

Date : 05/09/2018

The Manager,
Listing Department,
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor
Plot No.C-1, G Block
Bandra-Kurla Complex
Bandra (East), MUMBAI 400 051

NSE Symbol : AGROPHOS

Dear sir/Madam,

Subject: Notice of 16th Annual General Meeting under Regulation 30 of SEBI (LODR) Regulation, 2015.

With reference to the above motioned subject, we are enclosing herewith the copy of the Notice of 16th Annual General Meeting held on Saturday, 29th September, 2018 at 3:30 P.M. at Hotel Best Western Plus O2, 31/1, Main Road, South Tukoganj, Indore (M.P.).

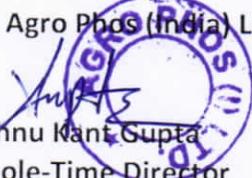
The Company is in the process of dispatching the copy of Notice of 16th AGM along with Annual Report to the member of the Company.

The Annual Report will be submitted to the Exchange in due Course as per regulation 34 of the SEBI (LODR) Regulation, 2015.

Kindly take this information on your records.

Thanking You.

Yours Faithfully
For Agro Phos (India) Limited



Vishnu Kant Gupta
Whole-Time Director
DIN: 05233476

AGRO PHOS (INDIA) LIMITED

NOTICE

Notice is hereby given to all the members of the Company that the 16th Annual General Meeting of the Company will be held on Saturday, 29th September, 2018 at 3:30 P.M at Hotel Best Western Plus O2, 31/1, Main Road, South Tukoganj, Indore (M.P.) to transact the following business:

ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statement of the Company for the financial year ended on 31st March, 2018 and the report of the Directors & Auditors thereon.
2. To declare Dividend of Rs. 0.05/- Per Share on equity shares of the company for the Financial Year ended March, 31, 2018.
3. To appoint Director in place of Mr. Abhishek Kalekar, (DIN 07758751) liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Appointment of Mr. Omprakash Chourey (DIN - 08178285) as an Independent Director of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, consent of the members be and is hereby given to the appointment of Mr. Omprakash Chourey (DIN - 08178285), appointed as Additional Director (Independent Director) with effect from July 12, 2018 and holds office up to the ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and being qualified for appointment as Independent Director and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director to hold office for five consecutive years for a term from July 12, 2018 up to July 11, 2023.”

5. Appointment of Mrs. Vidhi Jain (DIN - 08178291) as an Independent Director of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any 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) read with Schedule IV to the Companies Act, 2013, consent of the members be and is hereby given to the appointment of Mrs. Vidhi Jain (DIN - 08178291), appointed as Additional Director (Independent Director) with effect from July 12, 2018 and holds office up to the ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and being qualified for appointment as Independent Director and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director to hold office for five consecutive years for a term from July 12, 2018 up to July 11, 2023.”

6. Confirmation of payment of remuneration of cost auditor

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such Orders, Rules, Notifications, as may be promulgated by the appropriate authorities in this

AGRO PHOS (INDIA) LIMITED

H.O. : M - 87, Trade Centre, 18, South Tukoganj, Indore (M.P) Tel : 0731-2529488-89-90-91
E-mail : info@agrophos.com / agrophos@rediffmail.com



regard, the remuneration of Rs. 25,000/- (Rs. Twenty Five Thou-sand only) plus service tax as applicable and reimbursement of out of pocket expenses for the financial year ending 31st March, 2019 as approved by the Board of Directors of the Company, payable to M.P. Turakhia & Associates., Cost Accountant (Firm Registration No. 000417) for conducting the audit of the cost records of the Company be and is hereby confirmed.”

Notes:

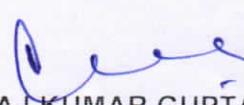
1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the company. The instrument appointing a proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
2. A person can act as proxy for only 50 members and holding in aggregate not more than 10 percent of the total share capital of the company carrying voting rights. Member holding more than 10 percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.
3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
4. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”) in respect of item no. 5 to 6 of the notice set out above, is annexed hereto.
5. Change of Members and Share Transfer Books of the Company will remain closed from Wednesday, 26th September, 2018 to Saturday, 29th September, 2018 (both days inclusive).
6. Members are requested to notify immediately any change in their address and E-Mail ID to their respective Depository Participants (DPs) in respect of their electronic share accounts and to the Registrar and Share Transfer Agent of the Company viz. Bigshare Services Pvt. Ltd. Located at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400059, Maharashtra, having email id investor@bigshareonline.com to receive the soft copy of Annual Report of the Company.
7. Members are requested to :
 - a. Complete the attendance slip and deliver the same at the entrance of the meeting hall.
 - b. Bring their copies of the Annual Report at the time of attending the Annual General Meeting.
 - c. Send their questions at least 10 days in advance of the Annual General Meeting about any further information on accounts so as to enable the Company to answer their question satisfactorily.
8. All documents referred to in the accompanying Notice and Explanatory Statements are open for inspection at the Registered Office of the Company on all working days except Saturday between 11.00 A.M. to 1.00 P.M. upto the date of the Annual General Meeting.
9. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID Nos. for easy identification of attendance at the meeting.
10. In terms of circulars issued by the Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. transfer of shares, deletion of name, transmission of shares and transposition of shares.
11. The Notice of Annual General Meeting and Annual Report of the Company for the year 2017-18, circulated to the Members of the Company, is available on the Company’s website viz. www.agrophos.com.



