!! Jai Maa Sharda !!

Agro Phos

AGRO PHOS INDIA LIMITED

Date: 07th September, 2026

To,

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

Dear Sir/Madam,

<u>NSE Symbol: AGROPHOS</u>

Sub: Outcome of Board Meeting pursuant to Regulation 30 and 33 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation 2015.

With reference to the above captioned subject, we would like to inform you that a meeting of the Board of directors of Agro Phos (India) Limited was held today i.e. Monday, 07th September, 2026 at the registered office of the Company and among others the following business as specified below were transacted at the meeting: -

1. Board have taken on note Secretarial Audit Report for the financial year ended 31st March, 2026.
2. Board have approved the Director's Report along with Corporate Governance Report, Management Discussion and Analysis report and other annexures to the report for the Financial Year ended 31st March, 2026.
3. Approved the Appointment of M/s. NPG & Co. (Company Secretaries) as Scrutinizer of the Company for the purpose of 24th AGM.
4. Board have Approved and finalised Notice of 24th Annual General Meeting of the members of the Company.
5. Other business matter as placed before the Board.

In compliance with the provisions of Regulation 33 of the SEBI [Listing Obligations and Disclosure Requirements) Regulations, 2015. we hereby have enclosed the followings:

1. **Notice of the 24th Annual General Meeting**
   Also, please note that the 24thAnnual General Meeting (AGM) of the members of the Company has been scheduled to be held on Wednesday, September 30, 2026 at 12:30 P.M. at Hotel Rasa Royal situated at 93-B, WB Scheme No. 94, Near Bombay Hospital, Vijay Nagar, Indore (MP) 452006, to transact the businesses as set out in the Notice, enclosed herewith for your kind perusal.

2. **Book Closure Date**
   Pursuant to Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Section 91 of the Companies Act, 2013 and rules made thereunder,

the Register of Member and Share Transfer Books of the Company will remain closed from Wednesday, 23rd September, 2026 to Wednesday, 30th September, 2026 (both days inclusive) for taking record of the Members of the Company for the purpose of 24th Annual General-Meeting.

3. **E-Voting**

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Section 108 of the Companies Act, 2013 and rules made thereunder the Company has engaged services of Bigshare Services Private Limited and National Securities Depository Limited [NSDL) for providing the remote e-voting facility to its members & has fixed 23rd September, 2026 as the Cut-off date to determine the entitlement of members, to cast their vote (electronically) on resolutions set forth in the Notice of 24th AGM.

The company has fixed Wednesday, 23rd September, 2026 as the cut- off date for ascertaining the eligibility of members entitled to cast their vote on all the resolutions to be passed at the 24th AGM.

The Board meeting was commenced on 03:30 PM and concluded on 04:15 PM.

Kindly take the same on record and facilitate.

Thanking you,
Yours Faithfully,
For Agro Phos (India) Limited

REENA SALUJA
Digitally signed by REENA SALUJA
Date: 2026.09.07 16:18:30 +05'30'

Reena Saluja
Company Secretary & Compliance Officer
Membership no.: A55665
Enclosure: as above mentioned

NOTICE OF 24th ANNUAL GENERAL MEETING

Notice is hereby given to all the members of the Company that the 24th Annual General Meeting of the Company will be held on Wednesday, 30th September 2026 at 12:30 P.M. at Hotel Rasa Royal situated at 93-B, WB Scheme No. 94, Near Bombay Hospital, Vijay Nagar, Indore (MP) 452006 at 12:30 P.M. to transact the following business:

ORDINARY BUSINESS

1. **To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements**
   a) To receive, consider and adopt the Audited Standalone Financial Statements of the company comprising Balance Sheet, Statement of Profit and Loss Account, Cash Flow Statements for the year ended 31st March, 2026 together with the report of the Board of Directors & Auditors thereon.
   b) To receive, consider and adopt the Audited Consolidated Financial Statements of the company comprising Balance Sheet, Statement of Profit and Loss Account, Cash Flow Statements for the year ended 31st March, 2026 together with the report of the Board of Directors & Auditors thereon.

   Accordingly, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby received, considered and adopted."

2. **To consider and appoint Mr. Abhishek Kalekar (DIN: 07758751) as Director, liable to retire by rotation.**
   To appoint a director in place of Mr. Abhishek Kalekar (DIN: 07758751) who retires by rotation and, being eligible offers himself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Abhishek Kalekar (DIN: 07758751), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re- appointed as a Non- Executive Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. **To consider and appoint Mrs. Sakina Dharwala (DIN: 11818621) as an Independent Director of company**
   To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

   "**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time, on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Mrs. Sakina Dharwala (DIN: 11818621), who was appointed by the

Board of Directors as an Additional Director of the Company under the category of Independent Director w.e.f. 11th July, 2026 in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Articles of Association of the Company and a declaration has been received from her confirming that she meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations, and who holds office as such up to the date of this Annual General Meeting, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of 5 (Five) Consecutive Years w.e.f 11th July, 2026 up to 10th July, 2031, and whose office shall not be liable to retire by rotation."

4. **To consider and appoint Mr. Chandresh Kumar Gupta (DIN: 09042779) as an Independent Director of company**

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule IV to the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, and Regulation 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time, and in accordance with the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Chandresh Kumar Gupta (DIN: 09042779) as a Non-Executive Independent Director of the Company, from whom a declaration has been received confirming that he meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations, for a second term of five consecutive years commencing from 30th September, 2026 up to 29th September, 2031, and whose office shall not be liable to retire by rotation."

5. **To consider and approve the material related party transaction limits with APIndia Biotech Private Limited**

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

   "RESOLVED THAT pursuant to the Section 185, 186, 188 and applicable provisions of the Companies Act, 2013 ("Act") read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company's Policy on "Materiality of Related Party Transactions and also on dealing with Related Party Transactions" and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter into and/or continue with contract(s), arrangement(s) and/or transaction(s) with APIndia Biotech Private Limited, a related party of the Company, including sale and/or purchase of products, granting of loans, advances or other financial assistance, making investments, receipt of repayment thereof and receipt of interest thereon, for an aggregate amount not exceeding ₹30,00,00,000/- (Rupees Thirty Crores only), from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, provided that the said transactions are entered into and/or carried out on an arm's length basis and on such terms and conditions as may be considered appropriate by the Board of Directors, including any duly authorized Committee thereof, and subject to compliance with the applicable provisions of the Act, SEBI LODR Regulations and other applicable laws**."**

"RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution."

6. **To ratify the material related party transaction limits with Shri Tulsi Phosphate Limited entered in FY 2024-2025**

   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 186 and 188 and other applicable provisions of the Companies Act, 2013 ("Act") read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members of the Company be and is hereby accorded to ratify the contract(s)/ arrangement(s)/ transaction(s) entered into with Shri Tulsi Phosphate Limited, a related party of the Company, for the transactions aggregating to ₹12.77 Crores entered into during the financial year 2024-2025, the details of which are set out in the Explanatory Statement annexed to the Notice of the Annual General Meeting, provided that the said transactions were entered into/ or carried out on an arm's length basis and on such terms and conditions as were considered appropriate by the Board of Directors (including any duly authorized Committee thereof) and were deemed beneficial to and in the interest of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution."

