



Neelesh Gupta & Co.

COMPANY SECRETARIES

Secretarial compliance report of AGRO PHOS (INDIA) LIMITED
for the year ended 31st March, 2021

I C.S. Neelesh Gupta, Practicing Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by AGRO PHOS(INDIA) LIMITED- CIN L24123MP2002PLC015285 (hereinafter called "the listed entity"), having its registered office at M-87, Trade Centre, 18M, South Tukoganj, Indore 452001 MP.
 - (b) the filings/ submissions made by the listed entity to the stockexchanges,
 - (c) website of the listed entity,
 - (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,
- for the year ended 31st March, 2021 (hereinafter referred as "Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
 - (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
 - (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996;
- and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

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- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 27(2)(a) of SEBI (LODR) Regulation, 2015 – Corporate Governance Report	Company has 6 days delayed in submission of Corporate Governance report for the Quarter ended 31, March, 2021	<i>Fine amount of Rs. 14160/- has been imposed by NSE and company has requested for waiver of the Fine to the NSE</i>
2.	Regulation 17 of SEBI (LODR) Regulation, 2015– Board of directors	Independent directors on the Board of company has ceased from the Board during the quarter ended March 31, 2021 rendering Composition of Board of Directors, Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee of company is not in lines with requirements of SEBI (LODR) Regulations, 2015.	<i>Due to the severity of COVID-19 Pandemic Company has faced problem to fill the post of Independent Director and Company has insured to appoint an Independent Director as soon as possible.</i>

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:



Sr. No.	Action taken by Stock Exchange/SEBI	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	A Notice dated 20-Nov-2020 was issued by Stock Exchange, Non submission of reports/disclosures in the annual report submitted for the year ended 31-Mar-2020	Disclosures/reports were not included in the annual report submitted by the company: 1.Detail of fees paid to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part. 2.Certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies	The Company has required to communicate the above disclosures/reports to the shareholders of the company and submit a confirmation of the same to the Exchange. And to exercise caution in future to avoid recurrence of such instances. Any such noncompliance in future would be viewed seriously and appropriate action would be initiated	<i>The Company has informed to the Stock exchange vide Letter dated 27-Nov-2020 that the said disclosure/reports have been communicated with shareholders through email.</i>
2.	A Notice dated 17-May-2021 was issued by Stock Exchange for delayed Compliance of Regulation 27(2) of SEBI(LODR) Regulations, 2015	Company has 6 days delayed in submission of Corporate Governance report for the Quarter ended 31, March, 2021	Stock Exchange has imposed fine of Rs 14160/- on the Company .	<i>The company has requested for waiver of the Fine to the Stock Exchange</i>
3.	Notices dated 27-Nov-2020 and 25-March-2021 were issued by the stock Exchange for movement in Price of the Security	As per Regulation 30 of the SEBI (LODR) Regulations, 2015, all listed companies are required to intimate to the Exchange all the events, information etc that have a bearing on the operation/performance of the company which include all price sensitive information, etc.	Company has advised to disclose about any price sensitive information or such other information/disclosures which may have bearing on volume or price of Company's scrip over stock exchange.	<i>The Company has clarified to the Stock exchange vide letter dated 01-Dec-2020 that any significant movement in Company's stock price may be happened due to better market condition and investor perspective on Company's Scrips.</i> <i>Further exchange have not raised any observations or query after having reply</i>



(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	A Notice dated January 01, 2020 was issued by Stock Exchange, required from company, detail of relation, if any held by company or any of it's designated employee with the person or entities mentioned in the said notice.. (the said notice was served to company on account of regular analysis of trading data of company by the exchange)	31 st March, 2021	The company have filed their reply to the said notice, Further exchange have not raised any observations or query after having reply.	As No further letter in the matter is being received from the NSE hence, It is assumed that matter stands closed.
2.	Notice Dated 23 rd July 2019 from Stock Exchange was served to company on ground of Non- Compliance Observed by the exchange related to non- filling of vacancy within time frame as required under Reg. 25 of SEBI(LODR), 2015, which was arise out of resignation of Independent Director.	31 st March, 2021	The company has proved to exchange vide it's response letter dated 24th July 2019, that the time limit prescribed under Reg. 25 of SEBI(LODR), 2015 has not expired, simultaneously assured to exchange about filling of vacancy within stipulated time frame. We have observed that, later company was complied with requirement of Reg. 25 SEBI(LODR), 2015 thus, no case of non-compliance was attracted.	Compliance Was done on the part of the company and no further action is required in the matter.

* as per our observations and the data and information provided by the company, we have observed that, except as mentioned above, company have received some queries/ Complaints from investors, directly or through Stock Exchange/ SCORES ID of company, and which were properly responded by the company within appropriate Time.

Date: 29/06/2021
Place: Indore

UDIN: F006381C000541399

For Neelesh Gupta & Co.,
Company Secretaries
CP No. 6846
CS. Neelesh Gupta
Proprietor
C.P. No. 6846