (India) Limited holds 2900000 equity shares in STPL constituting 24.17% of Total Paid up capital. Consequently, STPL has been classified as an Associate Company of Agro Phos (India) Limited with effect from December 20, 2023. Further, since the directors and shareholders of STPL form part of the promoter group of Agro Phos (India) Limited, STPL is deemed to be both an Associate Company and a Related Party of Agro Phos (India) Limited in terms of the applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.</p>
2.	Type, tenure, material terms and particulars	<p>Sale of Fertilizers: Due to a high-seas sale opportunity found during the year FY 2024-25, the Company entered into transaction with Shri Tulsi Phosphate Limited at arm's length price, to capitalize on a favorable business opportunity.</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 ratifying transaction of High Seas Sale of Fertilizers during 2024-25.</p>
3.	Value of the transaction	Rs. 10,08,70,000/-
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	-
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, • nature of indebtedness; • cost of funds; and • tenure;	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 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	Sale of Fertilizers: Both companies operate in the same line of business. Due to a high-seas sale opportunity, the Company entered into transaction with STPL at arm's length price in the ordinary course of business, to capitalize on a favorable business opportunity. This transaction was duly approved by the Audit Committee and Board of Directors in accordance with the Company's internal governance framework.
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 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 Shri Tulsi Phosphate Limited, ('STPL'). The estimated value of transactions with STPL during the financial year 2025-26 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 29th May 2025, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transactions 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. 8 of this Notice.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, is provided herein below:

Particulars of material related party transactions between the company and STPL

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)	<p>Shri Tulsi Phosphate Limited ("STPL")</p> <p>Agro Phos (India) Limited holds 2900000 equity shares in STPL constituting 24.17% of Total Paid up capital. Consequently, STPL has been classified as an Associate Company of Agro Phos (India) Limited with effect from December 20, 2023. Further, since the directors and shareholders of STPL form part of the promoter group of Agro Phos (India) Limited, STPL is deemed to be both an Associate Company and a Related Party of Agro Phos (India) Limited in terms of the applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.</p>
2.	Type, tenure, material terms and particulars	<p>Purchase and 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 and Sale of Fertilizers during 2025-26.</p>
3.	Value of the transaction	Rs. 15 crores

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	12.51%
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"> • nature of indebtedness; • cost of funds; and • tenure; 	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 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	Sale and Purchase of 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.
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. 9 and 10

The Board of Directors of the Company in its Board Meeting dated 22nd August, 2025 on the recommendation of the Audit Committee has approved the appointment of M/s. Sudeep Saxena & Associates, Cost Accountants (FRN: 100980) as Cost Auditors for the financial year ended March 31, 2025, to fill the casual vacancy caused by the resignation of M/s. M.P. Turakhia & Associates, Cost Accountants (FRN: 000417) at a remuneration of Rs. 1,20,000/- (Rupees One Lac Twenty 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 and also in its Board Meeting dated 14th August, 2025 on the recommendation of the Audit Committee has approved the appointment of M/s. Sudeep Saxena & Associates, Cost Accountants (FRN: 100980) as Cost Auditors for the financial year ended March 31, 2026, at a remuneration of Rs. 1,20,000/- (Rupees One Lac Twenty 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 auditor has to be ratified by the shareholders of the Company for for the financial year ended March 31, 2025 and for the financial year ended March 31, 2026 .

Therefore, the Board recommends the Ordinary Resolution at Items No. 9 and 10 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 and 10 of the Notice.

Brief Profile of M/s. Sudeep Saxena & Associates, Cost Accountants:

M/s. Sudeep Saxena & Associates is having experience of more than 15 years and handled Costing Assignments of industries like Pharmaceutical, Fertilizer, Food, Textiles etc. and offers services like:

- Cost Audit
- Costing Compliance
- Stock Audit
- Insurance Valuation for Loss of Stock

"The firm is owned and controlled by CMA Sudeep Satyendra Saxena, a Fellow Member of the Institute of Cost Accountants of India (ICMA). He is the Proprietor of the firm and holds the qualifications of FCMA, MBA (Finance) and M.Com. He possesses over 10 years of professional experience in the financial industry, having worked with reputed organizations.

The firm is handling assignments in consultancy and cost audit of various companies of repute, covering public sector, private sector and government sector. The Head office of the firm is located in Indore (M.P.). The Firm is an Independent Firm of Cost Accountant and is maintaining arm's Length relationship with our Company. The Firm is registered with the Institute of Cost Accountants of India under Registration No. 100980.

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

Place: Indore
Date: 06.09.2025

RAJ KUMAR GUPTA
MANAGING DIRECTOR
DIN: 00244925

FormNo.MGT-11Proxy

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies Management and Administration Rules, 2014]

CIN:L24123MP2002PLC015285

Name of the company: Agro Phos (India) Limited

Registered office : M-87, Trade Centre 18M, South Tukoganj, Indore (MP) 452001 Name of the member(s):

Registered address:

E-mail Id :

Folio No./Client Id:

DPID :

I/We, being the member (s) of

..... shares of the abovenamed company, hereby appoint: 1. Name: Address

s: E-mail Id:

