

AGRO PHOS (INDIA) LIMITED

Registered office: M-87, Trade Centre 18M, South Tukoganj, Indore- 452001.

CIN : L24123MP2002PLC015285

Email Id: agrophos@rediffmail.com; Tel: 0731-2529488-89

POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given that, pursuant to Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") including any statutory modification or re-enactment thereof for the time being in force and pursuant to provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), for the approval of the Members of the Company through Postal Ballot including electronic voting (e-voting) for the resolution set out hereinafter.

The Explanatory Statement pertaining to the resolution proposed in this notice setting out all material facts and reasons thereof along with Postal Ballot Form is annexed herewith.

The Company has appointed M/s. Neelesh Gupta & Co., Practicing Company Secretary having Membership No. 6381 and CP No. 6846, to act as Scrutinizer for conducting the Postal Ballot (including e-voting) process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer at 111, First Floor Ratnmani Complex, 7/1 New Palasia, Indore, 452001 on or before 5:00 P.M on Sunday, January 13, 2019.

The Company has also extended e-voting facility as an alternate, for its members holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, December 07, 2018, to enable them to cast their votes electronically instead of dispatching Postal Ballot Form(s). Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. References to Postal Ballot(s) in this notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman or any other person authorized by him after completion of the scrutiny of Postal Ballots and e-voting on or before 5.00 P.M. on Tuesday, January 15, 2019 at the Registered Office of the company at M-87, Trade Centre, 18M, South Tukoganj, Indore - 452001. The said results will also be displayed at the notice board of the Registered Office of the Company, intimated to the NSE Ltd. (NSE) where the Company's Shares are listed, and displayed on the website of the Company i.e. www.agrophos.com.

Pursuant to Regulation 277 of ICDR Regulations, the Resolution shall be passed by requisite majority

i.e. public shareholders in favour of the proposal amount to at least two times the number of votes cast by public shareholders against the proposal and the last date of receipt of Postal Ballots i.e. Sunday, January 13, 2019 shall be deemed to be the date of passing of Resolution.

Item of Business requiring consent of Shareholders through Postal Ballot:

RESOLUTION 1:

Migration from NSE SME Platform to Main Board of NSE Ltd.

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

SPECIAL RESOLUTION

Note: In accordance with Regulation 277 of ICDR Regulations, the below mentioned Resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.


"RESOLVED THAT pursuant to provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") and other applicable provisions, if any, of the Companies Act, 2013, ICDR Regulations and other SEBI Regulations and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the consent of the members of the Company be and is hereby accorded for purpose of migration of the Company's present listing from SME Platform of National Stock Exchange of India Ltd. ("NSE Ltd.") i.e. EMERGE to the Main Board of NSE Ltd. and follow such procedures specified under ICDR Regulations, as amended from time to time, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all the Directors and/or the Company Secretary of the Company be and are hereby authorised jointly and severally to deal with any Government or semi-government authorities or any other concerned intermediaries including but not limited to National Stock Exchange of India Ltd., Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for giving effect to aforementioned resolution.

RESOLVED FURTHER THAT all the Directors and/or the Company Secretary of the Company be and are hereby authorized jointly and severally to do all such acts, deeds and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company."

Place: Indore
Date: December 06, 2018

By Order of the Board
Agro Phos (India) Limited


RAJ KUMAR GUPTA
MANAGING DIRECTOR
DIN:00244925



NOTES:

1. The explanatory statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("The Rules") setting out material facts is annexed herewith and forms part of this notice.
2. The Board of Directors has, at their meeting held on December 06, 2018, appointed M/s. Neelesh Gupta & Co. Practicing Company Secretaries, having Membership No. 6381 and C.P. No. 6846 to act as the Scrutinizer, for conducting the Postal Ballot (including e-voting) process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to all the members, whose names appear in the Register of Members/List of Beneficial Owners, received from Registrar and Transfer Agents (RTA) as on Friday, December 07, 2018. The Postal Ballot Notice is being sent to Members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with postage prepaid self-addressed envelope. A person who is not a member as on cut-off date should accordingly treat the Postal Ballot notice for information purpose only.
4. A copy of this notice has been placed on the website of the Company www.agrophos.com and shall remain on the website until the last date for receipt of postal ballots from the shareholders.
5. The postal ballot form for voting by shareholders is enclosed.
6. In accordance with the Rule 22(3) of the Companies (Management and Administration) Rules, 2014 after the postal ballot is dispatched, an advertisement will be published in at least one English language and one vernacular language newspaper.
7. Members whose names appear on the Register of Members / List of Beneficial Owners on Friday, December 7, 2018, will be considered for the purpose of voting.
8. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-Voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
9. Voting rights shall be reckoned on the paid - up value of shares registered in the names of the Members as on Friday, December 7, 2018.
10. Members who have received Postal Ballot notice by email and who wish to vote through physical Postal Ballot Form or in case a member is desirous of obtaining a duplicate Postal Ballot Form, he or she may send an e-mail at agrophos@rediffmail.com and Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.
11. A Member cannot exercise his/her vote by proxy on postal ballot.
12. Members exercising their vote are requested to read carefully the instructions printed in the Postal Ballot form and either (a) return the form duly completed and signed, in the

