

**NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

Notice is hereby given to all the members of the Company that the Extra-Ordinary General Meeting of the Company will be held on Monday, 10<sup>th</sup> February, 2025 at 12:30 P.M. at the registered office of the company to transact the following business:

**SPECIAL BUSINESS:**

**1. To appoint/re-appoint Mr. Vishnu Kant Gupta (DIN: 05233476) as a Whole-Time Director of the Company**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a 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 ), and subject to the approval of the Company in the ensuing Extra-Ordinary General Meeting to be held on 10<sup>th</sup> February, 2025 is hereby accorded for the appointment/ re-appointment of **Mr. Vishnu Kant Gupta (DIN: 05233476)**, as Whole Time Director of the Company for a period of three years w.e.f. 17th January, 2025 on a basic salary of Rs. 3,50,000/- 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 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.”

**2. Re-appointment of Mr. Raj Kumar Gupta (DIN: 00244925) as Managing Director of the company:**

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

**“RESOLVED THAT** pursuant to provisions of Sections 196 and 197, 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) and subject to the approval of members in the ensuing Extra-Ordinary General Meeting to be held on 10<sup>th</sup> February, 2025, Mr. Raj Kumar Gupta (DIN: 00244925) be and is hereby re-appointed as the Managing Director of the Company for a period of three years w.e.f. 08<sup>th</sup> March ,2025 at a remuneration of Rs 4,50,000/- per month upon the terms and conditions as set out in agreement executed between the Company and Mr. Raj Kumar Gupta.”

**“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 Extra Ordinary General Meeting (EGM or the Meeting) is entitled to appoint a proxy to attend and vote on a poll/ballot instead of him/her and the proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting, either in person or through post. A Proxy form is appended with the attendance slip.
2. Members may refer proxy related provisions given in para 6 of the SS -2 – secretarial standard on general meeting issued by the ICSI and approved by Central Government.
3. Pursuant to provisions of Section 105 of the Companies Act, 2013, a person, can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the company. Member holding more than ten percent of the total share capital of the company may appoint single person as proxy who shall not act as proxy for any other person or shareholder. The instrument appointing proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
4. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
6. Register of Members and Share Transfer Books of the Company will remain closed from 03<sup>rd</sup> February, 2025 to 10<sup>th</sup> February, 2025 (both days inclusive).
7. As per the provisions of the Companies Act, 2013, facility for making nomination is available to the shareholders in respect of the Shares held by them. Nomination Forms can be obtained from the registrar and share transfer agents of the Company.
8. Members holding shares in Physical form are requested to notify change of address, if any, to Registrar and Share Transfer Agents and those who hold shares in dematerialized form are requested to notify to their Depository participants their change in address.
9. Members are, requested to bring their respective copy of the attendance Slip and affix their signature at the place provided on the attendance slip annexed to the Proxy form and hand over the slip at the entrance to the place of the Meeting.
10. Members holding shares in physical form are requested to notify immediately changes, if any, in their address or bank mandates to the Company/Registrar & Share Transfer Agents (“RTA”) quoting their Folio Number and Bank Account Details along with self-attested documentary proofs. Members holding shares in the Dematerialized (electronic) Form may update such details with their respective Depository Participants.
11. Relevant documents referred to in the accompanying Notice are open for inspection at the Office of the Company on all working days except Saturdays between 11.00 a.m. and 1.00 p.m. up to the date of the Extra Ordinary General Meeting.
12. Members desirous of seeking any information relating to the accounts and operations of the Company are requested to address their queries to the Company at least ten days in advance of the meeting to enable the Company to provide the required information at the meeting.
13. Members are requested to bring in their original photo ID (like PAN Card, Aadhar Card, Voter Identity Card, etc having photo identity) while attending the EGM.
14. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID for easier identification of attendance at the meeting. In case of joint holders attending the meeting, the joint holder with highest, in order of names will be entitled to vote.

15. The Notice of the EGM is being sent by electronic mode to those Members whose e -mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e -mail addresses, physical copies are being sent by the permitted mode.
16. To support the 'Green Initiative', the Members holding shares in physical form & who have not registered their e -mail addresses are requested to register the same with the Company's registrar and share transfer agents M/s. Bigshare Services Pvt. Ltd .
17. In compliance with the provisions of Section 108 of the Act and the Rules framed there under, the Members are provided with the facility to cast their vote electronically through the e -voting services provided by National Securities Depository Limited (NSDL), on all resolutions set forth in this Notice.
18. 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 the conclusion of the poll, the Chairperson may declare the meeting as closed.
19. 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 EGM of the Company and will be communicated to the Stock Exchange(s).
20. Members may also note that the Notice of EGM, Attendance Slip, Proxy Form, Route Map, Ballot/Poll Paper will also be available on the company website www.agrophos.com for their download. For any communication, the shareholders may also send requests to the company on the aforementioned Email ID.

