!! Jai Maa Sharda !!

Agro Phos

AGRO PHOS INDIA LIMITED

Date: 17/09/2020

To,

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,

Sub: Notice of Addendum to the Notice of 18th Annual General Meeting.

With reference to the captioned subject, please find enclosed herewith Addendum to the Notice of 18th AGM dated 05th September 2020, accordingly all shareholders and other stakeholers are requested to read the Notice of 18th AGM with the enclosed Addendum, a copy of the said Addendum is also available at Company's Website viz. www.agrophos.com.

Further members are informed that except the modification as stated in enclosed Addendum all content of Notice of 18th AGM including date & Time of E- Voting will be same.

Kindly take the above on your record and acknowledge us.

Thanking You.

Yours Faithfully

For Agro Phos (India) Limited

AGRO PHOS (INDIA) LIMITED

Sumit Sharma
Company Secretary

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

CIN No. : L24123MP2002PLC15285

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AGRO PHOS INDIA LIMITED

ADDENDUM TO THE NOTICE OF 18TH ANNUAL GENERAL MEETING

Agro Phos (India) Limited ("The Company) had issued a Notice Dated 05th September 2020 for convening the 18th Annual General Meeting of shareholders of the company scheduled to be held on Wednesday, 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 business as set out in the Notice of AGM.

Subsequent to the issuance of the Notice of AGM, Board at their Meeting held on 15th September 2020 have approved Resignation of M.P. Turkhia & Associates as Cost Auditor of Company w.e.f. 15th September 2020 and in place of whom, M/s Neeraj Maheshwari & Associates, Cost Accountants, have appointed as Cost Auditor of Company to conduct audit of company's Cost Records for the Financial Year ended on 31st March 2021, and whose remuneration is subject to ratification by Members at ensuing Annual General Meeting, The necessary Information regarding the said Resignation and Appointment have been already placed with Exchange vide Outcome of Board Meeting dated 15th September 2020.

Accordingly, the ordinary resolution as set out at Item No. 3 in Special Business of Notice of AGM which provides for ratification of Remuneration to Cost Auditor, shall be modified in the below Manner

MODIFIED ORDINARY RESOLUTION:

Item No. 3 To confirm payment of remuneration of cost auditors for the financial year ending on 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. 25,000/- (Rupees Twenty-Five 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. Neeraj Maheshwari & Associates., Cost Accountant (Firm Registration No. 002113) to conduct audit of the cost records of the Company be and is hereby confirmed.

Notes:

1. The Explanatory Statement pursuant to the provision of Section 102 of Companies Act, 2013 in respect to the above ordinary resolution to be transacted at 18th AGM is annexed hereto.
2. This addendum to the Notice along with Explanatory Statement is available on Company's Website at www.agrophos.com.
3. All the process, notes and instruction relating to e-voting set out for and applicable for the ensuing Annual General Meeting Shall mutatis-mutandis apply to the e-voting for the resolution proposed in this Addendum to the Notice of AGM.
4. All other content of the Notice of 18th AGM dated 05th September 2020 shall remain unchanged.

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ADDENDUM TO THE EXPLANATORY STATEMENT OF THE MODIFIED RESOLUTION OF AGENDA ITEM NO. 3 OF NOTICE OF AGM

The Board of Directors of the Company at their meeting held on 15th September 2020 have accepted and approved Resignation of Existing Cost Auditor M.P. Turkhia & Associates w.e.f 15th September 2020 and on the recommendation of the Audit Committee has approved the appointment of Neeraj Maheshwari & Associates, Cost Accountant (Firm Registration No. 002113), 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. 25,000/- (Rupees Twenty-Five 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 is to be ratified by the shareholders of the Company. The Board recommends the Modified Ordinary Resolution at Item No. 3 as stated above 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 Neeraj Maheshwari & Associates

M/s Neeraj Maheshwari & Associates, is a Proprietorship firm and was promoted in the year 2018 by good track record and sound professional background.

The firm is owned & Controlled by CMA Mr. Neeraj Maheshwari who is holding Degree of B.COM, and ACMA and having experience of 2.5 years in the practice of cost and management consultancy.

The firm is handling assignments in consultancy and cost audit of various companies, 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.).

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. 002113.

By order of Board of Directors
Agro Phos(India) Limited

Date:17/09/2020
Place: Indore

AGRO PHOS (INDIA) LIMITED

Raj Kumar Gupta
Managing Director
DIN: 00244925

Regd. Office : M - 87, Trade Centre, 18, South Tukoganj, Indore (M.P.)
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Website : www.agrophos.com

CIN No. : L24123MP2002PLC15285

Form No. MGT-11 Proxy

[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 :

DP ID :

I/We, being the member (s) of ……..…….shares of the above named company, hereby appoint:

1. Name:……Address:……..E-mail…….

   Signature:……,…….. or failing him/her

2. Name:……Address:……..…E-mail:…….

   Signature:……,…….. or failing him/her

3. Name:……Address:……..E-mail:…….

   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 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 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 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.	Ordinary Resolution	To appoint Director in place of Mr. Abhishek Kalekar (DIN:07758751) who retires by rotation and, being eligible offers himself for re-appointment..		
3.	Ordinary Resolution	To confirm payment of remuneration to Neeraj Maheshwari & Associates, cost auditors as Rs. 25,000/- Plus GST to conduct audit of cost Records of company for the financial year ending March 31, 2021		
4.	Special Resolution	To appoint Mr. VishnuKant Gupta (DIN: 05233476) as Whole-Time Director of company for a term of Five w.e.f. 11th November 2019 at a Remuneration of Rs. 1,50,000/-(Rupees One Lakh Fifty Thousand Only)		

Signed this…… day of…… 2020

Signature of Shareholder……..

Signature of Proxy holder(s)…….

Affix Rs.1

Revenue Stamp

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 be vote in the manner/as he/she thinks appropriate.