12. Electronic copy of the Annual report for the year 2017-18 is being sent to the members whose email IDs are registered with the Share Transfer Agent of the Company/Depository Participants unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual reports being sent in the permitted mode.
13. SEBI has also mandated that for registration of transfer of securities the transferee(s) as well as the transferor(s) shall furnish a copy their PAN card to the company for registration of transfer of securities.
14. At the meeting, after all the items of the notice have been discussed, the Chairman 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 conclusion of the poll, the Chairman may declare the meeting as closed.
15. 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 Annual General Meeting of the Company and will be communicated to the Stock Exchange(s).
16. Members may also note that the Notice of Annual General Meeting, Attendance Slip, Proxy Form, Route Map, Ballot/Poll Paper and the Annual Report for the year 2017-18 will also be available on the company website www.agrophos.com for their download. For any communication, the shareholders may also send request to the company on the aforementioned Email ID.
17. The Map of Venue of AGM is given at the last page of Annual Report.
18. The Brief profile of the director seeking Re-appointment at the ensuing Annual General Meeting is as follows:

| | |
|---|-----------------------------|
| Name of director | Mr. Abhishek Kalekar |
| Date of Birth | 01 st May 1987 |
| Designation | Director |
| Date of Appointment | 08 th March 2017 |
| Qualification | Graduate |
| Experience | |
| No. and % of Shares Held in Company | 150000 (0.7399%) |
| Relation with other Directors and KMP of Company. | |

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



RAJ KUMAR GUPTA
MANAGING DIRECTOR
 DIN: 00244925

Place: Indore
Date: 03/09/2018

**ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT
(Pursuant to Section 102(1) of the Companies Act, 2013)**

ITEM NO.4

Mr. Omprakash Chourey was appointed as an Additional Director of the Company in the category of Non-Executive Independent Director by the Board of Directors with effect from 12th July, 2018 in terms of the provisions of the companies Act 2013, he holds office till the conclusion of this Annual General Meeting. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from Member proposing the candidature of Mr. Omprakash Chourey for the office of Independent Director of the Company.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Omprakash Chourey, being eligible for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term up to July 11th, 2023.

Mr. Omprakash Chourey is a versatile, high energy person and holds a degree in MSC with Agriculture, he is retired from the office of Deputy Director ,Agriculture (Government Services) in the state of Madhya Pradesh. Mr. Omprakash Chourey is holding a vide experience of 38 years in the field of Agricultural Production, during his term of employment/ Service, he was facilitated with various awarded for his great and dynamic work in the Field of Agriculture Developments and has major role played for making of various policies and schemes in this Field.

No director, Key Managerial Personnel or their relatives, except Mr. Omprakash Chourey, being the appointee is interested or concerned in the resolution.

ITEM NO. 5

Mrs. Vidhi Jain was appointed as an Additional Director in the category of Non-Executive Independent Director by the Board of Directors with effect from 12th July, 2018 in terms of the provisions of the companies Act 2013, she holds office till the conclusion of this Annual General Meeting. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from Member proposing the candidature of Mrs. Vidhi Jain for the office of Independent Director of the Company.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mrs. Vidhi Jain, being eligible for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term up to July 11th, 2023.

Mrs. Vidhi Jain is a Freelancer/ Radio Jockey at Vividh Bharati, Mumbai and also has 11 years of experience as an Anchor, Theater writer and Teacher. She holds a degree in BE (Electronics & Communication) from Rewa (MP).

No director, Key Managerial Personnel or their relatives, except Mrs. Vidhi Jain, being the appointee is interested or concerned in the resolution.

ITEM NO. 6

The Board of Directors of the Company on the recommendation of the Audit Committee has approved the appointment and remuneration of M.P. Turakhia & Associates, Cost Accountant (Firm Registration No. 000417), to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019 at a remuneration of Rs. 25,000/-



(Rupees Twenty Five Thousand only) plus service tax as applicable and reimbursement of out of pocket expenses. In accordance with the provisions of Section 148 of the Companies Act, 2013, the remuneration payable to the cost auditors has to be determined by the shareholders of the Company. The Board recommends the Ordinary Resolution at Item No. 6 for approval of the members. None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested financially or otherwise in the Ordinary Resolution set out at Item No. 6 of the Notice.

Brief Profile of M/s M.P. Turakhia & Associates, Cost Accountants :

M.P. Turakhia & Associates, a partnership firm was promoted in the year 1998 by Cost Accountants with meticulous track record and sound professional background.

The firm is wonderful combination of experience and energy, comprising of three partners, namely:

MIHIR P TURAKHIA (AGE: 41 years) B.Com, LLB, FCMA. having experience of 17 years in the practice of cost and management consultancy.

DEEPIKA PRADHAN (AGE: 37 years) B.Com, FCMA having working experience of 12 years in various industries.

SNEHA C. TURAKHIA (AGE: 27 years) B.Com, ACMA. having exposure of 4 years and tech savvy.

The firm is handling assignments in consultancy and cost audit of various companies of repute, Export-Import Services, Excise and Service Tax Advisory, covering public sector, private sector and government sector.

The Head office of the firm is located at prime location in Indore (M.P.) and having branch office at Mumbai and Nagpur (MH).

The Firm is an Independent Firm of Cost Accountants and are maintaining arm's Length relationship with our Company.

The Firm is registered with the Institute of Cost Accountants of India under Registration No. 000417. No director, key managerial personnel or their relatives, is interested or concerned in the resolution.

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



RAJ KUMAR GUPTA
MANAGING DIRECTOR
DIN: 00244925

Place: Indore
Date: 03/09/2018