



AGRO PHOS INDIA LIMITED

To,
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No. C-1, G Block,
Bandra Kurla Complex,
Bandra - East,
Mumbai - 400051.

Date: January, 15, 2019

Ref: NSE Symbol - AGROPHOS

Subject: Results of Postal Ballot and E- Voting

Dear Sir/Madam,

This is with reference to above subject and our letter dated December 14, 2018, intimating the date of Postal Ballot for the purpose of Migration of Company from NSE SME Platform to Main Board. In this regard please note that Mr. Neelesh Gupta, Practicing Company Secretary, Indore (CP No.6846) who was appointed as Scrutinizer for the aforesaid Postal Ballot process has submitted his report today. In accordance with said report, the members of the Company have approved the Special Resolution as embodied in the Postal Ballot Notice dated December 06, 2018, detailed as under:-

Votes in favour of the resolution	1,40,78,468
Votes against the resolution	0

The results of the Postal Ballot were accordingly announced today.

We enclose herewith:

- Results of Postal Ballot (pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015.)
- Scrutinizer's Report

You are kindly requested to take the above information on record.

Thanking you

Yours Faithfully,

For Agro Phos (India) Limited

Raj Kumar Gupta
Chairman and Managing Director
DIN: 00244925



Encl: as above



AGRO PHOS INDIA LIMITED

Results of Postal Ballot

(As per Regulation 44(3) of Listing Regulations)

Name of the Company	AGRO PHOS (INDIA) LIMITED
Date of Postal Ballot Notice	06th December, 2018
Voting Start Date	15th December, 2018
Voting End Date	13th January, 2019
Total number of Members as on record date	195 as on 07th December, 2018
No. of Members present in the meeting either in person or through proxy	
Promoters & Promoter Group	Not Applicable
Public	Not Applicable
No. of Members attended the meeting through Video Conferencing	
Promoters & Promoter Group	Not Applicable
Public	Not Applicable





AGRO PHOS INDIA LIMITED

Agenda wise disclosure:

Resolution required (Ordinary/Special)		Special Resolution: Migration from NSE SME Platform to Main Board of NSE Limited						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held# (1)	No. of votes polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes– against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10844425	10844425	100.00	10844425	-	100.00	-
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		10844425	10844425	100.00	10844425	-	100.00
Public - Institutions	E-Voting	0	-	-	-	-	-	-
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		0	-	-	-	-	-
Public – Non Institutions	E-Voting	3234043	6000	0.18	6000	-	100	-
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		3228043	99.81	3228043	-	100	
	Total		3234043	3234043	100	3234043	-	100
Total		14078468	14078468	100.00	14078468	-	100.00	0.00

#Shareholding as on 7th December, 2019





Neelesh Gupta & Co.

Scrutinizer Report

COMPANY SECRETARIES

[Pursuant to section 108 and 109 of the Companies Act, 2013 read with rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015]]

To,
The Board of Directors
AGRO PHOS (INDIA) LIMITED,
M-87, Trade Centre 18m, South Tukoganj
Indore MP 452001 IN

Dear Sir,

Sub: Scrutinizers' Report on e- Voting and Postal Ballot conducted in pursuant to the provisions of section 108 and 110 of the Companies Act, 2013 Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014.

I, Neelesh Gupta, Practicing Company Secretary having Membership No. 6381 and CP No. 6846, was appointed by the Board of Directors of the Company as Scrutinizer vide resolution dated December 06, 2018 pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the e- voting and Postal Ballot in a fair and transparent manner and ascertaining the requisite majority on e- voting and Postal Ballot out as per the provision of Companies Act, 2013 on the below mentioned resolution. We submit our report as under:

1. The E- Voting Period remained open from Saturday 15th December 2018 (09.00 A.M.) to Sunday, January 13, 2019 (05.00 P.M.).
2. The Shareholders holding shares either in physical form or dematerialized form as whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories on Friday, 07th December, 2018 (Cutt-off date) as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) were entitled to vote on the proposed Resolution as set out in the Notice of Postal Ballot dated 06th December, 2018.
3. The Physical Postal ballot were received upto 5.00 hours on 13th January, 2019 through self addressed business reply envelopes.
4. The Votes were unblocked on 14th January, 2019 after 13:00 hours in the presence of two witnesses, Ms Reena Saluja and Mr. Paras Jain who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
5. Thereafter, the details, containing, Inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of the CDSL (www.evotingindia.com).

Signatures.....

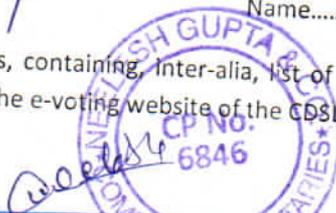
Name.....

Reena Saluja

Signatures.....

Name.....

Paras Jain



111, 1st Floor, Ratanmani Complex, 7/1, New Palasia, Indore (M.P.) 452 001

Tel : 0731-4040060 Mobile : 98269-41425

Email : neeleshcs2004@yahoo.co.in

6. I have scrutinized the votes casted through electronic means and through postal ballot process for the purpose of this report.

7. The particulars of all the votes casted by Postal Ballots as well as through e-voting process have been recorded in a register separately maintained for the purpose.

8. I did not find any invalid ballot papers.

9. The results of the voting is as under:

A) Resolution 1:- Special Resolution for Migration from NSE SME Platform to Main Board of NSE Ltd.

i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	18	10850425	75%
Postal ballot	22	3228043	25%
Total	40	14078468	100%

ii) Voted against the resolution:

	Number of Members voted	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Postal ballot	Nil	Nil	Nil
Total	Nil	Nil	Nil

ii) Invalid Votes:

	Number of Members voted	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Postal ballot	Nil	Nil	Nil
Total	Nil	Nil	Nil

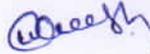


10. The register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the chairman considers, approves and signs the minutes and the same are handed over to the Company Secretary for safe keeping.

Thanking you

Yours Faithfully

FOR NEELESH GUPTA & CO.
COMPANY SECRETARIES



Neelesh Gupta
Proprietor
Mem No. FCS 6381
C. P. No. : 6846



RAJ KUMAR GUPTA
DIN : 00244925
Chairman and Managing Director