7. **To consider and approve the material related party transaction limits with Shri Tulsi Phosphate Limited**

   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 Section 186, 188 and applicable provisions of the Companies Act, 2013 ("Act") read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company's Policy on "Materiality of Related Party Transactions and also on dealing with Related Party Transactions" and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the approval of the Audit Committee and Board of Directors of the Company,the approval of the members of the Company be and is hereby accorded to the Company to enter into contract(s)/arrangement(s)/transaction(s) with Shri Tulsi Phosphate Limited, a related party of the Company, including sale and/or purchase of products, granting of loans, advances or other financial assistance, receipt of repayment thereof, and receipt of interest thereon, for an aggregate amount not exceeding Rs. 15,00,00,000/- (Rupees Fifteen Crores only), provided that the said transactions are entered into/or carried out on an arm's length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorized Committee thereof) from the conclusion of this year AGM till the conclusion of AGM to be held in next Financial Year."

"RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution."

8. **To consider and approve material related party transaction limits with Bharat Phosphates & Chemicals Private Limited**
   To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

   "RESOLVED THAT pursuant to the Section 185, 186, 188 and applicable provisions of the Companies Act, 2013 ("Act") read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company's Policy on "Materiality of Related Party Transactions and also on dealing with Related Party Transactions" and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the approval of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter into contract(s)/arrangement(s)/transaction(s) with Bharat Phosphates & Chemicals Private Limited, a related party of the Company, including sale and/or purchase of products, granting of loans, advances or other financial assistance, making investments, receipt of repayment thereof and receipt of interest thereon, for an aggregate amount not exceeding ₹15,00,00,000/- (Rupees Fifteen Crores only), from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, provided that the said transactions are entered into and/or carried out on an arm's length basis and on such terms and conditions as may be considered appropriate by the Board of Directors, including any duly authorized Committee thereof, and subject to compliance with the applicable provisions of the Act, SEBI LODR Regulations and other applicable laws."

   "RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution."

9. **To ratify and approve payment of remuneration to Cost Auditor namely M/s. Sudeep Saxena & Associates, Cost Accountants for the financial year ending March 31, 2027.**
   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 other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendation of the Audit Committee, the remuneration payable to M/s. Sudeep Saxena & Associates, Cost Accountants, Indore having Registration Number 100980, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2027, amounting to Rs. 1,20,000 (Rupees One Lac Twenty Thousand only) plus Goods and Services Tax and reimbursement of out-of-pocket expenses, be and is hereby ratified and approved."

   "FURTHER RESOLVED THAT approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS A PROXY TO ATTEND AND VOTE AT THE MEETING ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting. In terms of Sec. 105 of the Companies Act, 2013 read with Rule 19 of

the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding fifty and holding in aggregate not more than 10 percent of the total share capital of the company carrying voting rights. A 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 shareholder.

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. The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts relating to the Special Business contained in the Notice.

The relevant information in respect of the Directors seeking appointment/re-appointment at the AGM, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard-2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, is annexed to this Notice.

5. Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42(5) of the Listing Regulations, Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2026 to 30th September, 2026 (both days inclusive).

6. Members are requested to note that, pursuant to the amendments to Regulations 7 and 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, transfer of securities of the Company shall not be processed unless the securities are held in dematerialised form with a depository. However, the requirement of dematerialisation is not applicable to transmission or transposition of securities. Members holding securities of the Company in physical form are, therefore, advised to dematerialise their shareholding in the Company.

7. In the case of joint holders, the Member whose name appears first in the Register of Members as on cut-off date shall be entitled to vote at the Annual General Meeting. Members holding shares in multiple demat accounts or in multiple folios in physical form, in identical names or in the same order of names in case of joint holdings, are advised to consolidate their holdings into a single demat account or folio, as applicable.

8. The Company's Registrar and Share Transfer Agent ("RTA") is **Bigshare Services Pvt. Ltd.**, having its office at Office No. S6-2, 6th Floor, Pinnacle Business Park, Mahakali Caves Road, Andheri East, Mumbai – 400059, Maharashtra. The RTA may be contacted at charmi@bigshareonline.com or info@bigshareonline.com

9. Members are requested to promptly intimate any change in their name, address, e-mail address, mobile number, PAN, bank account/mandate, specimen signature, power of attorney or other particulars to their respective Depository Participants ("DPs") in case of shares held in dematerialised form and to the Company/RTA in case of shares held in physical form, by submitting the prescribed forms along with the requisite self-attested supporting documents and quoting the folio number, as applicable.

Members holding securities in physical form are required to furnish the prescribed KYC details in accordance with SEBI requirements. Members are advised to keep their KYC details and bank account particulars updated to facilitate receipt of dividend and other payments electronically and to avoid restrictions on service requests in accordance with applicable SEBI requirements.

The prescribed forms are available on the Company's website and may be submitted to the RTA at the e-mail addresses mentioned above.

10. The facility for nomination is available to Members in respect of shares held by them. Members who have not registered their nomination are requested to do so by submitting Form SH-13. Members wishing to opt out of or cancel an existing nomination and register a fresh nomination may submit Form ISR-3 or Form SH-14, as applicable, to the Company/RTA. The relevant forms may be downloaded from the Company's/RTA's website. Members should submit the forms to their DPs, in case of shares held in electronic form, quoting their DP ID/Client ID, and to the RTA, in case of physical shares, quoting their folio number(s).

11. In accordance with the applicable provisions of the Companies Act, 2013, MCA Circulars and SEBI circulars, the Notice of the Annual General Meeting and the Annual Report for FY 2025-26 are being sent electronically to Members whose e-mail addresses are registered with the Company/RTA or their Depository Participants. The Notice and Annual Report are also available on the Company's website, the website of the Stock Exchange(s) and the website of NSDL, as applicable. Members desirous of obtaining a physical copy of the Notice of the AGM and the Annual Report may send their request to the Company at cs@agrophos.com

Further, pursuant to Regulation 36(1)(b) of the SEBI Listing Regulations, a letter containing the web-link, including the exact path, where the complete Annual Report is available, is being sent to Members whose e-mail addresses are not registered with the Company/RTA or their Depository Participants.

12. Members are requested to note that, pursuant to Section 124 of the Companies Act, 2013 and the applicable provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund ("IEPF"). Further, shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the IEPF Authority in accordance with the applicable provisions of law. Members whose shares and/or unclaimed dividend have been transferred to the IEPF may claim the same from the IEPF Authority in accordance with the prescribed procedure by filing Form IEPF-5. Members are advised to claim any unpaid or unclaimed dividend at the earliest to avoid transfer to the IEPF.

13. Members attending the AGM are requested to complete the Attendance Slip and deliver the same at the entrance of the Meeting venue. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID for identification.

Members desirous of obtaining any information relating to the accounts or any matter to be considered at the AGM may send their queries to the Company sufficiently in advance of the AGM to enable the Company to provide appropriate information at the Meeting.

14. 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 Saturdays between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.