#### **PROCEDURE FOR REMOTE E-VOTING**

21. 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 this EGM by electronic means.

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

**The remote e-voting period begins on 07<sup>th</sup> February, 2025 at 9:00 A.M. and ends on 09<sup>th</sup> February, 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. 03<sup>rd</sup> February, 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 03<sup>rd</sup> February, 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"> <li>Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDEAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDEAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>   </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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,</li> </ol>



	<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"><li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li></ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) 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?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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.*
4. 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:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) 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.
  - c) How to retrieve your 'initial password'?
    - i) 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'.
- (ii) 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:
    - a) 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](http://www.evoting.nsdl.com).
    - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) 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](mailto:neeshcs2004@yahoo.co.in) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.com](mailto: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](mailto:cs@agrophos.com) or the RTA at: [charmi@bigshareoline.com](mailto:charmi@bigshareoline.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](mailto:cs@agrophos.com) or the RTA at: [charmi@bigshareoline.com](mailto:charmi@bigshareoline.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](mailto: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  
Sd/-**

**Place: Indore  
Date: 17.01.2025**

**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. 1**

Based on the recommendation of the Nomination and Remuneration Committee duly approved by the resolution passed at its meeting, the Board of Directors has appointed Mr. Vishnu Kant Gupta as Whole time Director of the Company for a period of 3 (three) years w.e.f. 17th January, 2025, subject to approval of the members in General Meeting on a basic salary of Rs. 3,50,000/- 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.

**Brief Profile:**

Mr. Vishnu Kant Gupta aged 44 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.

Raj Kumar Gupta who is brother of Mr. Vishnu Kant Gupta Father is inter-se connected with Vishnu Kant Gupta and except these two None of the Directors and KMP of the Company are inter-se related with Shri. Vishnu Kant Gupta.

Being a director as well as Promoter of company Mr. Vishnu Kant 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.

Therefore, the Board recommends the special Resolution set out at point No. 1 of Notice for approval of members.

**ITEM NO. 2**

Mr. Raj Kumar Gupta was re-appointed by the Board as Managing Director of the Company for a period of 3 years w.e.f. 08 March, 2025 subject to the approval of the members in General Meeting. The resolution needs the approval of the members in terms of sections 196, 197 and 203 read with Schedule V and other applicable provisions 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) for the re-appointment of Mr. Raj Kumar Gupta as a Managing Director of the Company on the terms and conditions as mentioned in resolution.

**Brief Profile:**

Mr. Raj Kumar Gupta is a science graduate and has an experience of more than two decades in the fertilizer industry. He had been Advisor and representative from the Madhya Pradesh for Ministry of Chemicals and Petro Chemicals Advisory Forum, Government of India from the year 2009 to year 2012.

Being Managing Director of the Company, he has made great contribution in the success of the Company through his expert knowledge and hard working.

Considering the overall growth of company under the dynamic leadership of Mr. Raj Kumar Gupta as Managing Director and on recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on 17<sup>th</sup> January, 2025 have approved his re-appointment at

managerial Remuneration of Rs, 4,50,000/- (Rupees Four Lakh Fifty Thousand Only) w.e.f 08<sup>th</sup> March, 2025 as Managing Director subject to the approval of the members through Special Resolution in terms of sections 196, 197, 198 and 203 read with schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the terms and conditions as mentioned in resolution.

Necessary information about Shri. Raj Kumar Gupta:

Shri. Raj Kumar Gupta was first appointed on Board of company at Director position on 24<sup>th</sup> September 2002, later on he was appointed as Managing Director of the company and was re-appointed on same post w.e.f. 08<sup>th</sup> March 2017, thereafter on 08<sup>th</sup> March, 2022. He is company's promoter and holding 21.21% shareholding in company as on date of this notice,

Except Agro Phos (India) Limited Shri. Raj Kumar Gupta is not holding Directorship and membership at Board Committee in any Listed company and other Companies.

Save and except Shri. Raj Kumar Gupta, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of the Notice.

Mr. Vishnu Kant Gupta who is son of Mr. Raj Kumar Gupta's brother is inter-se connected with Raj Kumar Gupta and except these two None of the Directors and KMP of the Company are inter-se connected with Raj Kumar Gupta.

Therefore, Board recommend the special Resolution set out at point No. 2 of Notice for approval of members.

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**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 Id:.....

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

2.Name:.....Address:.....Email:.....

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

3.Name:.....Address:.....E-mailId:.....

