!! Jai Maa Sharda !!

Agro Phos

AGRO PHOS INDIA LIMITED

To,

02nd October, 2020

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: Submission of voting results and Scrutinizer Report of 18th Annual General Meeting of Agro Phos (India) Limited Held On Wednesday, 30th September, 2020 At 12:30 P.M. And Concluded at 01:30 P.M.

In compliance with Reg. 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed herewith Voting Results (E- Voting & Physical Poll) in the format as prescribed by the Board along with Scrutinizer Report thereon.

Kindly take the same on your record.

Thanking You.

Yours Faithfully

For Agro Phos (India) Limited

AGRO PHOS (INDIA) LIMITED

Sumit Sharma
Company Secretary

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

AGRO PHOS INDIA LIMITED

Results of E- Voting & Poll at 18th Annual General Meeting of Agro Phos (India) Ltd.

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

Name of the Company	AGRO PHOS (INDIA) LIMITED
Date of AGM Notice	05th September, 2020
Date of Meeting	30th September 2020
E- Voting Start Date	27th September 2020
E-Voting End Date	29th September, 2020
Total number of Members as on record date	16667 as on 23rd September, 2020
No. of Members present in the meeting either in person or through proxy	38
Promoters & Promoter Group	11
Public	27
No. of Members attended the meeting through Video Conferencing	
Promoters & Promoter Group	Not Applicable
Public	Not Applicable

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Agenda wise disclosure:

Ordinary Business:

Item No. 1 To Consider and adopt the Audited Financial Statements comprising Balance Sheet, Statement of Profit and Loss Account, Cash Flow Statements for the year ended 31st March, 2020 together with the report of the Board of Directors & Auditors thereon.

Resolution required (Ordinary/Special)			**Ordinary Resolution**:					
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**	11002425	11002425	100.00	11002425	0	100.00	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**11002425**	**11002425**	**100.00**	**11002425**	**0**	**100.00**	**0.00**
Public - Institutions	**E-Voting**	13743	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**13743**	**0**	**0**	**0**	**0**	**0**	**0**
Public – Non Institutions	**E-Voting**	9257947	1476255	15.95	1476255	-	100	-
	Poll		636333	6.87	636333	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**9257947**	**2112588**	**22.82**	**2112588**	**0**	**100**	-
Total		**20274115**	**13115013**	**64.69**	**13115013**	**0**	**100.00**	**0.00**

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AGRO PHOS (INDIA) LIMITED

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AGRO PHOS INDIA LIMITED

Item No. 2 To appoint Director in place of Mr. Abhishek Kalekar (DIN:07758751) who retires by rotation and, being eligible offers himself for re-appointment.

Resolution required (Ordinary/Special)	Ordinary Resolution:
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	11002425	11002425	100.00	11002425	0	100.00	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	11002425	11002425	100.00	11002425	0	100.00	0.00
Public - Institu-tions	E-Voting	13743	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	13743	0	0	0	0	0	0
Public – Non Institu-tions	E-Voting	9257947	1476255	15.95	1476255	-	100	-
	Poll		636333	6.87	636333	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	9257947	2112588	22.80	2112588	-	100	-
Total		20274115	13115013	64.69	13115013	0	100.00	0.00

AGRO PHOS (INDIA) LIMITED

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Special Business

Item No.3 To confirm payment of remuneration To M/s Neeraj Maheshwari & Associates, cost auditors as Rs. 25,000/- Plus GST to conduct Audit of Cost Records for the financial year ending March 31, 2021.

Resolution required (Ordinary/Special)		Ordinary Resolution:						
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**	11002425	11002425	100.00	11002425	0	100.00	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**11002425**	**11002425**	**100.00**	**11002425**	**0**	**100.00**	**0.00**
Public - Institu-tions	**E-Voting**	13743	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**13743**	**0**	**0**	**0**	**0**	**0**	**0**
Public – Non Institu-tions	**E-Voting**	9257947	1476255	15.95	1476255	-	100	-
	Poll		636333	6.87	636333	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**9257947**	**2112588**	**22.80**	**2112588**	**-**	**100**	**-**
Total		**20274115**	**13115013**	**64.69**	**13115013**	**0**	**100.00**	**0.00**

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AGRO PHOS INDIA LIMITED

Item No. 4 To appoint Mr. Vishnu kant Gupta (DIN:05233476) as a Whole-time Director of Company for a term of Five Year w.e.f. 11th November 2019 at a Remuneration of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) Per Month.

Resolution required (Ordinary/Special)	Special Resolution:
Whether promoter/promoter group are interested in the agenda/resolution?	Yes, Some member of Promoter group are interested in this resolution

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	11002425	6213265	56.47	6213265	0	100.00	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**11002425**	**6213265**	**56.47**	**6213265**	**0**	**100.00**	**0.00**
Public - Institu-tions	E-Voting	13743	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**13743**	**0**	**0**	**0**	**0**	**0**	**0**
Public – Non Institu-tions	E-Voting	9257947	1476255	15.95	1476255	-	100	-
	Poll		636333	6.87	636333	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**9257947**	**2112588**	**22.80**	**2112588**	-	100	-
Total		**20274115**	**8325853**	**41.06**	**8325853**	**0**	**100.00**	**0.00**

Note: 1. The above details are as per shareholding on cut-off date i.e. 23rd September, 2020.

2. In respect to Item No. 4 some members of Promoter group were interested whose votes are not considered for this resolution.

