

# THE PHOSPHATE COMPANY LIMITED

Regd. Office : 14, Netaji Subhas Road, Kolkata - 700 001

☎ : (033) 2230-0771-3, E.mail : phosphate@vsnl.net

CIN : L24231WB1949PLC017664

## NOTICE

NOTICE is hereby given that the 70th 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 - 700 001, on Thursday, the 20th September, 2018, at 11.30 A.M. to transact the following business :

1. To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31st March, 2018 together with the Report of Board of Directors and Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution** :

“**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To appoint a Director in place of Shri Binod Khaitan (DIN: 00128502), who retires by rotation and being eligible, offers himself for re-appointment as a Director 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 Binod Khaitan (DIN: 00128502),, 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 ratify the appointment of Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made hereunder, as amended till date, pursuant to the recommendations of the Audit Committee of the Board of Directors and the resolution passed by the members at the 69th Annual General Meeting held on 21st September, 2017, the appointment of M/s S.K.Agrawal & Co., (F.R.No. 306033E) as Statutory Auditors of the Company to hold office for now remaining 4 years i.e. from the conclusion of 70th Annual General Meeting till the conclusion of the 74th Annual General Meeting to be held in the year 2022, be and is hereby ratified.”

### Special Business:

4. 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 Sections 196, 197, 198, 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to the requisite approval of the Central Government, if required, the approval of shareholders of the Company be and is hereby accorded for the re-appointment of Shri Suresh Kumar Bangur (DIN:00040862), as a Whole-time Director of the Company designated as Executive Director, for a further period of three years from the expiry of his present term of office, that is, with effect from 12th August, 2018; being liable to retire by rotation, on following terms and conditions including remuneration as may be recommended by the Nomination and Remuneration Committee from time to time with further liberty to the Board of Directors of the Company to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit, without further reference to the shareholders of the Company, in such manner as may be agreed to between the Board of Directors and Shri Suresh Kumar Bangur.

**RESOLVED FURTHER** that in the event of absence or inadequacy of net profits in any financial year, Shri Suresh Kumar Bangur, Whole time Director, shall be paid remuneration at the same substantive levels as specified hereinabove and the same shall be treated as the Minimum Remuneration payable to the said Whole-time Director.

**RESOLVED FURTHER** that the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as in their absolute discretion they may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution or otherwise considered by them in the best interest of the Company.”

5. To ratify the appointment and remuneration of the Cost Auditors of the Company for the financial year ending 31st March 2019 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 here by ratified to conduct the audit of the cost records of the company for Fertiliser for the financial year ending 31st March 2019, at a remuneration Rs.15000/- plus taxes and out of pocket expenses”.

6. To consider and determine the fees for delivery of any document through a particular mode of delivery to a member and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 20 of the Companies Act, 2013 and relevant rules framed thereunder and other applicable provisions, if any, whereby, a document may be served on any member by the Company by sending it to him/her by post, by registered post, by speed post, by electronic mode, or any other modes as may be prescribed, consent of the members be and is hereby accorded to charge from the member such fees in advance equivalent to estimated actual expenses of delivery of the documents delivered through registered post or speed post or by courier service or such other mode of delivery of documents pursuant to any request by the shareholder for delivery of documents, through a particular mode of service mentioned above provided such request along with requisite fees has been duly received by the Company at least 10 days in advance of dispatch of documents by the Company to the shareholder.

**RESOLVED** further that for the purpose of giving effect to this resolution the Board of Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or desirable.

Regd. Office :  
14, Netaji Subhas Road  
Kolkata – 700 001

By Order of the Board  
For **THE PHOSPHATE COMPANY LIMITED**  
Suresh Kumar Bangur  
Executive Director  
(DIN : 00040862)

Date : 8th August, 2018

**NOTES :**

1. A Statement under Section 102 of the Companies Act, 2013 (“Act”) relating to item nos. 4 to 6 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 Friday, 14th September, 2018 to Thursday, 20th September, 2018 (both days inclusive).
3. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy/ proxies to attend and vote on a poll instead of himself/herself and the proxy/ proxies need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate 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 and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his/her identity at the time of attending the Meeting.

In case of joint holders attending the meeting, only such joint holders who are higher in the order of the names will be entitled to vote.

4. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorizing under the said Board Resolution to attend and vote on their behalf at the Meeting.
5. **The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules, 2014 as presently in force and the business set out in the Notice will be transacted through such voting.** Information and instructions including details of user id and password relating to e-voting are provided in the Notice under Note No. 22.
6. 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.
7. 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.

