

THE PHOSPHATE COMPANY LIMITED

CIN: L24231WB1949PLC017664

Registered Office

14, NETAJI SUBHAS ROAD KOLKATA -700001

Phone: 033-22300771, E-mail:lakshmiphosphate@gmail.com,

Website : www.phosphate.co.in

NOTICE

NOTICE is hereby given that the 75th Annual General Meeting of the Members of the Company will be held through Video conferencing/Other Audio Visual Means on Friday, the 22nd September, 2023 at 4.00 P.M. to transact the following business:

Ordinary Business

1. To consider and adopt the Standalone as well as Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2023, and the Reports of the Board of Directors and the Auditors' thereon.

Special Business

2. Appointment of a Director in place of Shri Binod Khaitan (DIN:00128502), who retires by rotation and being eligible, offers himself for re-appointment.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT Shri Binod Khaitan (DIN:00128502), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed a Director liable to retire by rotation.”

3. Appointment of Shri Ajay Bangur as a Director of the Company.

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

“**RESOLVED THAT**, Shri Ajay Bangur (DIN: 00041711, who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director of the Company with effect from 31st July 2023 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any modification and re-enactment thereof) who is eligible for appointment and has consented to act as a Director of the Company be and is hereby appointed a Director of the Company liable to retire by rotation”.

4. Appointment of Shri Ajay Bangur as a Whole-Time Director of the Company.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

RESOLVED THAT based on the recommendation of the Nomination & Remuneration Committee and approval of the Board and pursuant to provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with rules made there under, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and all applicable guidelines issued by the Central Government from time to time, consent of the members of the Company be and is hereby accorded for appointment of Sri Ajay Bangur (DIN: 00041711) as the Whole-Time Director designated as Executive Director of the Company for a period of Five years with effect from 12th August 2023 and whose period of office shall be liable to determination by retirement of directors by rotation and also on the terms and conditions and remuneration as set out in the Explanatory Statement annexed to this Notice and as per the Agreement dated 31st July 2023, entered into between the Company and Sri Ajay Bangur.”

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“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of the said Agreement in such manner as may be agreed to between the Board of Directors and Sri Ajay Bangur from time to time and the terms of the aforesaid Agreement shall be suitably modified to give effect to such alteration and/or variation.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and Company Secretary of the Company be and are hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents including making the appropriate e-filings with the Registrar of Companies, West Bengal and for the purpose of giving effect to the aforesaid resolution.”

5. As an Ordinary Resolution

Ratification of Remuneration of Cost Auditors

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the Company be and is hereby accorded for payment of remuneration of Rs.17,500/- (Rupees Seventeen Thousand Five Hundred only) plus applicable taxes and reimbursement of out-of-pocket expenses, payable to M/s S. Gupta & Co., Cost & Management Accountants (Firm Registration Number 000020), for conducting Audit of Cost Accounting records maintained by the Company as applicable, for the financial ending March 31, 2024.”

By Order of the Board
For **THE PHOSPHATE COMPANY LIMITED**

Regd.Office :
14, Netaji Subhas Road
Kolkata – 700 001
Date: 31st July 2023

Shankar Banerjee
Dy. Secretary
ACS:45073

NOTES:

1. A Statement under Section 102 of the Companies Act, 2013 (“Act”) relating to item no 2,3,4 & 5 as mentioned above is annexed hereto as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(“Listing Regulations”).
2. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 16th September 2023 to Friday, 22nd September 2023 (both days inclusive).
3. The Ministry of Corporate Affairs (MCA) vide its Circular dated 28th December, 2022 read together with circulars dated 5th May, 2022, 14th December, 2021, 13th January, 2021, 8th April, 2020, 13th April, 2020 and 5th May, 2020 (collectively referred to as ‘MCA Circulars’) permitted the holding of the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India (“SEBI”) vide its Circulars dated 5th January, 2023 read together with circulars dated 13th May, 2022, 15th January, 2021 and 12th May, 2020 (‘SEBI Circulars’) has also granted certain relaxations regarding related provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). In compliance with the provisions of the Act, Listing Regulations and MCA Circulars, the AGM of the Company shall be conducted

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through VC/OAVM. The deemed venue for the AGM will be the registered office of the Company at 14, Netaji Subhas Road, Kolkata – 700 001. Attendance of the Members participating in the AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum for the AGM as per section 103 of the Companies Act, 2013.

4. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
5. Since the physical attendance of Members has been dispensed with, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Attendance Slip, Route Map and Proxy Form are not annexed to this Notice.
6. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the AGM and Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company/RTA/Depositories. Members may note that the Notice will also be available on the Company's website at <http://www.phosphate.co.in> websites of the Stock Exchanges i.e. BSE Limited and The Calcutta Stock Exchange Limited at www.bseindia.com and www.cse-india.com respectively and on website of the NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. Corporate members intending to authorize their representatives to attend the Meeting are requested to send a scanned certified copy of the board resolution (pdf/jpeg format) authorizing their representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the Company by email through its registered email address to shankar@phosphate.co.in.
8. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
9. Members holding shares in physical form are requested to notify any change in their address including Pin Code, Bank Mandate, Income Tax Permanent Account Number, e-mail, mobile number etc. to the Company's Registrar & Share Transfer Agent (RTA) in prescribed Form ISR – 1 and other forms pursuant to SEBI Circular dated 16th March, 2023. Maheshwari Datamatics Pvt. Ltd. (Unit: The Phosphate Company Limited) 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700001 E-mail: mdpldc@yahoo.com, Website: www.mdpl.in. Members holding shares in dematerialized form are requested to furnish the aforesaid information to their respective depository participants for updation of their records.
10. Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the Company. Request for nomination may be made to the Company or its RTA in Form SH – 13. If a Member desires to opt out or cancel the earlier nomination and record afresh nomination, he /she may submit the same in Form ISR – 3 or Form SH – 14 as the case may be. The said form can be downloaded from the Company's website at <http://www.phosphate.co.in>.
11. Members may please note that SEBI vide Circular dated 25th January, 2022 has mandated the listed companies to issue securities only in dematerialized form while processing service requests viz. issue of duplicate securities certificate; claim for unclaimed suspense account; renewal / exchange of securities certificate; endorsement; subdivision / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR–4, the format of which is available on the Company's website at <http://www.phosphate.co.in>. In view of above, members holding shares in physical form are requested to convert their holding(s) to dematerialized form.

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12. Members are requested to note that under section 124 of Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules) the amount of dividend if any unpaid or unclaimed for a period of 7 (seven) years from the due date is required to be transferred to Investor Education and Protection Fund (IEPF) constituted by the Central Government of India. Further, all shares in respect of which dividend remain unclaimed for 7 consecutive years or more, are also required to be transferred to the IEPF. The Company had accordingly transferred final dividend pertaining to the Financial Year 2006-07 to the IEPF within the stipulated time period. Thereafter, no dividend has been declared by the Company.
13. Members holding shares in physical form may intimate the Company necessary particulars for ECS credit of the dividend directly to their bank accounts wherever ECS facility is available or for printing of their bank account details on the dividend warrants to prevent possibilities of fraud in encashing the warrants.
14. Members holding shares in physical mode are requested to intimate changes in their address alongwith proof of address/bank mandate to the Registrar and Share Transfer Agents (RTA), M/s Maheshwari Datamatics Pvt. Ltd. Members holding shares in electronic mode are requested to send the intimation for change of address / bank mandate to their respective Depository Participant.
15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to write to the Company's RTA, enclosing their share certificates to enable the Company to consolidate their holdings into a single folio.
16. Shareholders are also requested to take immediate action to demat their shares to avail easy liquidity since trading of shares of the Company are under compulsory demat mode as per the regulation of SEBI and also to prevent any loss of physical Share Certificate (if already complied with, please ignore this).
17. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
18. The SEBI has vide Circular no. MRD/DoP/Cir-05/2009 dated 20th May, 2009 mandated the submission of PAN by every participant in the security market. Members holding shares in demat form /physical form are therefore, requested to submit their PAN to the Company or the RTA.
19. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Secretarial Standard on General Meeting, Schedule V in respect of the Director seeking re-appointment/ appointment at the Annual General Meeting, forming an integral part of the notice is appended below.

Details of Director seeking appointment /re-appointment at the AGM

Name	Shri Binod Khaitan	Shri Ajay Bangur
DIN	00128502	00041711
Nationality	Indian	Indian
Date of Birth, Age	23-01-1944, 80 years	19-07-1965, 58 years
Date of First Appointment to the Board	27-12-1990	31-07-2023
Qualifications	B.Com., M.B.A (Geneva)	B.Com , DPBM
Brief Resume & Expertise in specific functional areas	He is an eminent businessman with wide experience in the business of Timber, Tea, Jute, Fertiliser, Tyre-Tubes & Soft Drinks. He is member of Rotary Club of Central Calcutta & actively involved in social service, especially in the upliftment of Villages around Kolkata.	He is a proficient business executive with wide exposure in the business of Woven Sack, Automobiles, Agri-Inputs and Retailing including Online retailing