15. In accordance with Section 109 of the Companies Act, 2013 and the applicable rules, a poll may be ordered or demanded in accordance with the applicable provisions of law and shall be conducted and scrutinised in the prescribed manner. The voting results, together with the Scrutinizer's Report, shall be placed on the Company's website and submitted to the Stock Exchange(s) within the period prescribed under the applicable provisions of the SEBI Listing Regulations.

16. In accordance with Regulation 44 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 20 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 National Securities Depository Limited (NSDL) to facilitate e-voting.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

The remote e-voting period begins on 27th September, 2026 at 9:00 A.M. and ends on 29th September, 2026 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd September, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of —Two Steps which are mentioned below: .

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under **"Login"**which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screenwill open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected toNSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e- Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally,

	there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' websitedirectly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e- Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.comor contact at toll free no. 1800-21-09911

B) Login Method for e-Voting for shareholders other than Individual shareholders holdingsecurities in demat mode and shareholders holding securities in physical mode.

<u>How to Log-in to NSDL e-Voting website?</u>

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to neeleshcs2004@yahoo.co.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@agrophos.com or the RTA at: charmi@bigshareoline.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to by email to cs@agrophos.com or the RTA at: charmi@bigshareoline.com . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

Place: Indore
Date: 07.09.2026

RAJ KUMAR GUPTA
MANAGING DIRECTOR
DIN: 00244925

Details of Directors seeking appointment/re-appointment at the Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard on General Meeting (SS-2) as amended.

Name of Director	Mrs. Sakina Dharwala	Mr. Abhishek Kalekar	Mr. Chandresh Kumar Gupta
Category	Non-Executive Independent Director	Non-Executive Non-Independent Director	Non-Executive Independent Director
DIN	11818621	07758751	09042779
Date of Birth	22.10.1990	01.05.1987	06.07.1956
Age	36 years	39 years	70 years
Date of Appointment (Initial) Date of appointment at current Designation	11th July, 2026	08th March, 2017	w.e.f. 30th September, 2026 Subject to the approval of shareholders at this AGM
Qualification	She is a member of Institute of Company Secretaries of India (ICSI). She has obtained B. Com degree and post-graduation degree i.e M. Com and pursuing LL.B.	Secondary School	He holds Master's Degree with Chemistry (MSC), M. Phil (Chemistry) and also awarded with Doctorate (PHD) in the field of Chemistry, he was also gold medalist in his Master's degree
Experience in Specific Functional Areas	She has over 7 years of overall experience in various fields such as in corporate law, secretarial compliance, and regulatory filings. Her expertise spans corporate governance, mergers & amalgamations, restructuring, and compliance management under the Companies Act, 2013 and allied regulations	About 10 years' experience in Chemicals industry.	He is a retired Government employee from Reputed post of state Revenue Department in the state of Madhya Pradesh, his total work experience with Govt. Department is 20 Plus year, in this long span he was designated with various post at various state Departments,
Terms & condition of Appointment /reappointment	As per the resolution of appointment passed by the Board of Directors and the members at the General Meeting of	In terms of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Abhishek Kalekar, who retires	As per the resolution of appointment passed by the Board of Directors and the members at the General Meeting of the Company and

	the Company and Company's Policy on Nomination, Remuneration and Board Diversity	by rotation, is proposed to be re-appointed as the Director of the Company, liable to retire by rotation.	Company's Policy on Nomination, Remuneration and Board Diversity
Remuneration last drawn	NA	Rs. 40,000	Rs. 60,000
Remuneration proposed to be paid	Sitting fees for attending the Board/Committee meetings	Sitting fees for attending the Board/Committee meetings	Sitting fees for attending the Board/Committee meetings
Directorships in other companies (including foreign companies and the listed entities from which the Director has resigned in the past three years)	Nil	Nil	Nil
No. of meetings of the board attended during the year FY 2025-2026	NA	13	11
Memberships in Board Committees of other companies (includes membership details of all Committees)	Nil	Nil	Nil
No. of shares in the Company	Nil	150000	Nil
Inter-se relationship with any other Directors or KMP of the Company	Nil	Nil	Nil

Annexure to the Notice

EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013)

ITEM NO. 3

Mrs. Sakina Dharwala (DIN: 11818621) 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 11th July, 2026 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. Sakina Dharwala (DIN: 11818621) 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. Sakina Dharwala, being eligible for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term up to 10th July, 2031.

Brief Profile:

Mrs. Sakina Dharwala (ICSI Membership No. F13083) is a qualified Company Secretary with over 7 years of experience in corporate law, secretarial compliance, corporate governance, and regulatory affairs. She possesses extensive expertise in the provisions of the Companies Act, 2013, corporate restructuring, mergers and amalgamations, and regulatory filings with authorities including the Ministry of Corporate Affairs (MCA), Reserve Bank of India (RBI), and RERA.

She is currently serving as Company Secretary at Brilliant Estates Limited and has successfully handled matters relating to fast-track mergers, corporate restructuring, buy-back of shares, conversion of entities, and various statutory and regulatory compliances. She has considerable experience in conducting Board, Committee, and General Meetings, drafting corporate and legal documents, and liaising with regulators, auditors, legal counsels, and senior management.

Mrs. Dharwala is a qualified Company Secretary from the Institute of Company Secretaries of India (ICSI) and holds M.Com and B.Com degrees. She is also pursuing LL.B. from Indore. She is recognized for her strong analytical skills, attention to detail, and commitment to maintaining high standards of corporate governance and compliance. Her deep expertise in diverse areas of governance will provide invaluable insights and guidance to the Company's Board, thereby contributing significantly to its governance practices.

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

ITEM NO. 4

Mr. Chandresh Kumar Gupta (DIN: 09042779) based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members of the Company is being sought for the appointment of Mr. Chandresh Kumar Gupta (DIN: 09042779) as an Independent Director of the Company, from whom a declaration has been received from his confirming that he meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations, for a second term of five consecutive years commencing from 30th September, 2026 up to 29th September, 2031, and that he shall not be liable to retire by rotation.

Brief Profile:

Mr. Chandresh Kumar Gupta, aged 70 yr, holds Master's Degree with Chemistry (MSC), M. Phil (Chemistry) and also awarded with Doctorate (PHD) in the field of Chemistry. He was also gold medalist in his Master's degree, he is a retired Government employee from Reputed post of state Revenue Department in the state of Madhya Pradesh, his total work experience with Govt. Department is 20 Plus year. In this long span, he was designated with various post at various state Departments, his craving about to work with corporate segment and his knowledge on the same and being past employee of government, makes him a suitable person for Independent Director post.

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

ITEM NO. 5

The provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time, require prior approval of the Members of the Company for material related party transactions and subsequent material modifications thereto, irrespective of whether such transactions are entered into in the ordinary course of business and on an arm's length basis.

As the Members are aware, the Company, in furtherance of its business interests, enters into various transactions with its related parties, including APIndia Biotech Private Limited ("ABPL"). Given the nature of the industry, the Company works closely with its related parties to achieve its business objectives and undertakes various operational transactions with them, from time to time, in the ordinary course of business and on an arm's length basis.