8. 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.
9. 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.
10. 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).
11. 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 details to the R&T Agent or to the Registered Office of the Company.
12. 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.
13. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange in respect of the Director seeking re-appointment at the Annual General Meeting, form an integral part of the notice. The Director has furnished the requisite declaration for his/her re-appointment.

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 27-12-1990. Shri Khaitan is the Chairman of the Stakeholders Relationship Committee of the Board of Directors of the Company.

Shri Khaitan aged 74 years is holding degree of B.Com. &M.BA (Geneva) is on the Board of Directors of the Company since December, 1990. He is an eminent businessman with wide experience in the business of Timber, Tea, Jute, Fertiliser, Tyre-Tubes & Soft Drinks. He is also a Director in Art Finance & Trade Ltd. & independent Director in Electrosteel Casting Ltd. He is member of Rotary Club of Central Calcutta & actively involved in social service, especially in the upliftment of Villages around Kolkata. He along with his family members holds 797080 equity shares in the Company. Shri Khaitan holds by himself 82400 Equity shares in the Company. He does not hold for any other person on a beneficial basis, any shares in the Company.

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 is concerned or interested, financial or otherwise, in agenda Item No. 3.

14. Electronic copy of the Notice and Annual Report of the 70th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice and Annual Report of the 70th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically.
15. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting; members are requested to bring their copies at the meeting
16. Members/proxies should bring their attendance slips sent herewith, duly filled in, for attending the Meeting. Members/proxies attending the AGM are requested to carry their identity proof.
17. All the documents referred to in the accompanying Notice and Statement are open for inspection by the Members at the Company's Registered Office on all working days, except Saturdays, between 10.00 A.M. to 1.00 P.M. till 20th September, 2018, and will also be available for inspection at the Meeting.
18. 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.

19. Members holding shares in physical form can now avail the facility of nomination in respect of shares held by them Pursuant to section 72 of the Companies Act 2013. The prescribed Form (Form SH 13) can be obtained from the Share Department of the Company. Members desiring to avail this facility, may send their Nomination Form (in duplicate) duly filled in, to the Company or its Share Transfer Agents M/s. Maheshwari Datamatics Pvt. Ltd. of 23, R.N. Mukherjee Road, 5th Floor, Kolkata – 700 001 by quoting their respective Folio Numbers.
20. SEBI and Ministry of Corporate Affairs encourages paperless communication as a contribution to Green environment. Members holding shares in physical mode are requested to register their e-mail address to the RTA for receiving all communications including annual reports, notices, circulars etc. from the company electronically. Members who wish to register their e-mail id can download the green initiative form from the company's website [www.phosphate.co.in](http://www.phosphate.co.in)
21. Members may also note that the Notice of the 70th Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website [www.phosphate.co.in](http://www.phosphate.co.in) for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email id: [phosphate@vsnl.net](mailto:phosphate@vsnl.net).

## 22. Voting at the AGM

Remote Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e-Voting ('remote e-voting'), Services provided by National Securities Depository Ltd. (NSDL):

### The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Monday, 17th September, 2018 (9:00 am) and ends on Wednesday, 19th September, 2018 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 13th September, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (ii) 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.
- (iii) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- (iv) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
- (v) 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.
- (vi) 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\*\*\*
- (vii) Your password details are given below:

If you are already registered for e-Voting, then you can use your existing password to login and cast your vote. 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 enter the 'initial password' and the system will force you to change your password.

(viii) How to retrieve your 'initial password'?

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'. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

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

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](http://www.evoting.nsdl.com).

(ix) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

(x) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

(xi) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

(xii) Now, you will have to click on "Login" button.

(xiii) After you click on the "Login" button, Home page of e-Voting will open.

(xiv) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

(xv) After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

(xvi) Click on the EVEN for the relevant <Company Name> i.e. The Phosphate Company Limited on which you choose to vote.

(xvii) Now you are ready for e-Voting as the Voting page opens.

(xviii) 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.

(xix) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xx) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

(xxi) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

(xxii) General Guidelines for shareholders

a. 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.2014@gmail.com](mailto:cs.aaa.2014@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

b. 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](http://www.evoting.nsdl.com) to reset the password.

c. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

II. Facility for voting through ballot paper / polling paper will also be available at the AGM and members attending the meeting, who have not already cast their vote by remote e-voting, shall be able to exercise their right at the meeting.