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Terms and Conditions of Appointment/ Re-appointment	Shri Binod Khaitan is a Non-Executive Non-Independent Director of the Company and is seeking re-appointment liable to retire by rotation.	Shri Ajay Bangur is seeking appointment as a. Director liable to retire by rotation; b. Whole-time Director designated as Executive Director for a period of 5 years. As per Terms and conditions specified in the explanatory statement annexed to this notice.
Details of Remuneration sought to be paid	Sitting fees for attending Board Meetings and Committee Meetings, if any, where he is a member.	Details of remuneration sought to be paid are detailed in Explanatory Statement
Directorships held in other companies	i. Electrosteel Castings Ltd. ii. Adelina Investments Pvt. Ltd.	i. Raj Packwell Ltd. ii. Chintamani Holdings Pvt. Ltd iii. Ekaani Fashion Pvt.Ltd. iv. Mani Invest Brokers Pvt.Ltd. v. Noshirvan & Company Pvt. Ltd vi. Shreyans Paperplast Pvt. Ltd.
Membership/ Chairmanship of Committees of other public limited company.	Nil	Nil
Disclosure of Relationship between Directors inter-se	Nil	Nil
No of Board Meetings attended in 2022-23	4 out of 5	N.A.
Shareholding in the Company and category	82400 equity shares in Promoter category	7800 equity shares in Promoter Group category

- a. Shri Binod Khaitan, shall retire at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment. Shri Khaitan joined the Board of Directors as a Non-Executive Director from 27th December 1990 and was last re-appointed by the members in the Annual General Meeting held on 21st December 2020. Upon his re-appointment as a director, Shri Khaitan shall continue to hold office as a Non-Executive Director subject to retirement by rotation.

Accordingly, the Board recommends his re-appointment.

Except Shri Khaitan, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in agenda Item No.2.

- b. Shri Ajay Bangur was appointed additional director to hold office till the ensuing Annual General Meeting and being eligible offers himself for appointment as Director. The Nomination and Remuneration Committee has proposed the appointment of Shri Bangur as a whole-time director of the Company. Upon his appointment, Shri Bangur shall continue to hold office as whole-time director of the Company subject to retirement by rotation.

Accordingly, the Board recommends his appointment.

Except Shri Bangur, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in agenda Item No 3 & 4.

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20. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 19th September, 2023 at 09:00 A.M. and ends on 21st September, 2023 at 05:00 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. 15th September, 2023 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 15th September, 2023.

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 and joining virtual meeting 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

Individual Shareholders holding securities in demat mode with NSDL.

Login Method

1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsd.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 or joining virtual meeting & voting during the meeting.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select "**Register Online for IDeAS Portal**" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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 screen will 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.

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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 or joining virtual meeting & voting during the meeting.

4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



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 or joining virtual meeting & voting during the meeting. 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’ website directly.
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.

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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 or joining virtual meeting & voting during the meeting.
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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.co.in or call at 022 - 4886 7000 and 022 - 2499 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.com or contact at toll free no. 1800 22 55 33

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

How to Log-in to NSDL e-Voting website?

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*****

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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***
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5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use 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.co.in 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. 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.
4. Upon confirmation, the message "Vote cast successfully" will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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General Guidelines for shareholders

1. The Company has appointed Mr. Ajay Kumar Agarwal, Practicing Company Secretary (C.P.No.13493, Membership No. FCS: 7604) to act as the scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
2. 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 cs.aaa@gmail.com with a copy marked to evoting@nsdl.co.in. 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.
3. 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.
4. 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 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

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 lakshmiphosphate@gmail.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 lakshmiphosphate@gmail.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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

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INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at lakshmiphosphate@gmail.com. The same will be replied by the company suitably.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013.

Item No.2

Shri Binod Khaitan was last re-appointed as a Director whose period of office was liable to determination by retirement by rotation, by the Shareholders in the Annual General Meeting (AGM) of the Company held on 21st December 2020.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 ('the Act'), he retires by rotation at this AGM and being eligible, has offered himself for re-appointment. In terms of Section 102 of the Act, the re-appointment of a rotational director at the annual general meeting is an Ordinary Business. However, in view of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which provides that no listed entity can continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless a special resolution is passed to that effect. The respective provision of SEBI(LODR) 2015 seems to become applicable to the Company during the tenure of Directorship of Shri Binod Khaitan. Accordingly, the re-appointment of Shri Binod Khaitan, aged 80 years, is recommended at this AGM as Special Business by way of Special Resolution instead of Ordinary Business in compliance of Section 102 of the Act read with the amended SEBI (LODR) Regulations 2015. Shri Khaitan belongs to the Promoter Category. Under his guidance the Company has emerged as the leading fertiliser manufacturer in Eastern India. The Board has benefitted from his relevant specialization and expertise. The Board upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on 31st July 2023 has approved the re-appointment of Shri Binod Khaitan as a Director liable to retire by rotation and recommends the same for the approval by the Shareholders of the Company.

