POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification (s) or re- enactment thereof, for the time being in force) ("the Rules") and other applicable laws and regulations that the resolutions appended are proposed to be passed by way of Postal Ballot.

The Explanatory Statement pertaining to the Resolutions setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form for your consideration.

In the event the draft resolutions as set out in the notice are assented to by the requisite majority by means of Postal Ballot (whichever method the Shareholder opts for), they shall be deemed to have been passed as Special Business at an Extraordinary General Meeting. The date of the announcement of result of Postal Ballot shall be considered as the date of passing of the said resolutions.

The Board of Directors of your Company at the meeting held on 12th December, 2017 have appointed Mr. Neelesh Gupta & Co., a Practicing Company Secretary (FCS: 6381; CP: 6846) as the Scrutinizer for scrutinizing the Postal Ballot.

Members have the option to vote by Postal Ballot. Members are requested to read carefully the instructions printed on the Postal Ballot Form and return the same, completed and signed, in the enclosed self-addressed postage prepaid envelope, so as to reach the Scrutinizer on or before the close of working hours on Monday,15th January, 2018.

Based on the Scrutinizer's Report, the Results of the Postal Ballot will be declared on Tuesday, 16th January, 2018 at 5:00 PM at the registered office of the Company. The declared Results, along with the Scrutinizer's Report will be available on the Company's Website **www.agrophos.com** under the section 'Investor Relations' and will also be forwarded do the Stock Exchanges where the Company's shares are listed.

SPECIAL BUSINESS

1. To pass with or without modification the following resolution as Special resolution

"RESOLVED THAT pursuant to provisions of Section 13 and all other applicable provisions if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to necessary approval(s) if any, from the competent authorities, Clause V of the Main object of the Memorandum of Association of the Company be altered by adding the following new clause as V 3., after existing Clause V 2.:

CLAUSE V 3

3. To carry on the business of and to undertake and promote production, manufacture, converters, processors, sale, purchases, import, export and distribution of agricultural commodities, agriculture products, horticultural, organic, medicinal plant and forest produce, metals, sponge iron, iron, iron ore, steel, castings, die-castings, forging, forged items, bending, moldings, ferrous and non-ferrous metals and alloys, aluminum, gun metal and other metals, and to act as the agency for channelization of export and import and interstate trade of agricultural and other commodities or articles and to act as agent of any agency, whether government or non-government, or cooperative institution for the purchase, sale, storage and distribution of agricultural, horticultural, forest and animal husbandry produce, wool agricultural requisites and other consumer goods and to own, construct, lease or sub-lease warehouses, godowns and cold storages for storing the aforesaid products.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors, be and is hereby authorized to do all such acts, and things as may be deemed necessary and settle any or all questions/matters arising with respect to the above matter, and to execute all such deeds, documents, agreements as may be necessary for the purpose of giving effect to this resolution."

Date: 15/12/2017
Place: Indore

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

RAJ KUMAR GUPTA
MANAGING DIRECTOR
DIN: 00244925

NOTES:

1. The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories on Friday, 15th December, 2017 (Cut-off date) as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL). The postal Ballot Notice is being sent in electronic mode to those Members who have registered their E-mail addresses with the Company or with the Depositories and in physical mode to the other Members.

2. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday, 15th December, 2017 (Cut-off date). Only those Members whose names are recorded in the Registered of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by Postal Ballot. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purposes only.

3. The Board has appointed M/s Neelesh Gupta & Co., Company Secretaries (Membership No. FCS 6381 and Certificate of Practice No. 6846), as a Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

4. Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Postal Ballot Form. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the website of the Company, www.agrophos.com. To seek duplicate Postal Ballot Form, please contact our Registrars and Transfer Agent, M/s. Bigshare Services Pvt. Ltd, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400059, Maharashtra, Tel: 91-22-6263 8200, Email : investor@bigshare.com and request you to fill in the details and send the same to the Scrutinizer.

5. Kindly note that the Shareholders can opt only Physical Postal Ballot.

6. Shareholders exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self-addressed business reply envelope to the Scrutinizer. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Shareholders will also be accepted.

7. Postal Ballot forms received after 17:00 hours of Monday, January 15, 2018, will not be valid and, voting, whether by post or electronic means, is not allowed after Monday, January 15, 2018. Postal ballot Forms received after this date will be strictly treated as if the reply has not been received from the Member(s).

8. In case, shares are jointly held, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the company) by the first named Member and in his/her absence, by the next named Member.

9. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/Authority letter together with attested specimen signature(s) of the duly authorized signatory/ies, giving requisite authority to the person voting on the Postal Ballot Form.

10. The vote in this postal ballot cannot be exercised through proxy.

11. The Special Resolution, if pass by requisite majority, will be deemed to be passed on the last date of receipt of duly completed Postal Ballot Forms i.e. Monday, 15th January. 2018.

12. There will be one vote for every Client ID NO./Registered Folio No. irrespective of number of Joint holders.

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

For Item No. 1

The company is engaged in business as mentioned in Main Object Clause V 1 and Clause V 2 of Memorandum Of Association, Now as a step further Company wants to enter into business of import, export, manufacture, trading of all type of agriculture commodities, horticulture, organic, medicinal plant

and forest produce all types of metals, steel and iron and other matters as set in the resolution. Existing clause of the MOA does not specifically permits the company to do this business.

Your directors propose to add the new Clause V 3 with the existing clauses to empower the company to enter into this business.

As per the provisions of section 13 of the Companies Act, 2013 the Objects of the company may only be amended after the consent of the members by way of Special Resolution subject to confirmation of Registrar of Companies.

Your director's recommend to pass the above resolution as set out in item No.1 of the notice as Special Resolution.

Amended copies of the Memorandum of Association may be inspected during the business hours at the Registered Office to the company.

Memorandum of Interest:

None of director is deemed to be concerned or interested in the resolution.

Date: 15/12/2017
Place: Indore

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

RAJ KUMAR GUPTA
MANAGING DIRECTOR
DIN: 00244925

AGRO PHOS (INDIA) LIMITED

Reg. Office At- M-87, Trade Centre 18m,
South Tukoganj Indore (M.P) 452001
CIN- U24123MP2002PLC015285
Email.id- Agrophos@Rediffmail.Com

POSTAL BALLOT FORM

Serial No. :

1. Name (s) of Member(s) including Joint holders, if any :

2. Registered address of the sole/first named Members:

3. DP ID NO. & Client ID No. */Registered Folio No. **
(*Applicable to Members holding shares in dematerialised form
** Applicable to Members holding shares in certificate form)

4. No. of Ordinary Shares held

5. I/We hereby exercise my/our vote in respect of following Resolution to be passed through Postal Ballot by conveying my/Our assent or dissent to the said Resolution by placing tick (✓) mark in the appropriate box below:

Resolution	**No. of ordinary shares for which votes cast**	**I/We assent to the Resolution (For)**	**I/We dissent to the to the Resolution (For)**
Special Resolution for alteration of the objects clause of the Memorandum of Association of the Company to include 'New Clause V 3.'			

Place:

Date:

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Signature of Member