



## AGRO PHOS INDIA LIMITED

SUMMARY OF THE PROCEEDING OF 23<sup>RD</sup> ANNUAL GENERAL MEETING OF MEMBERS OF AGRO PHOS (INDIA) LIMITED HELD ON, TUESDAY, 30<sup>TH</sup> SEPTEMBER 2025 AT HOTEL RASA ROYAL SITUATED AT 93-B, WB SCHEME NO. 94, NEAR BOMBAY HOSPITAL, VIJAY NAGAR, INDORE (MP) 452010 AT 12:30 P.M.

### Directors and KMP's Present

1. Mr. Raj Kumar Gupta	:	Managing Director and Chairperson
2. Mr. Vishnu Kant Gupta	:	Whole-Time Director and CFO
3. Mr. Abhishek Kalekar	:	Non -Executive Director
4. Mr. Chandresh Kumar Gupta	:	Independent Director
5. Mr. Mahesh Kumar Agarwal	:	Independent Director
6. Ms. Maya Vishwakarma	:	Independent Director
7. Ms. Reena Saluja	:	Company Secretary

### Member's Present:

Total 30 members were personally present at the meeting.

### Other Invitee:

Mr. Ashok Khasgiwala	:	Statutory Auditor
Mr. Neelesh Gupta	:	Secretarial Auditor
Mr. Harendra Thakur	:	Internal Auditor

Mr. Neelesh Gupta, Practicing Company Secretary was present as Scrutinizer for this Annual General Meeting to conduct voting process and submit result of e-voting along with physical voting at meeting within the time frame as per the Companies Act, 2013.

The Meeting was commenced at 12:30 P.M. with warm welcome of members, directors, and other invitees present by CS Reena Saluja.

After welcoming all members present, CS Reena Saluja introduced all with dais members with their designation and role at Meeting and then she requested to Mr. Raj Kumar Gupta, Chairperson to further proceed the meeting.

After ascertaining from the Company Secretary that the requisite quorum was present at the AGM, the Chairperson called the meeting to order and commenced the proceedings of the meeting.

The Chairperson welcomed the Shareholders to the Meeting. Then he made his opening remarks covering Company's performance, Dividend recommendation, General outlook on the economy and future growth plans.

Thereafter, our Senior Account cum Finance Manager presented a comprehensive summary of the company's financial performance to the members. Key highlights included:

- Quarterly, half-yearly, and yearly financial results

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Website : [www.agrophos.com](http://www.agrophos.com)

**CIN : L24123MP2002PLC015285**



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- Impact of market fluctuations
- Year-on-year growth (FY 2024-25 vs. FY 2023-24)
- Increase in production capacity
- Details of contracts with vendors
- Future plans of company
- Diversification initiatives, and
- Dividend proposal.

This detailed briefing provided valuable insights into the financial journey of the Company, equipping members with a thorough understanding of the company's current standing and future prospects.

Further, Mr. Vishnu Kant Gupta, Whole-Time Director & CFO, briefed members on the fertilizer business, highlighting sales performance, capacity enhancement, cost optimization measures, and key management decisions.

Further, the Company Secretary informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company had provided the remote e- voting facility with the NSDL to the members of the Company whose name appeared as member in the register of members as on 23<sup>rd</sup> September, 2025 to cast/exercise their vote(s) electronically in respect of businesses to be transacted at the AGM.

The members were also informed that the facility for voting by way of ballot papers was made available at the AGM venue for the members who had not cast their vote through remote e-voting and result for the both E-Voting and Ballot voting will be declared on consolidated basis as per the requirement of Companies Act, 2013. For Conducting the E-voting Process and Polling Process, the Company have appointed Mr. Neelesh Gupta, Practicing Company Secretary as Scrutinizer of the meeting who will serve with the company his scrutinizer report after the closure of this meeting and will be placed on the website of the Company [www.agrophos.com](http://www.agrophos.com) and Stock Exchange within 2 working days from the conclusion of the Meeting.

The Company Secretary informed the members that the Statutory Registers maintained as per the Companies Act, 2013, were kept open electronically for inspection by the members during the AGM.

Thereafter, Company Secretary briefed about the CSR investments made during the year and till the date of AGM.

With the permission of the Chairperson, Notice of the Annual General Meeting and Annual Report of the Company was taken as read.

Thereafter, Statutory Auditors report and Secretarial Audit Report as read.

Following resolutions as set forth in the 23<sup>rd</sup> AGM notice was placed:



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S No.	Particulars	Type of Resolution
1.	To receive, Consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the company comprising Balance Sheet, Statement of Profit and Loss Account, Cash Flow Statements for the year ended 31st March, 2025 together with the report of the Board of Directors & Auditors thereon.	Ordinary Resolution
2.	To declare final dividend of Re. 1/- per equity share face value of Rs.10/- each share for the financial year ended March 31, 2025.	Ordinary Resolution
3.	To appoint a director in place of Mr. Vishnu Kant Gupta (DIN: 05233476) who retires by rotation and, being eligible offers himself for re-appointment.	Ordinary Resolution
<b>Special Business</b>		
4.	To appoint Ms. Maya Vishwakarma (DIN: 10447927) as an Independent Director of the company	Special Resolution
5.	To approve appointment of M/s. NPG & Co. as a Secretarial Auditor of the company	Ordinary Resolution
6.	To approve material related party transaction limits with APIndia Biotech Private Limited for FY 2025-26	Ordinary Resolution
7.	To ratify material related party transaction limits with Shri Tulsi Phosphate Limited for FY 2024-2025	Ordinary Resolution
8.	To approve material related party transaction limits with Shri Tulsi Phosphate Limited for FY 2025-26	Ordinary Resolution
9.	To confirm payment of remuneration to cost auditor M/s. Sudeep Saxena & Associates, Cost Accountants at Rs. 1,20,000/- Plus GST Plus reimbursement of out- of-pocket expenses to conduct audit of cost Records of company for the financial year ending March 31, 2025	Ordinary Resolution
10.	To confirm payment of remuneration to cost auditor M/s. Sudeep Saxena & Associates, Cost Accountants at Rs. 1,20,000/- Plus GST Plus reimbursement of out- of-pocket expenses to conduct audit of cost Records of company for the financial year ending March 31, 2026	Ordinary Resolution

Thereafter, Mr. Mahesh Kumar Agarwal, Independent Director, addressed the members on shareholder wealth creation and emphasized the significance of business diversification. The Chairperson invited suggestions and queries from members; however, as no queries were raised, the proceedings continued smoothly. As all business item were transacted by members, Scrutinizer has taken custody of ballot box.

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The Meeting was concluded at 02:30 P.M. with vote of thanks by one of member present at the meeting.

For Agro Phos (India) Limited

Raj Kumar Gupta  
Managing Director  
DIN: 00244925

