



AGRO PHOS INDIA LIMITED

To,

Date : 07/09/2020

The Manager,
Listing Department,
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor
Plot No.C-1, G Block
Bandra-Kurla Complex
Bandra (East), Mumbai 400 051

NSE Symbol : AGROPHOS

Dear sir/Madam,

Subject: Submission of Notice of 18th Annual General Meeting as per SEBI (LODR) Regulation, 2015.

In Compliance of Regulations of SEBI (Listing Obligation and Disclosure Requirements) 2015, This is to Inform you that 18th Annual General Meeting of the company is to be held on Wednesday, 30th September, 2020 at 12:30 P.M. at Hotel Surya, 5/5, Surya Circle, Nath Mandir Road, South Tukoganj, Indore, Madhya Pradesh 452001 to transact the business set out in the Notice of 18th AGM.

The Notice of the 18th Annual general Meeting along with the E-voting instructions is enclosed herewith.

You are requested to take the same on your records.

Thanking You.

Yours Faithfully
For Agro Phos (India) Limited



Sumit Sharma
Company Secretary

Enclosure: Notice of 18th AGM

NOTICE

Notice is hereby given to all the members of the Company that the 18th Annual General Meeting of the Company will be held on Wednesday the 30th September, 2020 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. To Consider and adopt the Audited Financial Statements comprising Balance Sheet, Statement of Profit and Loss Account, Cash Flow Statements for the year ended 31st March, 2020 together with the report of the Board of Directors & Auditors thereon.
2. To appoint Director in place of Mr. Abhishek Kalekar (DIN: 07758751) who retires by rotation and, being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To confirm payment of remuneration of cost auditors for the financial year ending March 31, 2021 and this regard, 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 all other applicable provisions of the Companies Act, 2013 and the rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such Orders, Rules, Notifications, as may be promulgated by the appropriate authorities in this regard, the remuneration of Rs. 30,000/- (Rs. Thirty Thousand only) plus GST as applicable and reimbursement of out of pocket expenses for the financial year ending 31st March, 2021 as approved by the Board of Directors of the Company, payable to M/s. M.P. Turakhia & Associates., Cost Accountant (Firm Registration No. 000417) to conduct audit of the cost records of the Company be and is hereby confirmed."

4. **To appoint and confirm remuneration of Mr. Vishnu Kant Gupta (DIN: 05233476) as a Whole-time Director and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution: -**

"RESOLVED THAT subject to the provisions of Sections 196 and 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), approval of the members of the Company is be and hereby accorded for the appointment of Mr. Vishnu Kant Gupta (DIN: 05233476), as Whole Time Director of Company for a period of Five years w.e.f. 11th November, 2019 at a Remuneration of Rs.1,50,000/- (Rupees One Lakh Fifty Thousand Only) per Month 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 Central Government, 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. Abhishek Kalekar retire by rotation and being eligible offer themselves for re- appointment.

Also the re-appointment of Shri Vishnu Kant Gupta as whole Time Director is subject to confirmation in this AGM

Detail of Shri Abhishek Kalekar and Shri Vishnu Kant Gupta are as below:

Name of Director	Abhishek Kalekar	Vishnu Kant Gupta
Designation	Director	Whole Time Director
Date of Birth	01.05.1987	14.06.1980
Date of Appointment on Board	08.03.2017	16.03.2012
Qualification	Graduate	Bachelors in Physiotherapy
Directorship in other companies	NA	NA
No. or % of holding in Company	150000 (0.74%)	1596075 (7.87%)

6. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") in respect of item no. 3 to 4 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, 2020 to September 30th, 2020 (both days inclusive).
8. SEBI vide notification dated June 08, 2018 have conveyed amendment to Regulations 7 and 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which enforced w.e.f. December 05, 2018, which made it mandatory in case of transfer of securities of the Company cannot be processed unless the securities are held in dematerialized form with a depository, the said requirement of Dematerializations is not mandatory in case of Transmission or Transposition of Shares or one can hold securities in physical form until the securities are not intended for transfer.