The Company proposes to enter into transactions with ABPL from the conclusion of this AGM until the conclusion of the AGM to be held in the next financial year, for an aggregate value not exceeding ₹30.00 Crores. Based on the annual consolidated turnover of the Company for the immediately preceding financial year, the proposed transaction value represents 20.28% of the annual consolidated turnover of the Company. Accordingly, the proposed transactions exceed the applicable materiality threshold prescribed under Regulation 23 of the SEBI LODR Regulations and are being placed before the Members for their prior approval.

The Audit Committee, at its meeting held on 29th May 2026, after reviewing the relevant details and information provided by the management, approved the proposed transactions with ABPL, subject to the approval of the Members. The Board of Directors of the Company, having considered the recommendation of the Audit Committee, recommends the resolution set out at Item No. 5 of the Notice for approval of the Members.

The information required to be provided to the Members under Regulation 23 of the SEBI LODR Regulations, read with the applicable SEBI circulars and Industry Standards relating to minimum information for approval of related party transactions, is set out below:

A(1) – Basic details of the related party

S. No.	Particulars of the information	Details
1.	Name of the related party	APIndia Biotech Private Limited ("ABPL")
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	ABPL is engaged in the business of beneficiation/ processing of rock phosphate and trading/supply of fertilizers and related products.

A(2) – Relationship and ownership of the related party

S. No.	Particulars of the information	Details
1.	Relationship between the listed entity and the related party – including nature of its concern (financial or otherwise) and shareholding details.	Agro Phos (India) Limited ("the Company") holds 11.95% equity shareholding in ABPL. Further, certain directors of ABPL are also members of the promoter group of Agro Phos (India) Limited. By virtue of the aforesaid relationship, ABPL became a related party of the Company with effect from June 05, 2023, in accordance with the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations.

A(3) – Details of previous transactions with the related party

S. No.	Particulars of the information	Details
1.	Total amount of all transactions undertaken by the listed entity with the related party during the last financial year.	Purchase of Rock Phosphate: ₹1,654.26 lacs Agro Phos (India) Limited continued holding 11.95% equity shareholding in ABPL amounting to 200 lakhs
2.	Total amount of all transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which approval is sought.	Purchase of Rock Phosphate: ₹525.53 lacs
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No

A(4) – Amount of the proposed transaction(s)

S. No.	Particulars of the information	Details
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee / shareholders (₹ in crore).	Up to ₹30 crores
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	20.28%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (where applicable).	Not applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (or standalone turnover, if consolidated turnover is not available) for the immediately preceding financial year, if available.	Not available
6.	Financial performance of the related party for the immediately preceding financial year – Turnover, Profit After Tax and Net worth.	Not available for FY ended 31.03.2026 However, details for FY 2024-2025 are as follows: ▪ Turnover: ₹ 3,676.27 ▪ Profit After Tax: ₹ 115.39 ▪ Net worth: ₹964.25

A(5) – Basic details of the proposed transaction

S. No.	Particulars of the information	Details
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.).	The proposed transactions comprise (i) purchase rock phosphate and other fertilizers and/or sale of fertilizers/products; (ii) granting of loans, advances or other financial assistance; (iii) making of investments; (iv) receipt of repayment thereof; and (v) receipt of interest thereon.
2.	Details of each type of the proposed transaction.	As per requirement
3.	Tenure of the proposed transaction.	From the conclusion of this year AGM till the conclusion of AGM to be held in next Financial Year
4.	Whether omnibus approval is being sought?	Yes

5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	-
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	Purchase of rock phosphate: The Company is predominantly engaged in the manufacture of Single Super Phosphate (SSP), for which rock phosphate and sulphuric acid are the primary raw materials. The Company may face challenges in procuring rock phosphate from the domestic market and may otherwise have to depend upon overseas suppliers. Any delay in procurement may adversely affect continuity of production. ABPL procures low-grade rock phosphate from mines for beneficiation and, after processing, supplies beneficiated rock phosphate. Procurement from ABPL will facilitate domestic availability, support uninterrupted production, reduce dependence on overseas sources, and may result in cost savings. It will also support the Make in India initiative. Sale and Purchase of Fertilizers: Both companies operate in the same line of business. This shared industry focus may lead to occasions or opportunities for transactions between the two companies. Any such transactions will be conducted in the ordinary course of business and on an arm's length basis, ensuring fairness and transparency. Loans, advances, financial assistance and investments, if any, shall be made based on the business requirements and commercial considerations of the Company and ABPL and shall be subject to applicable laws, approvals and terms determined by the Board/Audit Committee.
7.	Details of the promoter(s)/director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly, including their shareholding in the related party.	None of the promoters, directors and Key Managerial Personnel of the Company have any direct or indirect interest in ABPL, except to the extent of their relationship with certain directors of ABPL and shareholding held by Mr. Raj Kumar Gupta, Director of the Company, and his relatives in ABPL.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	The proposed transactions shall be undertaken in the ordinary course of business and on an arm's length basis. Pricing and other commercial terms shall be determined with reference to prevailing/extant market conditions, product specifications, quality, availability and other applicable commercial terms prevailing at the time of entering into the respective transaction(s).

PART B: APPLICABLE TO SPECIFIC TYPE OF RPTs

B(1) – Sale, purchase or supply of goods or services / similar business transaction and trade advances

S. No.	Particulars of the information	Details
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The proposed transactions shall be undertaken based on the Company's business requirements and standard commercial practices. The selection of the counterparty and the terms of the transactions shall be based on relevant business requirements, product availability, quality, specifications, prevailing market conditions and other relevant commercial considerations.
2.	Basis of determination of price.	The prices shall be determined on an arm's length basis, taking into consideration prevailing market prices/market conditions, product quality and specifications, availability, applicable commercial terms and other relevant factors.
3.	In case of Trade advance of up to 365 days or such period for which such advances are extended as per normal trade practice: amount, tenure and whether self-liquidating.	Not Applicable

Additional Information – Loan / Advance / Financial Assistance

S. No.	Particulars of the information	Details
1.	Purpose of the loan / advance / financial assistance.	Working capital and general business requirements of ABPL, including requirements arising in the ordinary course of its fertilizer business.
2.	Tenure of loan / advance / financial assistance.	To be determined based on the requirement and mutually agreed commercial terms, subject to applicable law and approvals.
3.	Interest rate.	To be determined based on applicable regulatory requirements, prevailing market conditions and the terms approved by the Audit Committee / Board.
4.	Security, if any.	Generally unsecured, unless otherwise approved.
5.	Repayment terms	Repayment shall be made in accordance with the terms approved by the Audit Committee / Board and mutually agreed with ABPL.

Additional Information – Investment

S. No.	Particulars of the information	Details
1.	Nature of investment	Investment, if any, in accordance with the business requirements and commercial objectives of the Company.
2.	Purpose of investment	To support business/commercial objectives and opportunities, subject to applicable laws and approvals.
3.	Tenure / exit terms	To be determined based on the nature and terms of the investment and applicable approvals.
4.	Source of funds	Internal accruals / business funds of the Company.