Members who have cast their vote by remote e-voting prior to the AGM and are attending the meeting will not be entitled to cast their vote again.

III. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 13th September, 2018, 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](mailto:mdpldc@yahoo.com) (Phone No.: 91-33-2248-2248).

- IV. You can also update your mobile number and email id in the user profile details of the folio which may be used for sending future communication(s).
  - V. The voting rights of 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 13th September, 2018. A person who is not a member as on cut off date should treat this notice for information purpose only.
  - VI. CS Ajay Kumar Agarwal proprietor of M/s. Agarwal A& Associates, Company Secretaries (M No. F7604, CP No. 13493) of 9, Mangoe Lane, 2nd Floor, Room No. 12, Kolkata – 700 001 has been appointed as the Scrutinizer to scrutinize the remote e-voting and voting process to be carried out at the Annual General Meeting in a fair and transparent manner.
  - VII. The Scrutinizer will submit, not later than 2 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company.
  - VIII. The Chairman shall declare the result forthwith. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.phosphate.co.in and on the website of NSDL and communicated to Stock Exchange, immediately.
5. MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR SUPPORTING EVIDENCE IN RESPECT OF THEIR DP ID AND CLIENT ID NOS. FOR EASIER IDENTIFICATION OF THEIR ATTENDANCE AT THE MEETING.

**THE ROUTE MAP TO THE AGM VENUE IS ANNEXED TO THE NOTICE.**

**ATTENDANCE WILL START AT 10.00 A.M.**

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

**Item no. 4.**

The appointment of Shri Suresh Kumar Bangur as a whole-time director was approved by the members in its Annual General Meeting for a period of three years w.e.f. 13th August 2015. In view of rich experience in procurement, production and administration and long association with the Company, the Nomination and Remuneration Committee in its meeting held on 8th August 2018 recommended and the Board in its Meeting held on 8th August 2018, have considered it appropriate to re-appoint Shri Suresh Kumar Bangur as a Whole Time Director designated as Executive Director for a further period of three years w.e.f. 12th August, 2018 on the remuneration set out below subject to approval of the members of the Company. 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.

Salary: - Rs.200,000/- to Rs.300,000/- subject to revision by the Board from time to time.

Perquisites:

- (i) House Rent Allowance: As per rules of the Company.
- (ii) Medical Benefit: Reimbursement of medical expenses for self, spouse, dependent children / parents equivalent to one month's salary in a year.
- (iii) Leave Travel Assistance: Reimbursement of actual traveling expenses for self, spouse, dependent children / parents equivalent to one month's salary in a year.
- (iv) Car: Free use of Company's Car with Driver &/or reimbursement of expenses incurred thereto.
- (v) Telephone: Free mobile and telephone facility at residence &/or reimbursement of expenses incurred thereto.
- (vi) Leave Encashment: As per rules of the Company.
- (vii) Club Fees: Payment of Club fee of two clubs.
- (viii) 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.
- (ix) 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.
- (x) Any other perquisites as may be allowed by the Board.

The provision of car for use on Company's business and telephone/mobile phone/internet 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, the Executive Director shall be entitled to receive a remuneration including allowances, perquisites etc. as are recommended by the Remuneration Committee to the Board of Directors but not exceeding the limits as may also be prescribed in the Schedule V of the Companies Act, 2013 as amended from time to time as minimum remuneration.

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

The Board commend the resolution 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 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 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.

**Item no. 6.**

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by registered post, by speed post, by electronic mode, or any other modes as may be prescribed. Further a member may request the delivery of document through any other mode by paying such fees as maybe determined by the members in the Annual General Meeting. Accordingly, the Board recommends the passing of the Special Resolution at Item No. 6 of the accompanying Notice for members approval.

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolution.

