



## AGRO PHOS INDIA LIMITED

**SUMMARY OF THE PROCEEDING OF 24TH ANNUAL GENERAL MEETING OF MEMBERS OF AGRO PHOS (INDIA) LIMITED HELD ON, WEDNESDAY, 30<sup>TH</sup> SEPTEMBER 2026 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. Vishnu Kant Gupta    | : | Whole-Time Director and CFO and Chairperson |
| 2. Mr. Abhishek Kalekar     | : | Non -Executive Director                     |
| 3. Mrs. Sakina Dharwala     | : | Independent Director                        |
| 4. Mr. Mahesh Kumar Agarwal | : | Independent Director                        |
| 5. Ms. Maya Vishwakarma     | : | Independent Director                        |
| 6. 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. Avinash Baxi     | : | Statutory Auditor   |
| Mr. Neelesh Gupta    | : | Secretarial Auditor |
| Mr. Harendra Thakur  | : | Internal Auditor    |
| Mr. Sudeep Saxena    | : | Cost 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 commenced at 12:30 P.M. with a welcome address by Ms. Reena Saluja, Company Secretary & Compliance Officer, who welcomed the Members, Directors and other invitees present at the meeting.

The Company Secretary introduced the Directors and other dignitaries present on the dais and requested the Members to elect Mr. Vishnu Kant Gupta, Whole-Time Director and CFO, as the Chairperson of the meeting.

After ascertaining that the requisite quorum was present, the Chairperson called the meeting to order and commenced the proceedings of the meeting.

The Chairperson delivered his opening remarks and briefed the Members on the macro-economic environment, key developments and trends in the fertiliser industry, the Company's performance during the financial year 2025-26 and the Company's business and growth plans.



## AGRO PHOS INDIA LIMITED

Thereafter, the Finance Consultant briefed the members on the Company's financial performance, market conditions, vendor contracts, cost optimisation, credit rating, expansion plans, internal controls, regulatory compliance and future outlook.

Thereafter, Mr. Mahesh Kumar Agrawal, Independent Director, addressed the Members and shared his views on the prevailing market scenario in the agriculture and fertiliser industry.

The Company Secretary thereafter informed the Members that, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company had provided the facility of remote e-voting through National Securities Depository Limited (NSDL) to the Members whose names appeared in the Register of Members / list of beneficial owners as on the cut-off date, i.e. 23rd September, 2026, to exercise their voting rights on the businesses proposed to be transacted at the AGM.

The Members were further informed that voting through ballot paper was also provided at the AGM venue to those Members who had not exercised their votes through remote e-voting. The votes cast through remote e-voting and at the AGM shall be scrutinized and consolidated by the Scrutinizer and the results shall be declared in accordance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations.

The Company Secretary further informed the Members that the Statutory Registers and other documents required to be kept open for inspection under the applicable provisions of the Companies Act, 2013 were made available electronically for inspection by the Members during the AGM.

With the permission of the Chairperson, the Notice convening the 24th AGM and the Annual Report for the financial year 2025-26 were taken as read.

The Reports of the Statutory Auditors and the Secretarial Auditor were also taken as read.

### Business Transacted at the AGM

The following businesses, as set out in the Notice of the 24th AGM, were transacted:

| S No.             | Particulars                                                                                                                                                                                                                                                                                                  | Type of Resolution  |
|-------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|
| Ordinary Business |                                                                                                                                                                                                                                                                                                              |                     |
| 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, 2026 together with the report of the Board of Directors & Auditors thereon. | Ordinary Resolution |
| 2.                | To appoint a director in place of Mr. Abhishek Kalekar (DIN: 07758751) who retires by rotation and, being eligible offers himself for re-appointment.                                                                                                                                                        | Ordinary Resolution |



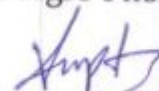
## AGRO PHOS INDIA LIMITED

| Special Business |                                                                                                                                                                                                                                                                                    |                     |
|------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|
| 3.               | To consider and appoint Mrs. Sakina Dharwala (DIN: 11818621) as an Independent Director of company                                                                                                                                                                                 | Special Resolution  |
| 4.               | To consider and appoint Mr. Chandresh Kumar Gupta (DIN: 09042779) as an Independent Director of company                                                                                                                                                                            | Special Resolution  |
| 5.               | To consider and approve the material related party transaction limits with APIndia Biotech Private Limited                                                                                                                                                                         | Special Resolution  |
| 6.               | To ratify the material related party transaction limits with Shri Tulsi Phosphate Limited entered in FY 2024-2025                                                                                                                                                                  | Ordinary Resolution |
| 7.               | To consider and approve the material related party transaction limits with Shri Tulsi Phosphate Limited                                                                                                                                                                            | Ordinary Resolution |
| 8.               | To consider and approve material related party transaction limits with Bharat Phosphates & Chemicals Private Limited                                                                                                                                                               | Special Resolution  |
| 9.               | To ratify and approve payment of remuneration to cost auditors 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, 2027 | Ordinary Resolution |

Thereafter, 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.

The Meeting was concluded at 01:30 P.M. with vote of thanks by one of member present at the meeting.

For Agro Phos (India) Limited

  
Vishnu Kant Gupta  
Whole-Time Director  
DIN: 05233476