No director, Key Managerial Personnel or their relatives, except Mr. Raj Kumar Gupta and Mr. Vishnu Kant Gupta and their relatives are interested or concerned in the resolution.

ITEM NO. 6

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

As the Members are aware, the Company enters into various transactions with its related parties, including Shri Tulsi Phosphate Limited ("STPL"), from time to time, to further its business interests. Given the nature of the industry, such transactions are undertaken in the ordinary course of business and on an arm's length basis to achieve the Company's business objectives.

The value of transactions with STPL during the financial year 2024-2025 exceeded the materiality threshold. All the said transactions were in the ordinary course of business of the Company and on an arm's length basis. The company obtained Approval of the shareholders for ratifying a transaction of High Seas Sale of Fertilizers amounting to ₹10.087 crores during 2024-25 in AGM held on 30th September, 2025. However National Stock Exchange of India Limited (NSE) issued notice seeking clarification under Disclosure under Regulation 23(9) of the SEBI (LODR) Regulations, 2015. Further upon receipt of the clarification from the Company National Stock Exchange of India Limited (NSE) vide its email dated 27th March, 2026, instructed the Company to obtain shareholders' approval in respect of all transactions entered into with Shri Tulsi Phosphate Limited during FY 2024–2025, aggregating to ₹12.77 crores in this AGM.

These transactions were duly approved by the Audit Committee and Board of Directors in accordance with the Company's internal governance framework.

Accordingly, in order to ensure necessary compliances of the provisions of the Companies Act, 2013,and SEBI LODR and the directions issued by NSE, the Board of Directors recommends passing of the resolution contained in Item No. 6 of this Notice.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, is provided herein below:

S No.	**Particulars**	**Details**
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Shri Tulsi Phosphate Limited ("STPL") Agro Phos (India) Limited holds 2380000 equity shares in STPL constituting 19.51% of Total Paid up capital. STPL was as an Associate Company of Agro Phos (India) Limited with effect from December 20, 2023 till 31st December, 2026. Further, since the directors and shareholders of STPL form part of the promoter group of Agro Phos (India) Limited, STPL is deemed to be a Related Party of Agro Phos (India) Limited in terms of the applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

<table>
<tr>
<td>2.</td>
<td>Type, tenure, material terms and particulars</td>
<td>1. Loan and advances given: ₹1.01 crores
The loan was extended to STPL, an associate company, which commenced production at the time of availing loan and required short-term funds. Both companies operate in the fertilizer business, and such transactions were undertaken in the ordinary course of business and on an arm's length basis.

2. Loan and advances received back: ₹1.01 crores
The loans and advances extended earlier were fully recovered during the financial year.

3. Interest received on loans and advances: ₹ 0.1353 crores
Interest income was received on the loans and advances extended to Shri Tulsi Phosphate Limited @12% p.a.

4. Purchase of fixed assets: ₹0.53 crores
Some industrial mixing machine for operation of other machines.

5. Sale of Fertilizers: ₹10.087 crores
Due to a high-seas sale opportunity found during the year FY 2024-25, the Company entered into transaction with Shri Tulsi Phosphate Limited at arm's length price, to capitalize on a favorable business opportunity. Material terms and conditions were based on the contracts which inter alia include the rates based on prevailing/ extant market conditions and commercial terms as on the date of entering into the contract(s). Approval of the shareholders was obtained for ratifying transaction of High Seas Sale of Fertilizers during 2024-25 in AGM held on 30th September, 2025 however NSE instructed to obtain Shareholders approval for all transactions mentioned above.</td>
</tr>
<tr>
<td>3.</td>
<td>Value of the transaction</td>
<td>
<table>
<tr><th>Particulars</th><th>Amount
(₹ in Crores)</th></tr>
<tr><td>Loan and advances given</td><td>1.01</td></tr>
<tr><td>Loan and advances received back</td><td>1.01</td></tr>
<tr><td>Interest received on loans and advances</td><td>0.1353</td></tr>
<tr><td>Purchase of fixed assets</td><td>0.53</td></tr>
<tr><td>Sale of goods</td><td>10.087</td></tr>
<tr><td>Total</td><td>12.77</td></tr>
</table>
</td>
</tr>
</table>

4.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally	-
5.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	i) details of the source of funds in connection with the proposed transaction;	Business
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure;	NA
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	12% p.a.
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	The loan was extended to STPL, an associate company, which had commenced production recently and required short-term funds. Both companies operate in the fertilizer business, and such transactions were undertaken in the ordinary course of business and on an arm's length basis.
6.	Justification as to why the RPT is in the interest of the listed entity	1. Loan and advances given: ₹1.01 crores The loan was extended to STPL, an associate company, which had commenced production recently and required short-term funds. Both companies operate in the fertilizer business, and such transactions were undertaken in the ordinary course of business and on an arm's length basis. 2. Loan and advances received back: ₹1.01 crores The loans and advances extended earlier were fully recovered during the financial year. 3. Interest received on loans and advances: ₹0.1353 crores Interest income was received on the loans and advances extended to Shri Tulsi Phosphate Limited @12% p.a.

		4. Purchase of fixed assets: ₹0.53 crores Some industrial mixing machine for operation of other machines. 5. Sale of Fertilizers: ₹10.087 crores Both companies operate in the same line of business. Due to a high-seas sale opportunity, the Company entered into transaction with STPL at arm's length price in the ordinary course of business, to capitalize on a favorable business opportunity. This transaction was duly approved by the Audit Committee and Board of Directors in accordance with the Company's internal governance framework.
7.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
8.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

No director, Key Managerial Personnel or their relatives, except Mr. Raj Kumar Gupta and Mr. Vishnu Kant Gupta and their relatives are interested or concerned in the resolution.

ITEM NO. 7

The following Statement sets out the material facts relating to the Resolution mentioned in the accompanying Notice.

Background and details of the transactions:

As the Members are aware, the Company, in the ordinary course of its business, enters into various transactions with its related parties, including Shri Tulsi Phosphate Limited ("STPL").

STPL is a related party of Agro Phos (India) Limited ("the Company"). The Company holds 23,80,000 equity shares in STPL, constituting 19.51% of its total paid-up equity share capital. STPL was an Associate Company of the Company from December 20, 2023 till 31st December, 2025. Further, since the directors and shareholders of STPL form part of the promoter group of the Company, STPL is a related party under the applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. Also Mr. Raj Kuma Gupta, Director of the Company, is also a shareholder of STPL.

The Company proposes to enter into transactions with STPL for an aggregate amount not exceeding ₹15.00 crore from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting to be held in the subsequent financial year. The proposed transactions include purchase and sale of fertilizers/products, granting of loans, advances or other financial assistance, receipt of repayment thereof and receipt of interest thereon.

Both the Company and STPL operate in the fertilizer business. The proposed sale and purchase transactions may arise from business requirements and commercial opportunities between the parties and shall be undertaken in the ordinary course of business and on an arm's length basis. Loans/advances or other financial assistance, if any, may be provided for STPL's working capital and general business requirements on appropriate commercial terms and in compliance with applicable laws.