enclosed self - addressed pre-paid postage business reply envelope or (b) vote by electronic means in the manner set out herein, in each case, so as to ensure that votes reach the Scrutinizer not later than 05:00 P.M, on or before Sunday, January 13, 2019 ("Last Date"). Postal ballot Form(s) received after the Last Date will be treated as if reply from the Shareholder has not been received and the same shall not be considered for the purpose of Postal Ballot and after the Last Date the portal where e-votes can be cast will be blocked.

13. The Scrutinizer will submit his report to the Chairman as soon as possible after the last date of receipt of all Postal Ballots but not later than 48 hours thereof. Upon completion of the scrutiny of the Postal Ballot votes, the result of the voting by Postal Ballot will be announced by the Chairman or any Director of the Company duly authorized, by Tuesday, January 15, 2019 at the Registered Office of the company at M-87, Trade Centre 18M, South Tukoganj, Indore - 452001. The result of postal ballot and e-voting along with the Scrutinizer's report will be placed on the Company website at www.agrophos.com and will also be communicated to the Stock Exchange where the equity shares of the Company are listed, Depository, Registrar and Share Transfer Agent on the said date.
14. All the documents referred to in this notice and in the explanatory statement shall be available for inspection at the Registered Office of the Company during working hours on all working days from the date of dispatch of notice till 05:00 PM, Sunday, January 13, 2019.
15. In accordance with Regulation 44 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 22 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to shareholders through such e-voting system. Notice of this meeting has been sent to all the shareholders who have registered their e-mail id's with the Company or the Registrar and Transfer Agent/ Depository Participants. Necessary arrangements have been made by the Company with Central Depository Services (India) Ltd (CDSL) to facilitate e-voting as an alternate to the dispatch of Postal Ballot Forms.
16. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.
17. Please note that any postal ballot form(s) received after the last date (i.e. Sunday, January 13, 2019) will be treated as not having been received.
18. The last date of receipt of postal ballot i.e. Sunday, January 13, 2019 shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.

PROCEDURE FOR REMOTE E-VOTING

Remote e-voting:

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 Postal Ballot Notice by electronic means. The Company has engaged the services of the Central Depository Services (India) Ltd (CDSL) to provide the e-voting facility.

The instructions to members for voting electronically are as under

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.

- (iii) Now, select the "COMPANY NAME as Agro Phos (India) Limited" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Bank Details	<p>Enter the Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Agro Phos (India) Limited> on which you choose to vote.

- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 09:00 A.M. on Saturday 15 December and ends on 05:00 P.M. on Sunday 13 January 2018, During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 07 December 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com, or Company at agrophos@rediffmail.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Company was listed on NSE SME Platform on Wednesday, November 16, 2016 and becomes eligible to migrate to the Main Board of NSE Ltd. by the end of two years of listing on NSE SME Platform i.e. November 15, 2018, as per the guidelines specified by the procedures laid down under Chapter IX of SEBI ICDR Regulations, 2018.

Listing on the Main Board of NSE Ltd. will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors.

The members are, therefore, requested to accord their approval, for the purpose migration of the Company's present listing from SME Platform of NSE Ltd. to Main Board of NSE Ltd. as set out in the resolution.

Pursuant to Section 102 of Companies Act, 2013, the Board of Directors of the Company do and hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolution.

All the documents referred to in this notice and in the explanatory statement shall be available for inspection at the registered office of the Company during working hours on all working days from the date of dispatch of notice till 05:00 PM hours on Sunday, January 13, 2019.

Place: Indore
Date: December 06, 2018

By Order of the Board
Agro Phos (India) Limited


RAJ KUMAR GUPTA
MANAGING DIRECTOR
DIN:00244925