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General meeting of the company, to be held on the Monday, 10th February, 2025 At 12.30 P.M. at the registered office of the company situated at M-87, Trade Centre 18M, South Tukoganj, Indore ( M.P.) 452001 and at any adjournment thereof in respect of such resolutions as are indicated below::

S. No.	Resolution type	Description	For	Against
1.	Special Resolution	To appoint/re-appoint Mr. Vishnu Kant Gupta (DIN: 05233476) as a Whole-Time Director of the Company		
2.	Special Resolution	Re-appointment of Mr. Raj Kumar Gupta (DIN: 00244925) as Managing Director of the company		

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

Signature of Shareholder.....

Signature of Proxy holder(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 bevote in the manner/as he/she thinks appropriate.

Affix Rs. 1  
Revenue  
Stamp

AGRO PHOS (INDIA) LIMITED  
M-87, Trade Centre 18M, South Tukogan,j Indore (MP) 452001

FORM NO. MGT.12  
POLLING PAPER / BALLOT PAPER

S No	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No./*Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	EQUITY

I hereby exercise my vote in respect of Special resolution at the EGM held on 10<sup>th</sup> February, 2025 at the registered office of the company for enumerated below matters 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
<b>Special Business</b>					
1.	To appoint/re-appoint Mr. Vishnu Kant Gupta (DIN: 05233476) as a Whole-Time Director of the Company	Special Resolution			
2.	To re-appoint Mr. Raj Kumar Gupta (DIN: 00244925) as Managing Director of the company	Special Resolution			

Place: Indore  
Date:

(Signature of the shareholder)

## **INSTRUCTIONS**

### **A. GENERAL INFORMATION**

- 1) This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
- 2) Members can opt for only one mode of voting i.e., either voting by electronic means or by Ballot Form. In case, Members cast their votes by both the modes, then vote cast through e-voting shall prevail and vote cast through Ballot shall be treated as invalid.
- 3) The facility for voting through Ballot / Polling Paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by Ballot Form shall be able to exercise their right at the meeting.
- 4) For detailed instructions on e-voting, please refer to the notes appended to the Notice of the EGM.

### **B. PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING BY BALLOT**

- 1) Please complete and sign the Ballot Form and put the same in the Ballot Box provided in the EGM Venue.
- 2) In case of Company, trust, society etc. certified copy of Board Resolution authorizing representative must be registered or filed with us in advance to avoid any inconvenience.
- 3) The Ballot Form should be signed by the Member as per the specimen signature registered with the Company/Depository Participants. In case of joint holding, the Ballot Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. There will be one Ballot Form for every Folio / Client ID irrespective of the number of joint holders. A Power of Attorney ("POA") holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot Form is not permitted through proxy.
- 4) For shares held by corporate and institutional shareholders (companies, mutual funds, trusts, societies, etc.), the duly completed Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/Authorization together with attested specimen signature(s) of the duly authorized signatory(ies).
- 5) Votes should be cast in case of each resolution, either in favour or against, by putting the tick (✓) mark in the column provided in the Ballot Form for assent / dissent.
- 6) A Shareholder need not use all the votes or cast all the votes in the same way.
- 7) The voting rights of the Members shall be in proportion to their shares of the paid-up equity capital of the Company as on Monday, 03<sup>rd</sup> February 2025 ("Cut-off Date") as per the Register of Members and as informed to the Company by the depositories in case of Beneficial Owners.
- 8) Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Ballot Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
- 9) The decision of the Scrutinizer on the validity of the Ballot Form and any other related matters shall be final.
- 10) The results shall be declared by the Chairperson in the EGM based on report of scrutinizer and also the Ballot forms submitted up to the EGM of Company by the shareholders. It will also be communicated within 48 hours of the conclusion of the EGM to the National Stock Exchange Limited, National Securities Depository Limited and on the website of the Company for the information of the shareholders.

**ATTENDENCE SLIP**

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

I hereby record my presence at the Extra-Ordinary General Meeting of the Company being held on, Monday dated 10<sup>th</sup> February, 2025 at 12.30 P.M. at the registered office of the company situated at M-87, Trade Centre 18M, South Tukoganj, Indore,( M.P.) 452001.

<b>NAME (S) OF THE MEMBER (S)</b>	<b>:</b>	
<b>REGISTERED FOLIO NO./ CLIENT ID NO.</b>	<b>:</b>	
<b>NO. OF SHARES HELD</b>	<b>:</b>	

**Name of Proxy (in block letters) :**

**Member's/Proxy's Signature**

**Route Map to the Venue of EGM**  
**At the registered office of the company situated at**  
**M-87, Trade Centre 18M, South Tukoganj, Indore (M.P.) 452001**