The Audit Committee has considered the proposed transactions, including their nature, terms, rationale and pricing mechanism, and the Board of Directors has approved the same in accordance with the applicable provisions of the Companies Act, 2013, SEBI Listing Regulations and the Company's policy on related party transactions. The Board of Directors is of the opinion that the proposed transactions are in the interest of the Company and its Members and accordingly recommends the Resolution for approval by the Members.

Details of the proposed Material Related Party Transaction(s) between the Company and STPL, including the information pursuant to the applicable Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" read with the applicable SEBI Circular and provisions of the Companies Act, 2013, are provided below:

A(1) – Basic details of the related party

S. No.	Particulars of the information	Details
1.	Name of the related party	Shri Tulsi Phosphate Limited ("STPL")
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	STPL is engaged in the business of manufacturing and trading of fertilizers and related products.

A(2) – Relationship and ownership of the related party

S. No.	Particulars of the information	Details
1.	Relationship between the listed entity and the related party – including nature of its concern (financial or otherwise) and shareholding details.	Agro Phos (India) Limited holds 23,80,000 equity shares in STPL constituting 19.51% of its total paid-up equity share capital. STPL was an Associate Company of Agro Phos (India) Limited with effect from December 20, 2023 till 31st December, 2025. Further, since the directors and shareholders of STPL form part of the promoter group of Agro Phos (India) Limited, STPL is a related party of the Company under the applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. Mr. Raj Kuma Gupta, Director of the Company, is also a shareholder of STPL

A(3) – Details of previous transactions with the related party

S. No.	Particulars of the information	Details
1.	Total amount of all transactions undertaken by the listed entity with the related party during the last financial year.	▪ Sale of goods: ₹0.81 lacs ▪ Purchase of Fixed assets: ₹0.88 lacs ▪ Loans & Advances Given: ₹60 lacs ▪ Receipt of Loans & Advances: ₹60 lacs ▪ Interest received on Loan given: ₹0.01 lacs ▪ Advance against sale of shares: ₹52 lacs
2.	Total amount of all transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which approval is sought.	Amount advanced: ₹70 lakh
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No

A(4) – Amount of the proposed transaction(s)

S. No.	Particulars of the information	Details
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee / shareholders (₹ in crore).	Up to ₹15 crore

2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	10.14%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (where applicable).	Not applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (or standalone turnover, if consolidated turnover is not available) for the immediately preceding financial year, if available.	Not available
6.	Financial performance of the related party for the immediately preceding financial year – Turnover, Profit After Tax and Net worth.	Details for FY 2024-2025 are as follows: ▪ Turnover: ₹135.97 lakhs ▪ Profit After Tax: ₹ (75.96) lakhs ▪ Net worth: ₹ 906.17 lakhs

A(5) – Basic details of the proposed transaction

S. No.	Particulars of the information	Details
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.).	The proposed transactions comprise ▪ Purchase and/or sale of fertilizers ▪ Granting of loans, advances or other financial assistance; ▪ Receipt of repayment thereof; and ▪ Receipt of interest thereon
2.	Details of each type of the proposed transaction.	As per requirement
3.	Tenure of the proposed transaction.	From the conclusion of this year AGM till the conclusion of AGM to be held in next Financial Year
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	₹15 crores
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	Purchase of fertilizers: Both companies operate in the fertilizer business. The proposed purchases may be undertaken to meet the Company's business and product requirements, subject to availability, quality and prevailing market conditions. Sale of fertilizers: Both companies operate in the same line of business and the proposed sales may arise from business requirements and commercial opportunities, enabling the Company to capitalize on available business opportunities on an arm's length basis. Loans/advances and financial assistance: STPL may require funds for working capital and general business requirements. Providing financial assistance, where commercially appropriate, may support the business operations of STPL while enabling the Company to earn interest income on such funds. Receipt of repayment and interest thereon

		represents recovery of amounts advanced and income to the Company.
7.	Details of the promoter(s)/director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly, including their shareholding in the related party.	None of the promoters, directors and Key Managerial Personnel of the Company have any direct or indirect interest in STPL, except to the extent of their relationship arising from their membership of the promoter group, as applicable and that Mr. Raj Kumar, Director of the Company, being shareholder of STPL
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	The proposed transactions shall be undertaken in the ordinary course of business and on an arm's length basis. Pricing and other commercial terms shall be determined with reference to prevailing/extant market conditions, product specifications, quality, availability and other applicable commercial terms prevailing at the time of entering into the respective transaction(s).

PART B: APPLICABLE TO SPECIFIC TYPE OF RPTs

B(1) – Sale, purchase or supply of goods or services / similar business transaction and trade advances

S. No.	Particulars of the information	Details
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The proposed transactions shall be undertaken based on the Company's business requirements and standard commercial practices. The selection of the counterparty and the terms of the transactions shall be based on relevant business requirements, product availability, quality, specifications, prevailing market conditions and other relevant commercial considerations.
2.	Basis of determination of price.	The prices shall be determined on an arm's length basis, taking into consideration prevailing market prices/market conditions, product quality and specifications, availability, applicable commercial terms and other relevant factors.
3.	In case of Trade advance of up to 365 days or such period for which such advances are extended as per normal trade practice: amount, tenure and whether self-liquidating.	Not Applicable

B(2) – Additional Information – Loan / Advance / Financial Assistance

S. No.	Particulars of the information	Details
1.	Purpose of the loan / advance / financial assistance.	Working capital and general business requirements of STPL, including requirements arising in the ordinary course of its fertilizer business.
2.	Tenure of loan / advance / financial assistance.	To be determined based on the requirement and mutually agreed commercial terms, subject to applicable law and approvals.
3.	Interest rate.	To be determined based on applicable regulatory requirements, prevailing market conditions and the terms approved by the Audit Committee / Board.
4.	Security, if any.	Generally unsecured, unless otherwise approved.
5.	Repayment terms.	Repayment shall be made in accordance with the terms approved by the Audit Committee / Board and mutually agreed with STPL.

ITEM NO. 8

The following Statement sets out the material facts relating to the Resolution mentioned in the accompanying Notice.

Background and details of the transactions

As the Members are aware, the Company, in the ordinary course of its business, enters into various transactions with its related parties, including Bharat Phosphates & Chemicals Private Limited ("BPCPL'").

Both the Company and BPCPL operate in the fertilizer business. The Company proposes to enter into transactions with BPCPL for an aggregate amount not exceeding ₹15.00 crores from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting to be held in the subsequent financial year. The proposed transactions comprise (i) purchase and/or sale of fertilizers/products; (ii) granting of loans, advances or other financial assistance; (iii) making of investments; (iv) receipt of repayment thereof; and (v) receipt of interest thereon.

The Audit Committee has considered the proposed transactions, including their nature, terms, rationale and pricing mechanism, and the Board of Directors has approved the same in accordance with the applicable provisions of the Companies Act, 2013, SEBI Listing Regulations and the Company's policy on related party transactions.

The Board of Directors is of the opinion that the proposed transactions are in the interest of the Company and its Members and accordingly recommends the Resolution for approval by the Members.