Except Shri Binod Khaitan, no other Director(s) and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this Resolution. Disclosure under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable statutory provisions are set out in the annexure to the Explanatory Statement to the Notice dated 31st July 2023.

Item No.3 & 4

Shri Ajay Bangur (DIN:00041711) who was appointed as an Additional Director on the Board of Directors of the Company with effect from 31st July 2023, in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of ensuing Annual General Meeting. The Nomination & Remuneration Committee has recommended the candidature of Shri Bangur as a Director of the Company. The Company has received from Shri Bangur (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of

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the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Act. In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from a member proposing the candidature of Shri Bangur for appointment.

The Board on the recommendation of the Nomination & Remuneration Committee at its meeting held on 31st July, 2023, approved the appointment of Shri Ajay Bangur (DIN:00041711) as Whole Time Director designated as Executive Director of the Company for a period of five years, with effect from 12th August 2023, subject to approval of shareholders at the forthcoming Annual General Meeting. Pursuant to Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, (the Act) the Companies (Appointment and Qualification of Directors), Rules, 2014, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Shri Bangur, requires approval of the Members by way of Special Resolution. Accordingly, an agreement was entered into between the Company and Shri Bangur in respect of his appointment inter-alia containing the following terms and conditions.

a. Salary: Rs.3,00,000/- pm in the range of Rs.3,00,000/-pm to Rs.10,00,000/- pm.

The Board of Directors may review and determine from time to time necessary changes in salary during the tenure of appointment.

b. Commission:

Such commission on its net profits, as may be decided by the Board of Directors in its absolute discretion for each financial year or part thereof, subject however, that the total remuneration i.e. salary, perquisites and commission in any one financial year shall not exceed the limits prescribed or as may be prescribed from time to time, under applicable provisions of the Companies Act, 2013 read with schedule to the Act, as may for the time being in force.

c. Perquisites and Benefits:

- (i) Provident & Super Annuation Fund: Company's contribution towards Provident fund and Superannuation or Annuity Policy as per rules of the Company.
- (ii) Gratuity: As per rules of the Company.
- (iii) House Rent Allowance: As per rules of the Company.
- (iv) Medical Benefit: Reimbursement of medical expenses for self, spouse, dependent children / parents equivalent to one month's salary in a year.
- (v) Leave Travel Assistance: Reimbursement of actual traveling expenses for self, spouse, dependent children / parents' equivalent to one month's salary in a year.
- (vi) Car: Free use of Company's Car with Driver or reimbursement of expenses incurred thereto.
- (vii) Telephone: Free mobile and telephone facility at residence or reimbursement of expenses incurred thereto.
- (viii) Leave Encashment: As per rules of the Company.
- (ix) Club Fees: Payment of Club fee of two clubs.
- (x) Personal Accident Insurance: Payment of all accident premium for self, spouse and dependent children subject to a maximum of Rs.10,000 in a year.
- (xi) Reimbursement of expenses: Reimbursement of all entertainment, traveling, hotel and other expenses incurred during the course of and in connection with the business of the Company.
- (xii) Any other perquisites as may be allowed by the Board.

The provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to Shri Bangur.

In the event of absence or inadequacy of profits in any financial year during his tenure, Shri Bangur shall be entitled to receive remuneration including allowances, perquisites etc., as stated in this agreement excluding commission on net profits, as Minimum Remuneration, as approved by the Board of Directors including a Committee thereof subject to compliance with Schedule V of the Companies Act, 2013 as amended from time to time..

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The above may be treated as an abstract of the terms and conditions governing the appointment and remuneration of Shri Bangur as Whole-time Director, pursuant to Section 190 of the Companies Act, 2013.

The Directors accordingly recommend the ordinary resolution set out at item 3&4 of the notice for approval of the shareholders.

None of the Directors, except Shri Bangur, is in any way regarded as concerned or interested in the aforesaid resolution

Item no.5

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014, remuneration payable to the Cost auditors has to be ratified by the shareholders of the Company.

The Board on the recommendation of the Audit Committee has approved the appointment of M/s S Gupta & Co, Cost & Management Accountants, as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March 2024 at a remuneration of Rs.17500/- plus taxes and out of pocket expenses.

The Directors accordingly recommend the ordinary resolution set out at item 5 of the notice for approval of the shareholders.

None of the Directors, Key Managerial Personnel or their relatives are/is in any way regarded as concerned or interested in the aforesaid resolution.

By Order of the Board
For **THE PHOSPHATE COMPANY LIMITED**

Regd. Office :
14, Netaji Subhas Road
Kolkata – 700 001
Date: 31st July, 2023

Shankar Banerjee
Dy. Secretary
ACS:45073