

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 69th Annual General Meeting of the Members of the Company will be held at Somany Conference Hall of Merchants Chamber of Commerce & Industry, 15B Hemant Basu Sarani, Kolkata-700001 on Thursday, the 21st September, 2017 at 11.30 A.M. to transact the following business:-

Ordinary Business

- 1) To consider and adopt (a) the Audited Standalone Financial Statement of the Company for the year ended 31st March 2017 along with Report of the Board of Directors and Auditors thereon and (b) the Audited Consolidated Financial Statements for the year ended 31st March 2017 along with report of the Auditors thereon and in this regard pass the following resolution as an **Ordinary Resolution**.
 - a. **"RESOLVED** that the audited standalone financial statements of the Company for the financial year ended 31st March 2017 and the reports of the Board of Directors and Auditors thereon laid before this meeting be and are hereby considered and adopted"
 - b. **"RESOLVED** that the audited consolidated financial statements of the Company for the financial year ended 31st March 2017 and the report Auditors thereon laid before this meeting be and are hereby considered and adopted"
- 2) To appoint a Director in place of Shri Hemant Bangur (DIN:00040903), 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, Shri Hemant Bangur (DIN:00040903) who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."
- 3) To appoint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of 5th consecutive Annual General Meeting and to fix their remuneration and in this regard pass the following as an **Ordinary Resolution**.
"RESOLVED that pursuant to the provisions of Section 139, 142 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 reenactment(s) thereof for the time being in force, M/s S.K. Agrawal & Co., (F.R.No.306033E) Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of Five(5) consecutive years from the conclusion of this Annual General Meeting to the conclusion of the Annual General Meeting to be held in the year 2022 (subject to the ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) at a remuneration decided by the Board of Directors as may be determined by the Audit Committee in consultation with auditors plus applicable taxes."

Special Business

- 4) To ratify the appointment and remuneration of the Cost Auditors of the Company for the financial year ending 31st March 2018 and in this regard pass the following resolution as an **Ordinary Resolution**.
"RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act 2013 and the Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force, the reappointment of M/s S. Gupta & Co., Cost & Management Accountants as recommended by the Audit Committee and appointed by the Board of Directors of the Company, be and is hereby ratified to conduct the audit of the cost records of the company for Fertiliser for the financial year ending 31st March 2018, at a remuneration Rs.15000/- plus taxes and out of pocket expenses".

Registered Office:
14, Netaji Subhas Road
Kolkata – 700001
Dated :August 18, 2017

By Order of the Board
Suresh Kumar Bangur
Executive Director
DIN: 00040682

NOTES:

1. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company not less than 48 hours before the commencement of the meeting.
As per section 105 of the Companies Act, 2013 and in terms of Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding fifty and holding taken together not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy such person shall not act as a proxy for any other person or share holder. The holder of Proxy shall prove his identity at the time of attending the meeting. The instrument appointing a proxy shall be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified true copy of the board resolution authorising their representative to attend and vote on their behalf at the Meeting Proxies shall be made available for inspection during twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.
 2. Members who hold shares in Dematerialized form are requested to bring their Client ID and DPID nos. for easier identification of attendance at the meeting.
 3. Pursuant to the provisions of Section 91 of the Companies Act, 2013. The Register of Members and Share Transfer Books of the Company will remain closed from **15th September, 2017 to 21st September, 2017** (both days inclusive).
 4. A member desirous of obtaining any information concerning the accounts and operation of the Company is requested to send his queries to the Company at least 7 days before the date of the meeting, so that the information required by the member is made available at the meeting.
 5. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting; Members attending the meeting are requested to bring their copy of the Annual Report with them to the meeting.
 6. Pursuant to section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in prescribed form SH-13 with the RTA. In respect of shares held in Electronic/ Demat form, members may please contact their respective Depository Participants. As per the provisions of the Companies Act, 2013, as amended, facility for making nomination is available to individual shareholders. The prescribed form can be obtained from the Company/ R & T Agent.
 7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the meeting.
 8. SEBI has made trading in shares of the Company compulsory in dematerialized form for all investors w.e.f. 27/2/2001 under **ISIN:INE398C01016**. Shareholders are requested to get their shareholding dematerialized. Shareholders, who have not dematerialized their shares as yet, are advised to have their shares dematerialized to avail the benefits of paperless trading as well as easy liquidity, as the trading in shares of the Company is under compulsory dematerialized form.
 9. Ministry of Corporate Affairs vide its circular no.17/2011 dated 21/04/2011 & 18/2011 dt.29/04/2011 has taken Green Initiative in the Corporate Governance by allowing the companies to send various notices/documents including audited financial results, directors report, auditor's report, general meeting notices to the members through electronic mode to the registered email addresses of the shareholder. Members are therefore requested to register their email addresses with the Company at its Registered Office and also keep a note to inform any change in their email address.
 10. As per SEBI Circular in respect of transaction involving transfer of shares in physical form of a listed company, it is mandatory for the transferee(s) to furnish copy of PAN card for registration of transfer of Shares.
 11. All documents referred in the Notice and accompanying Explanatory Statement are open for inspection at the Registered Office of the Company on all working days between 11 AM and 1 PM up to the date of the Annual General Meeting.
 12. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the Company is pleased to offer the facility of voting through electronic means in respect of businesses to be transacted at the 69th AGM which includes remote e-voting (i.e. voting electronically from a place other than the venue of the general meeting) and voting at the AGM through poll. The Company proposes to provide the option of voting by means of ballot at the AGM:
 - a. The Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating voting by electronic means and the business may be transacted through e-voting services provided by NSDL.
 - b. For persons who have acquired shares and became Members of the Company after the dispatch of the Notice of the AGM but before the cut-off date i.e. Thursday 14th September 2017, may obtain their User ID and Password for e-voting from Company's Registrar & Transfer Agent M/s Maheshwari Datamatics Pvt. Ltd. at mdpldc@yahoo.com (Phone No.: 91-33-2243 5809) or Mr. Rajiv Ranjan, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th & 5th Floors, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, e-mail: rajivr@nsdl.co.in, Phone: +91 22 2499 4738, Toll Free No. 1800 222 990.
 - c. In case of any queries or issues regarding e-voting, you may refer to the FAQs and e-voting user manual for Shareholders available under the Downloads section of NSDL's e-voting website www.evoting.nsdl.com or contact the aforesaid.
 - d. The remote e-voting commences Monday, 18th September, 2017 at 10.00 a.m. ends on Wednesday, 20th September, 2017 at 5.00 p.m. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 14th September, 2017 may cast their votes electronically.
- VOTING AT AGM: The members who have not casted their votes electronically can exercise their voting rights at the AGM through ballot form.

13. Procedure for E-voting:
The instructions for members for voting electronically are as under:
In case of members receiving e-mail:
i. Open the e-mail and the PDF file viz. **'Phosphate e-voting.pdf'** with your Client ID No. or Folio No. as password. The said PDF file contains your User ID and Password for remote e-voting. Please note that the password is an initial password.
ii. Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/> and click on **'Shareholder – Login'**.
iii. Insert User ID and Password as initial password stated in (i) above. Click on 'Login'. Password change menu appears. Change the password with a new password of your choice with minimum 8 digits/characters or combination thereof. Please do not share your password with any other person and take utmost care to keep your password confidential.
v. Home page of remote e-voting opens. Click on **'e-voting: Active Evoting Cycles'** and select the Electronic Voting Event Number (EVEN) of The Phosphate Company Limited.
vi. Now you are ready for remote e-voting as **'Cast Vote'** page opens.
vii. Cast your vote by selecting appropriate option and click on **'Submit'**. Thereafter click on **'Confirm'** when prompted; upon confirmation, your vote is cast and you will not be allowed to change your vote.
viii. Thereafter the message **'Vote cast successfully'** will be displayed.
ix. Institutional shareholders (i.e., other than Individuals, HUF, NR/etc.) are also required to send scanned copy (PDF/JPGFormat) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to Ajay Kumar Agarwal (C.P.No.13493, Membership No. FCS: 7604), Proprietor of M/s. Agarwal A & Associates, Practising Company Secretaries, Scrutinizer, through e-mail to cs.aaa.2014@gmail.com with a copy marked to evoting@nsdl.co.in.
In case of members receiving the physical copy:
(A) User ID and initial password is provided in the Admission Slip for the AGM.
(B) Please follow all steps from Sl. Nos. (ii) to (ix) above to cast your vote.
14. Members already registered with NSDL for remote e-voting can use their existing User ID and Password for Login. Thereafter please follow the steps from Sl. Nos. (v) to (ix) above, to cast your vote.
15. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of **14th September 2017**.
16. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting/voting at the AGM through ballot paper.
17. Ajay Kumar Agarwal (C.P. No.13493, Membership No. FCS: 7604), Practising Company Secretary has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
The Company has appointed Ajay Kumar Agarwal (C.P. No.13493, Membership No. FCS: 7604), Proprietor of M/s. Agarwal A & Associates, Practising Company Secretaries to act as the Scrutinizer. The Scrutinizer shall within a period of 48 (forty eight) hours from the conclusion of the e-voting period unblock the votes in presence of at least two witnesses (not in the employment of the Company) and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Executive Director.
18. The Chairman of the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper"/"Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
19. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
20. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.phosphate.co.in and on the website of NSDL immediately after the declaration of result by the Chairman of the AGM or a person authorized by him in writing. The results shall also be immediately forwarded to the Calcutta Stock Exchange Ltd.
21. Corporate Members are requested to send to the Company/RTA, a duly certified copy of the Board Resolution/ Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.
22. Members are requested to produce the attendance slip duly signed as per the specimen signature recorded with the Company/Depository Participant for admission to the Meeting hall.
23. In all correspondence with the Company or the RTA, Members are requested to quote their Folio Number and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID Number.
24. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company/RTA.
25. The Company's Equity Shares are listed on The Calcutta Stock Exchange Ltd. and upto date listing fees have been paid in time.
26. Members who are holding Shares in identical order of names in more than one folio are requested to send to the Company the details of such folios together with the Share Certificates for consolidating their holding into one folio. The Share Certificates will be returned to the Members after incorporating requisite changes thereon.
27. Electronic copy of the Annual Report 2016-17 and Notice are being sent to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report and Notice 2016-17 are being sent in the permitted mode.
28. **Details of Director seeking appointment /re-appointment at the AGM Pursuance to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