Details of the proposed Material Related Party Transaction(s) between the Company and Both the Company and BPCPL operate in the fertilizer business., including the information pursuant to the applicable Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" read with the applicable SEBI Circular and provisions of the Companies Act, 2013, are provided below:

A(1) – Basic details of the related party

S. No.	Particulars of the information	Details
4.	Name of the related party	Bharat Phosphates & Chemicals Private Limited ("BPCPL'")
5.	Country of incorporation of the related party	India
6.	Nature of business of the related party	BPCPL is engaged in the business of manufacturing and trading of fertilizers and related products.

A(2) – Relationship and ownership of the related party

S. No.	Particulars of the information	Details
1.	Relationship between the listed entity and the related party – including nature of its concern (financial or otherwise) and shareholding details.	BPCPL is a related party of Agro Phos (India) Limited under the applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, as a private company in which a director or his relative is a member or director. Mr. Vishnu Kant Gupta is a shareholder and director of BPCPL. Further, Mr. Abhay Gupta, son of Director Mr. Raj Kumar Gupta, is a shareholder and director of BPCPL.

A(3) – Details of previous transactions with the related party

S. No.	Particulars of the information	Details
1.	Total amount of all transactions undertaken by the listed entity with the related party during the last financial year.	Nil. The Company had entered into an acquisition agreement with BPCPL when it was not a related party. The consideration paid was fully repaid and the agreement was subsequently withdrawn.
2.	Total amount of all transactions undertaken by the listed entity with the related party in the current financial year	NIL

	up to the quarter immediately preceding the quarter in which approval is sought.	
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No

A(4) – Amount of the proposed transaction(s)

S. No.	Particulars of the information	Details
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee / shareholders (₹ in crore).	Up to ₹15 croress
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	10.14%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (where applicable).	Not applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (or standalone turnover, if consolidated turnover is not available) for the immediately preceding financial year, if available.	Not available
6.	Financial performance of the related party for the immediately preceding financial year – Turnover, Profit After Tax and Net worth.	Not available for FY ended 31.03.2026 However, the Details of FY 2024-2025 are as follows: ▪ Turnover: NIL ▪ Profit After Tax: NIL ▪ Net worth: ₹96.53 lacs

A(5) – Basic details of the proposed transaction

S. No.	Particulars of the information	Details
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.).	The proposed transactions comprises (i) purchase and/or sale of fertilizers products; (ii) granting of loans, advances or other financial assistance; (iii) making of investments; (iv) receipt of repayment thereof; and (v) receipt of interest thereon. The proposed transactions shall be undertaken from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting to be held in the subsequent financial year. The sale and purchase transactions shall be undertaken in the ordinary course of business and on an arm's length basis. Pricing and other commercial terms shall be based on prevailing/extant market conditions, product specifications, quality, availability and applicable commercial terms at the time of entering into the respective transaction (s)

		Loans, advances, financial assistance and investments, if any, shall be made based on the business requirements and commercial considerations of the Company and BPCPL and shall be subject to applicable laws, approvals and terms determined by the Board/Audit Committee.
2.	Details of each type of the proposed transaction.	As per requirement
3.	Tenure of the proposed transaction.	From the conclusion of this year AGM till the conclusion of AGM to be held in next Financial Year
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	-
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	Sale and Purchase of Fertilizers: Both companies operate in the same line of business. This shared industry focus may lead to occasions or opportunities for transactions between the two companies. Any such transactions will be conducted in the ordinary course of business and on an arm's length basis, ensuring fairness and transparency Loans, advances, financial assistance and investments, if any, shall be made based on the business requirements and commercial considerations of the Company and BPCPL and shall be subject to applicable laws, approvals and terms determined by the Board/Audit Committee.
7.	Details of the promoter(s)/director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly, including their shareholding in the related party.	None of the Promoters, Directors and Key Managerial Personnel of the Company have any direct or indirect interest Bharat Phosphates & Chemicals Private Limited, except Mr. Vishnu Kant Gupta Kumar, Director of the Company, who is also a director as well as shareholder of Bharat Phosphates & Chemicals Private Limited, and to the extent of any relationship arising from their membership of the promoter group, as applicable.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	The proposed transactions shall be undertaken in the ordinary course of business and on an arm's length basis. Pricing and other commercial terms shall be determined with reference to prevailing/extant market conditions, product specifications, quality, availability and other applicable commercial terms prevailing at the time of entering into the respective transaction(s).

PART B: APPLICABLE TO SPECIFIC TYPE OF RPTs

B(1) – Sale, purchase or supply of goods or services / similar business transaction and trade advances

S. No.	Particulars of the information	Details
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The proposed transactions shall be undertaken based on the Company's business requirements and standard commercial practices. The selection of the counterparty and the terms of the transactions shall be based on relevant business requirements, product availability, quality, specifications, prevailing market conditions and other relevant commercial considerations.
2.	Basis of determination of price.	The prices shall be determined on an arm's length basis, taking into consideration prevailing market prices/market conditions, product quality and specifications, availability, applicable commercial terms and other relevant factors.
3.	In case of Trade advance of up to 365 days or such period for which such advances are extended as per normal trade practice: amount, tenure and whether self-liquidating.	Not Applicable

B(2) – Additional Information – Loan / Advance / Financial Assistance

S. No.	Particulars of the information	Details
1.	Purpose of the loan / advance / financial assistance.	Working capital and general business requirements of BPCPL, including requirements arising in the ordinary course of its fertilizer business.
2.	Tenure of loan / advance / financial assistance.	To be determined based on the requirement and mutually agreed commercial terms, subject to applicable law and approvals.
3.	Interest rate.	To be determined based on applicable regulatory requirements, prevailing market conditions and the terms approved by the Audit Committee / Board.
4.	Security, if any.	Generally unsecured, unless otherwise approved.
5.	Repayment terms	Repayment shall be made in accordance with the terms approved by the Audit Committee / Board and mutually agreed with BPCPL.

B(3) – Additional Information – Investment

S. No.	Particulars of the information	Details
1.	Nature of investment	Investment, if any, in accordance with the business requirements and commercial objectives of the Company.
2.	Purpose of investment	To support business/commercial objectives and opportunities, subject to applicable laws and approvals.
3.	Tenure / exit terms	To be determined based on the nature and terms of the investment and applicable approvals.
4.	Source of funds	Internal accruals / business funds of the Company.

No director, Key Managerial Personnel or their relatives, except Mr. Raj Kumar Gupta and Mr. Vishnu Kant Gupta and their relatives are interested or concerned in the resolution.

ITEM NO. 9

The Board of Directors of the Company in its Board Meeting dated 29th May, 2026 on the recommendation of the Audit Committee has approved the appointment of M/s. Sudeep Saxena & Associates, Cost Accountants (FRN: 100980) as Cost Auditors for the financial year ended March 31, 2027, on the recommendation of the Audit Committee at a remuneration of Rs. 1,20,000/- (Rupees One Lac Twenty Thousand only) plus GST as applicable and reimbursement of out-of-pocket expenses in accordance with the provisions of Section 148 of the Companies Act, 2013.