Regd. Office :  
14, Netaji Subhas Road  
Kolkata – 700 001

Date : 8th August, 2018

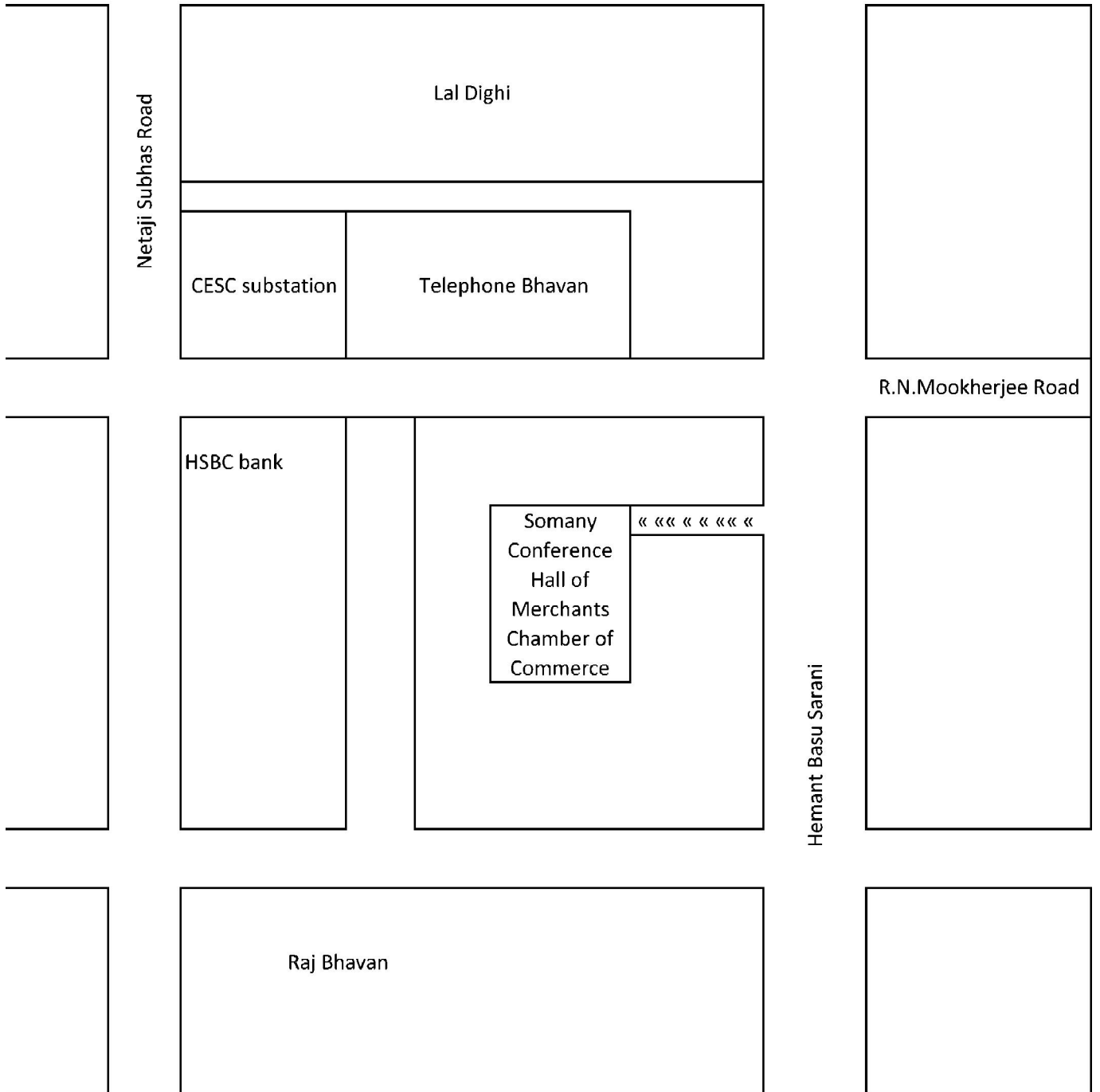
By Order of the Board  
For **THE PHOSPHATE COMPANY LIMITED**  
Suresh Kumar Bangur  
Executive Director  
(DIN : 00040862)

**Please note that vide SEBI Notification in Gazette of India on 8th June, 2018, requests for effecting transfer of securities shall not be proceeded unless the securities are held in dematerialised form with a depository. The said notification shall come into force on the 180th day from 8th June, 2018.**

**Shareholders holding shares in physical segment are therefore advised that the shares are dematerialised immediately, if not done already.**

**In terms of SEBI Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 and SEBI/HO/MIRSD/DOS3/CIR/P/2018/115 dated July 16, 2018, a separate sheet is attached seeking PAN and bank details (a copy of the PAN card and original cancelled cheque leaf /attested bank passbook showing name of account holder of all securities holders holding securities in physical form)**

## Route Map of Venue for 70th Annual General Meeting



**The Phosphate Company Limited**  
venue of 70th Annual general Meeting  
to be held on 20th September 2018

Not according to scale