In view of the above, we request the shareholders holding shares in physical form to kindly dematerialize equity shareholding in Agro Phos (India) Limited.

9. Members are requested to notify immediately any change in their address and E-Mail ID to their respective Depository Participants (DPs) in respect of their electronic share accounts and to the Registrar and Share Transfer Agent of the Company viz. Bigshare Services Pvt. Ltd. Located at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400059, Maharashtra. having email Id investor@bigshareonline.com to receive the soft copy of Annual Report of the Company.
10. Members are requested to :
 - a. Complete the attendance slip and deliver the same at the entrance of the meeting hall.
 - b. Send their questions at least 10 days in advance of the Annual General Meeting about any further information on accounts so as to enable the Company to answer their question satisfactorily.

11. All documents referred to in the accompanying Notice and Explanatory Statements are open for inspection at the Registered Office of the Company on all working days except Saturday between 11.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting.
12. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID Nos. for easy identification of attendance at the meeting.
13. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, 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 2020 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 CDSL i.e, www.evotingindia.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 2019-20 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 Central Depository Services (India) Limited (CDSL) 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 18th AGM by electronic means.

The instructions to members for voting electronically are as under

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME as Agro Phos (India) Limited" from the drop down menu and click on "SUBMIT"

- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Agro Phos (India) Limited> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password& enter the details as prompted by the system.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.

- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 09:00 A.M. on Sunday 27 September and ends on 05:00 P.M. on Tuesday 29 September 2020, During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com, or Company at cs@agrophos.com

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
Sd/-**

**Place: Indore
Date: 05/09/2020**

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

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

ITEM NO. 3

The Board of Directors of the Company on the recommendation of the Audit Committee has approved the appointment and remuneration of M.P. Turakhia & 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, 2021 at a remuneration of Rs. 30,000/- (Rupees Thirty 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, the remuneration payable to the cost auditors has to be ratified by the shareholders of the Company. The Board recommends the Ordinary Resolution at Item No. 3 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. 3 of the Notice.

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

- M.P. Turakhia & Associates, a partnership firm was promoted in the year 1998 by Cost Accountants with meticulous track record and sound professional background.
- The firm is wonderful combination of experience and energy, comprising of three partners, namely:
 - 1) **MIHIR P TURAKHIA** (AGE: 41 years) B.Com, LLB, FCMA. having experience of 20 years in the practice of cost and management consultancy.
 - 2) **DEEPIKA PRADHAN** (AGE: 37 years) B.Com, FCMA having working experience of 15 years in various industries.
 - 3) **SNEHA C. TURAKHIA** (AGE: 27 years) B.Com, ACMA. having exposure of 7 years and tech savvy.
- The firm is handling assignments in consultancy and cost audit of various companies of repute, Export-Import Services, Excise and Service Tax Advisory, covering public sector, private sector and government sector.
- The Head office of the firm is located at prime location in Indore (M.P.) and having branch office at Mumbai and Nagpur (MH).
- 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.4

Mr. Vishnu Kant Gupta was re-appointed as Whole Time Director of the Company by the Board of Directors with effect from 11th November, 2019 in terms of the provisions of the companies Act 2013, he holds office till the conclusion of this Annual General Meeting. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from Member proposing the candidature of Mr. Vishnu Kant Gupta for the office of Whole Time Director of the Company, also the company has received recommendation from Nomination and remuneration Committee regarding the said appointment.

Therefore, the appointment of Mr. Vishnukant Gupta shall be valid for a consecutive period of Five Years starting from 11th November 2019.

Brief Profile:

Mr. Vishnu Kant Gupta aged 40 years, holds Bachelor's degree in Physiotherapy, however his core area of work is in corporate sector, he is working with company since 2012 and controlling all financial matters as well as managing operation cycle of the company, he controls and advised on financial decision of the company and also kept a significant influence in the administration of management of the company.

Being a director as well as Promoter of company Mr. Vishnukant Gupta and his relative is interested or concerned in the said resolution, and except this no other directors or, Key Managerial Personnel or their relatives interested in this resolution.