AGROPHOS (INDIA) LIMITED

Neelesh Gupta & Co.
COMPANY SECRETARIES

Scrutinizer Report

[*Pursuant to section 108 and 110 of the Companies Act, 2013 read with rule 20 and 22* of the Companies (Management and Administration) Rules, 2014 *as amended by the Companies (Management and Administration) Amendment Rules, 2015]*]

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

Dear Sir,

Sub: Consolidated report of Scrutinizer on results of voting by way of e- Voting and voting by Poll at the 18th Annual General Meeting of Agro Phos (India) Limited held on 30th day of September, 2020.

I, Neelesh Gupta, Practicing Company Secretary having Membership No. 6381 and CP No. 6846, was appointed by the Chairman of the meeting as Scrutinizer 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 Voting by poll for the 18th Annual General Meeting held on Wednesday, 30th September, 2020 at 12:30 P.M. AT Hotel Surya, 5/5, Surya Circle, Nath mandir Road, South Tukogunj, Indore, Madhya Pradesh, 452001 in a fair and transparent manner and ascertaining the requisite majority on e- voting, and voting by poll at the venue 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 Sunday 27th September 2012 (09.00 A.M.) to Tuesday, 29th September, 2020 (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 Wednesday, 23rd September, 2020 (Cut-off date) as received from Central Depository Services (India) Limited (CDSL) were entitled to vote on the proposed Resolution as set out in the Notice of Annual General Meeting dated 05th September, 2020.

3. The Votes were unblocked on 30th September, 2020 after 17: 00 hours in the presence of two witnesses, Ms. Aayushi Chandel and Mr. Saurabh Jain who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Signatures........................ Signatures........................

Name....Saurabh Jain Name....Aayushi Chandel

4. 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).

NEELESH GUPTA & CO. CP NO. 6846

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

6. The particulars of all the votes casted through e-voting process and votes cast at the venue have been recorded in a register separately maintained for the purpose.

7. The results of the voting is as under:

Resolution 1:- Ordinary Resolution To receive, consider and adopt the financial Statements comprising Balance Sheet, statements of profit and Loss statements, cash flow statements for the financial year ended 31st March 2020 together with director and Auditor report thereon.

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	**42**	**12478680**	**95.14%**
Votes Cast by way of poll at the meeting	**8**	**636333**	**4.86%**
Total	**50**	**13115013**	**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**
Votes Cast by way of poll at the meeting	**Nil**	**Nil**	**Nil**
Total	**Nil**	**Nil**	**Nil**

iii) Invalid Votes:

	Number of Members voted	Number of votes cast in favour of the resolution	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	**Nil**	**Nil**	**Nil**	**Nil**
Votes Cast by way of poll at the meeting	**Nil**	**Nil**	**Nil**	**Nil**
Total	**Nil**	**Nil**	**Nil**	**Nil**

NEELESH GUPTA & CO. COMPANY SECRE... CP No. 6846

Resolution 2:-Ordinary Resolution- To appoint Director in place of Mr. Abhishek Kalekar (DIN: 07758751) who retire by rotation and, being eligible offer himself for re- appointment.

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	**42**	**12478680**	**95.14%**
Votes Cast by way of poll at the meeting	**8**	**636333**	**4.86%**
Total	**50**	**13115013**	**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**
Votes Cast by way of poll at the meeting	**Nil**	**Nil**	**Nil**
Total	**Nil**	**Nil**	**Nil**

iii) Invalid Votes:

	Number of Members voted	Number of votes cast in favour of the resolution	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	**Nil**	**Nil**	**Nil**	**Nil**
Votes Cast by way of poll at the meeting	**Nil**	**Nil**	**Nil**	**Nil**
Total	**Nil**	**Nil**	**Nil**	**Nil**

Resolution 3:-Ordinary Resolution- to confirm Payment of Remuneration of M/s Neeraj Maheshwari & Associates, Cost Auditor as Rs. 25000/- Plus GST and reimbursement of out of pocket expenses to conduct audit of cost records of company for the financial year ended 31st March, 2021.

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

NEELESH GUPTA & CO. CP No. 6846 COMPANY SECRETARIES

E-voting	42	12478680	95.14%
Votes Cast by way of poll at the meeting	8	636333	4.86%
Total	50	13115013	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
Votes Cast by way of poll at the meeting	Nil	Nil	Nil
Total	Nil	Nil	Nil

iii) Invalid Votes:

	Number of Members voted	Number of votes cast in favour of the resolution	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	Nil	Nil	Nil	Nil
Votes Cast by way of poll at the meeting	Nil	Nil	Nil	Nil
Total	Nil	Nil	Nil	Nil

Resolution 4:-Special Resolution- To appoint Mr. Vishnu Kant Gupta(DIN: 05233476) as Whole Time Director of company for a term of five years w.e.f. 11th November 2020 at a Remuneration of Rs 1,50,000/- (Rupees One Lakh Fifty Thousand Only).

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	34	7689520	92.36%
Votes Cast by way of poll at the meeting	8	636333	7.64%
Total	42	8325853	100%

NEELESH GUPTA & CO. COMPANY SECRETARIES CP No. 6846

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
Votes Cast by way of poll at the meeting	Nil	Nil	Nil
Total	Nil	Nil	Nil

iii) Invalid Votes:

	Number of Members voted	Number of votes cast in favour of the resolution	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	8	4789160	Nil	100%
Votes Cast by way of poll at the meeting	Nil	Nil	Nil	Nil
Total	8	4789160	Nil	100%

Note: Vote casted was considered invalid due to interest in resolution.

8. 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 & CO. COMPANY SECRETARIES CP No. 6846

Neelesh Gupta
Proprietor
Mem No. FCS 6381
C. P. No. : 6846
UDIN: F006381B000842502

Counter-Signed by

Raj kumar Gupta
Chairman

AGRO PHOS (INDIA) LIMITED