!! Jai Maa Sharda !!

Agro Phos

AGRO PHOS INDIA LIMITED

Date: January, 15, 2019

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

Ref: NSE Symbol - AGROPHOS

Subject: Submission of Minutes of the Proceeding relating to the Declaration of Result on Voting by Postal Ballot/E- Voting.

Dear Sir/Madam,

This is with reference to above subject matter and Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the certified true copy of the minutes of the proceedings held on Tuesday, 15th January, 2019 relating to declaration of results on voting by Postal Ballot (including e-voting) conducted pursuant to Postal Ballot Notice dated 06th December, 2018.

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

Thanking you

Yours Faithfully,

For Agro Phos (India) Limited

AGRO PHOS (INDIA) LIMITED

Raj Kumar Gupta
Chairman and Managing Director
DIN: 00244925

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

CIN No. : L24123MP2002PLC15285

AGRO PHOS (INDIA) LIMITED

MINUTES OF THE DECLARATION OF RESULTS OF THE POSTAL BALLOT HELD ON 15TH JANUARY, 2019 AT 03.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT M-87, TRADE CENTRE 18M, SOUTH TUKOGANJ, INDORE, M.P. – 452001 FOR THE SPECIAL RESOLUTION AS SET OUT IN THE POSTAL BALLOT NOTICE DATED 06TH DECEMBER, 2018.

Present:

Mr. Raj Kumar Gupta	Managing Director (duly authorized to declare the results of the Postal Ballot)
Mr. Vishnu Kant Gupta	Director
Mr. Abhay Gupta	Director

1. Mr. Raj Kumar Gupta, Managing Director and Chairman of the Board, duly authorized for the purpose of declaring the Postal Ballot Results, stated that pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (the Act) read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, as amended, the Company had issued Postal Ballot Notice dated 06th December, 2018 to the Members, seeking their consent with respect to the migration of Company from NSE SME Platform to Main Board of NSE Limited.

2. Mr. Raj Kumar Gupta placed on record the following actions of the Board conducted in compliance with the provisions of the Act:-

   - The Board of Directors had appointed Neelesh Gupta & Co. (Membership No. 6381, COP No. 6846), Practising Company Secretary, to act as the Scrutinizer for Postal Ballot Process.

- The Company had provided Members with an option of voting electronically (e-voting).

- On 14th December, 2018, the dispatch of Postal Ballot Notice, Postal Ballot Form and a self-addressed pre-paid Postal Envelop was dispatched to the Members who had not registered their e-mail ID's with the Depositories or with the Company.

- On 14th December, 2018, the Company had sent e-mails through M/s. Big Share Services Private Limited, (Registrar and Share Transfer Agent of Company) along with the Login ID and password to the members for e-voting who have registered their e-mail ID's with Depository Participant(s) or with the Company.

- The voting period commenced on Saturday, 15th December, 2018, IST at 9.00 a.m. and ended on Sunday, 13th January, 2019, IST at 5.00 p.m.

- The cut-off date, for the purpose of determining the number of members was Friday, 7th December, 2018 and the total number of members as on cut-off date were 195.

3. Mr. Neelesh Gupta, Scrutinizer had carried out scrutiny of all the Postal Ballot Forms and e-votes received upto the close of working hours on 13th January, 2019, being the last day of e-voting module for Postal Ballot voting and prepared a consolidated Scrutinizer's Report on the basis of data/reports received by him.

4. The Scrutinizer had submitted his Report on Tuesday, 15th January, 2019. The details of voting of the Special Resolution set out in the notice dated 06th December, 2018 are as under:-

Particulars	**Number**
Number of valid votes received	**14078468**
Votes in favour of the Resolution	**14078468**
Votes against the Resolution	**0**
Number of invalid Postal Ballot & Electronic Votes received	0

5. Thereafter Mr. Raj Kumar Gupta proceeded with the declaration of Postal Ballot Results based on the Scrutinizer's Report.

SPECIAL RESOLUTION

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

"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."

6. Thereafter, Mr. Raj Kumar Gupta announced that the aforesaid Resolution as set out in Postal Ballot Notice dated 06 December, 2018 was duly approved.

7. Mr. Raj Kumar Gupta, also stated that the following actions will be completed within the prescribed time limits:-

    - Intimation of the outcome of the Postal Ballot to the Stock Exchanges;
    - Uploading the results of Postal Ballot on the website of the Company;

There being no further business for discussion, the proceedings concluded with a vote of thanks to the Chair.

Entered in the Minutes Book on 15th day of January, 2019 in Indore

RAJ KUMAR GUPTA

CHAIRMAN

Date :15/01/2019

Place:Indore