Signature: or failing him/her

2. Name: Address: Email:

Signature: or failing him/her

3. Name: Address: E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting of the company, to be held on the Tuesday, 30th September, 2025 At 12.30 P.M. at Hotel Rasa Royal situated at 93-B, WBScheme No. 94, Near Bombay Hospital, Vijay Nagar, Indore (MP) 452006 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolution type	Description	For	Against
1.	Ordinary Resolution	To receive, Consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the company comprising Balance Sheet, Statement of Profit and Loss Account, Cash Flow Statements for the year ended 31st March, 2025 together with the report of the Board of Directors & Auditors thereon.		
2.	Ordinary Resolution	To declare a final dividend of Re. 1/- per equity share face value of Rs.10/- each share for the financial year ended March 31, 2025.		
3.	Ordinary Resolution	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.		
4.	Special Resolution	To appoint Ms. Maya Vishwakarma (DIN: 10447927) as an Independent Director of the company		
5.	Ordinary Resolution	To approve appointment of M/s. NPG & Co. as a Secretarial Auditor of the company		

6.	Ordinary Resolution	To approve material related party transaction limits with API India Biotech Private Limited Regulations, 2015		
7.	Ordinary Resolution	To ratify material related party transaction limits with Shri Tulsi Phosphate Limited for FY 2024-2025		
8.	Ordinary Resolution	To approve material related party transaction limits with Shri Tulsi Phosphate Limited		
9.	Ordinary Resolution	To confirm payment of remuneration to cost auditors M/s. Sudeep Saxena & Associates, Cost Accountants as Rs. 1,40,000/- Plus GST Plus reimbursement of out- of-pocket expenses to conduct audit of cost Records of company for the financial year ending March 31, 2025		
10.	Ordinary Resolution	To confirm payment of remuneration to cost auditors M/s. Sudeep Saxena & Associates, Cost Accountants as Rs. 1,40,000/- Plus GST Plus reimbursement of out- of-pocket expenses to conduct audit of cost Records of company for the financial year ending March 31, 2026		

Signed this.....day of..... 2025

Signature of Shareholder.....

Signature of Proxyholder(s).....

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. This is only optional. Please put "x" in the appropriate column against the resolution indicated in the box. If you leave the "For" or "Against" column blank against any or all resolutions. Your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Affix
Rs. 1 Revenue
Stamp

AGROPHOS(INDIA)LIMITED
M-
87,TradeCentre18M,SouthTukoganjIndoreMP452001FORM
NO.MGT.12
POLLINGPAPER/BALLOTPAPER

SNo	Particulars	Details
1.	NameoftheFirstNamedShareholder(Inblockletters)	
2.	Postaladdress	
3.	RegisteredfolioNo./*ClientIDNo.(*Applicabletoinvestorsholdingsharestoindematerializedform)	
4.	ClassofShare	

I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

No.	Particulars	Type of Resolution	No. of shares Held by me	I assent to the resolution	I dissent From the resolution
Ordinary Business					
1.	To receive, Consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the company comprising Balance Sheet, Statement of Profit and Loss Account, Cash Flow Statements for the year ended 31st March, 2025 together with the report of the Board of Directors & Auditors thereon.	Ordinary Resolution			
2.	To declare final dividend of Re. 1/- per equity share face value of Rs.10/- each share for the financial year ended March 31, 2025.	Ordinary Resolution			
3.	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.	Ordinary Resolution			
Special Business					
4.	To appoint Ms. Maya Vishwakarma (DIN: 10447927) as an Independent Director of the company	Special Resolution			
5.	To approve appointment of M/s. NPG & Co. as a Secretarial Auditor of the company	Ordinary Resolution			
6.	To approve material related party transaction limits with AP India Biotech Private Limited Regulations, 2015	Ordinary Resolution			
7.	To ratify material related party transaction limits with Shri Tulsi Phosphate Limited for FY 2024-2025	Ordinary Resolution			
8.	To approve material related party transaction limits with Shri Tulsi Phosphate Limited	Ordinary Resolution			

9.	To confirm payment of remuneration to cost auditors M/s. Sudeep Saxena & Associates, Cost Accountants as Rs. 1,40,000/- Plus GST Plus reimbursement of out- of-pocket expenses to conduct audit of cost Records of company for the financial year ending March 31, 2025	Ordinary Resolution			
10.	To confirm payment of remuneration to cost auditors M/s. Sudeep Saxena & Associates, Cost Accountants as Rs. 1,40,000/- Plus GST Plus reimbursement of out- of-pocket expenses to conduct audit of cost Records of company for the financial year ending March 31, 2026	Ordinary Resolution			

Place: Indore

Date:

(Signature of the shareholder)

ATTENDENCESLIP

(TO BE SIGNED AND HANDED OVER AT THE ENTRANCE OF THE MEETING HALL)

I hereby record my presence at the 23rd Annual General Meeting of the Company being held on,
Tuesday, 30th September, 2025 at 12.30 P.M. at Hotel Rasa Royals situated at 93-B, WBScheme No. 94, Near Bombay Hospital, Vijay Nagar, Indore (MP) 452006.

NAME(S) OF THE MEMBER(S) :

Registered Folio NO./ Client ID NO.:

NO. OF SHARES HELD :

Name of Proxy (in block letters)

(To be filled in, if the proxy attends instead of the Member).....

Member's/Proxy's Signature

RouteMaptothe VenueofAGM
AtHotelRasaRoyal situatedat 93-
B,WBSchemeNo.94,NearBombayHospital,Vijay Nagar, Indore (MP)452006