Name	Shri Hemant Bangur
Date of Birth	21-04-1972
Date of First Appointment to the Board	01-08-2011
Qualifications	Post Graduate in International Trade
Expertise in specific functional areas	Rich & wide experience in Jute, Plantation, Fertilizer, Paper, Real Estate and Financial Services industry with expertise in operations, corporate governance & restructuring, finance, taxation and legal matters. Presently he is the Chairman of Joonktollee Tea & Industries Limited, Executive Chairman of Gloster Limited and President of Merchant Chamber of Commerce & Industry. He is the past President of Tea Association of India & Bengal Rowing Club.
Directorships held in other public limited companies	Joonktollee Tea & Industries Ltd. (Listed), Gloster Ltd. (Listed), The Kamla Company Ltd., Laxmi Asbestos Products Ltd., Madhav Trading Corporation Ltd., The Cambay Investment Corporation Ltd., Madhu Corporate Park Ltd.
Membership/ Chairmanship of Committees of other public limited company	One
Disclosure of Relationship between Directors inter-se	Shri Bangur is not related to any other Director or Key Managerial Personnel.
No of Board Meetings attended in 2016-17	3
Shareholding	200

Disclosure pursuant to Schedule V of the Companies Act 2013 N.A.

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

Item no.4

In accordance with the provisions of Section 148(3) of the Act 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 and remuneration 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 2018. The remuneration recommended by the Board is Rs.15000/-plus taxes and out of pocket expenses for fertiliser. The Directors accordingly recommend the ordinary resolution set out at item 4 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.

Though not required statutorily, additionally provided for the information of shareholders.

Information on appointment of Statutory Auditors.

M/s Batliboi Purohit & Darbari, Chartered Accounts, are not eligible for re-appointment pursuant to Section 139 of the Companies Act, 2013 as they have already continued for the specified period. Accordingly, the Audit Committee in its Meeting held today have proposed M/s S.K.Agrawal & Co., Chartered Accountants, to be appointed as the Statutory Auditors of the Company for five consecutive years. Accordingly, the Board of Directors seek the approval of the Members of the Company at the ensuing Annual General Meeting of the Company for appointment of M/s S.K.Agrawal & Co. as Statutory Auditors of the Company for a period of Five (5) consecutive years from the conclusion of the ensuing Annual General Meeting to the conclusion of the Annual General Meeting to be held in the year 2022.

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

Registered Office:
14, Netaji Subhas Road
Kolkata – 700001
Dated :August 18, 2017

By Order of the Board
Suresh Kumar Bangur
Executive Director
DIN: 00040682