Besides the audit services, the Company would also obtain certifications which are to be mandatorily received from the Cost auditors under various regulations and the said certification will be charged separately and any revision in the remuneration of the cost auditors may be done with prior approval of Audit committee and at the discretion of the board of Directors simultaneously any such revision should be purely based on the performance review and any additional efforts of the firm.

The remuneration payable to the cost auditor has to be ratified by the shareholders of the Company for the financial year ended March 31, 2027.

Therefore, the Board recommends the Ordinary Resolution at Item No. 9 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. 9 the Notice.

Brief Profile of M/s. Sudeep Saxena & Associates, Cost Accountants:

M/s. Sudeep Saxena & Associates is having experience of more than 15 years and handled Costing Assignments of industries like Pharmaceutical, Fertilizer, Food, Textiles etc. and offers services like:

- Cost Audit
- Costing Compliance
- Stock Audit
- Insurance Valuation for Loss of Stock

"The firm is owned and controlled by CMA Sudeep Satyendra Saxena, a Fellow Member of the Institute of Cost Accountants of India (ICMA). He is the Proprietor of the firm and holds the qualifications of FCMA, MBA (Finance) and M.Com. He possesses over 11 years of professional experience in the financial industry, having worked with reputed organizations.

The firm is handling assignments in consultancy and cost audit of various companies of repute, covering public sector, private sector and government sector. The Head office of the firm is located in Indore (M.P.). The Firm is an Independent Firm of Cost Accountant and is maintaining arm's Length relationship with our Company. The Firm is registered with the Institute of Cost Accountants of India under Registration No. 100980.

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

Place: Indore
Date: 07.09.2026

RAJ KUMAR GUPTA
MANAGING DIRECTOR
DIN: 00244925

Form No. MGT-11 [Proxy]

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies Management and Administration) Rules, 2014]

CIN :L24123MP2002PLC015285
Name of the company : Agro Phos (India) Limited
Registered office :M-87, Trade Centre, 18M, South Tukoganj, Indore (MP) 452001
Name ofthe member (s) :
Registered address:
E-mail Id :
Folio No/ Client Id:
DP ID :
I/We, being the member (s) of …………..………….shares of the above named company, hereby appoint:1.
Name:………………………Address:…………………………………E-mail Id:………………………………

Signature:……………., or failing him/her

2. Name:………………………Address:………………………………..Email Id:………………………………

Signature:…………….,... or failing him/her

3. Name:………………………Address:………………………………..E-mail Id:………………………………

Signature:…………….,…………………………..

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on the Wednesday, 30th September, 2026 At 12.30 P.M. at Hotel Rasa Royal situated at 93-B, WB Scheme No. 94, Near Bombay Hospital, Vijay Nagar, Indore (MP) 452006 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Description	For	Against
1.	To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the company comprising Balance Sheet, Statement of Profit and Loss Account, Cash Flow Statements for the year ended 31st March, 2026 together with the report of the Board of Directors & Auditors thereon.		
2.	To appoint a director in place of Mr. Abhishek Kalekar (DIN: 07758751) who retires by rotation and, being eligible offers himself for re-appointment.		
3.	To consider and appoint Mrs. Sakina Dharwala (DIN: 11818621) as an Independent Director of company		
4.	To consider and appoint Mr. Chandresh Kumar Gupta (DIN: 09042779) as an Independent Director of company		
5.	To consider and approve the material related party transaction limits with APIndia Biotech Private Limited		
6.	To ratify the material related party transaction limits with Shri Tulsi Phosphate Limited entered in FY 2024-2025		

7.	To consider and approve the material related party transaction limits with Shri Tulsi Phosphate Limited		
8.	To consider and approve material related party transaction limits with Bharat Phosphates & Chemicals Private Limited		
9.	To ratify and approve payment of remuneration to cost auditors M/s. Sudeep Saxena & Associates, Cost Accountants at Rs. 1,20,000/- plus GST plus reimbursement of out- of-pocket expenses to conduct audit of Cost Records of company for the financial year ending March 31, 2027		

Signed this…… day of...........2026

Signature of Shareholder…………..

Signature of Proxy holder(s)……….

Affix Rs.1
Revenue
Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. This is only optional. Please put "x" in the appropriate column against the resolution indicated in the box. If you leave the "For" or "Against" column blank against any or all resolutions. Your proxy will be entitled to be vote in the manner/as he/she thinks appropriate.

AGRO PHOS (INDIA) LIMITED
M-87, Trade Centre, 18M, South Tukoganj, Indore (MP) 452001

FORM NO. MGT.12
POLLING PAPER / BALLOT PAPER

S No	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No./*Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	

I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

No.	Particulars	Type of Resolution	No. of shares held by me	I assent to the resolution	I dissent from the resolution
Ordinary Business					
1.	To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the company comprising Balance Sheet, Statement of Profit and Loss Account, Cash Flow Statements for the year ended 31st March, 2026 together with the report of the Board of Directors & Auditors thereon.	Ordinary Resolution			
2.	To appoint a director in place of Mr. Abhishek Kalekar (DIN: 07758751) who retires by rotation and, being eligible offers himself for re-appointment.	Ordinary Resolution			
Special Business					
3.	To consider and appoint Mrs. Sakina Dharwala (DIN: 11818621) as an Independent Director of company	Special Resolution			
4.	To consider and appoint Mr. Chandresh Kumar Gupta (DIN: 09042779) as an Independent Director of company	Special Resolution			
5.	To consider and approve the material related party transaction limits with APIndia Biotech Private Limited	Special Resolution			
6.	To ratify the material related party transaction limits with Shri Tulsi Phosphate Limited entered in FY 2024-2025	Ordinary Resolution			
7.	To consider and approve the material related party transaction limits with Shri Tulsi Phosphate Limited	Ordinary Resolution			
8.	To consider and approve material related party transaction limits with Bharat Phosphates & Chemicals Private Limited	Special Resolution			

9.	To ratify and approve payment of remuneration to cost auditors M/s. Sudeep Saxena & Associates, Cost Accountants at Rs. 1,20,000/- Plus GST Plus reimbursement of out- of-pocket expenses to conduct audit of Cost Records of company for the financial year ending March 31, 2027	Ordinary Resolution			

Place: Indore

Date: (Signature of the shareholder)

ATTENDENCE SLIP

(TO BE SIGNED AND HANDED OVER AT THE ENTRANCE OF THE MEETING HALL)

I hereby record my presence at the 24th Annual General Meeting of the Company being held on, Wednesday, 30th September, 2026 at 12.30 P.M. at Hotel Rasa Royal situated at 93-B, WB Scheme No. 94, Near Bombay Hospital, Vijay Nagar, Indore (MP) 452006.

NAME (S) OF THE MEMBER (S)	:
Registered Folio NO./ Client ID NO.	:
NO. OF SHARES HELD	:

Name of Proxy (in block letters)

(To be filled in, if the proxy attends instead of the Member) ....

Member's/Proxy's Signature

Route Map to the Venue of AGM
At Hotel Rasa Royal situated at 93-B, WB Scheme No. 94, Near BombayHospital, Vijay Nagar, Indore (MP) 452006