

THE PHOSPHATE COMPANY LIMITED

Regd. Office : 14, Netaji Subhas Road, Kolkata - 700 001
Phone : (033) 2230-0771, E.mail : lakshmiphosphate@gmail.com
Website : www.phosphate.co.in, CIN : L24231WB1949PLC017664

NOTICE

NOTICE is hereby given that the 71st 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 26th September, 2019, at 3.30 P.M. to transact the following business :

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31st March, 2019 together with the Report of Board of Directors and Auditors thereon and in this regard, pass the following resolutions as an **Ordinary Resolutions**:

“**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2019 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 Hemant Bangur (DIN:00040903), 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 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.”

Special Business:

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with **Companies (Appointment and Qualification of Directors) Rules, 2014**, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members be and is hereby accorded for the re-appointment of Shri Dilip Pratapsingh Goculdas (DIN:00367409), as an Independent Non- Executive Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of Five consecutive years from the date of ensuing Annual General Meeting.”

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 Section 149, 150, 152 read with schedule IV and Section 161(1) read with **Companies (Appointment and Qualification of Directors) Rules, 2014**, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members be and is hereby accorded for the appointment of Smt. Sonali Sen (DIN:00451839) as an Independent Non- Executive Director of the Company who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for appointment, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for Five consecutive years from the date of ensuing Annual General Meeting.”

5. To ratify the appointment and remuneration of the Cost Auditors of the Company for the financial year ending 31st March 2020 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 2020, at a remuneration Rs.15000/- plus taxes and out of pocket expenses”.

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: 00040682)

Date : 27th August, 2019

NOTES:

1. A Statement under Section 102 of the Companies Act, 2013 ("Act") relating to item nos. 3 to 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 Friday, 20th September, 2019 to Thursday, 26th September, 2019 (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 as well as Secretarial Standard on General Meeting in respect of the Director seeking re-appointment/ appointment at the Annual General Meeting, forming an integral part of the notice is appended below.

A

Name	Shri Hemant Bangur
DIN	00040903
Nationality	Indian
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	<p>Rich & wide experience in Jute, Plantation, Fertilizer, Paper, Real Estate and Financial Services Industry with expertise in operations, corporate governance and restructuring, finance, taxation and legal matters.</p> <p>Presently is the Executive Chairman of Gloster Limited and Chairman of Joonktollee Tea & Industries Limited. In the past, he has been President of Tea Association of India and Chairman of Merchant Chamber of Commerce.</p>
Directorships held in other companies	Gloster Limited, Joonktollee Tea & Industries Limited, Madhav Trading Corporation Limited, The Cambay Investment Corporation Limited, Laxmi Asbestos Products Limited, Madhu Corporate Park Limited, The Kamala Company Limited, The Marwar Textiles (Agency) Private Limited, Bombay Agency Company Private Limited, Credwyn Holdings India Private Limited, The Cochin Malabar Estates & Industries Limited, Network Industries Limited.
Membership/ Chairmanship of Committees of other public limited company	<p>Audit Committee Gloster Limited (Member) Joonktollee Tea & Industries Limited (Member)</p> <p>Stakeholders Relationship Committee Gloster Limited (Member) Joonktollee Tea & Industries Limited (Member)</p>
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 2018-19	4
Shareholding in the Company	200

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

Shri Hemant Bangur, shall retire at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment. Shri Bangur joined the Board of Directors as a Non-Executive Director from 01-08-2011. Upon his re-appointment as a director, Shri Bangur shall continue to hold office as a Non-Executive Director subject to retirement by rotation. Shri Bangur has furnished the requisite declaration for his re-appointment.

Accordingly, the Board recommends his re-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. 2.

B

Name	Shri Dilip Pratapsingh Goculdas
DIN	00367409
Nationality	Indian
Date of Birth	10-03-1959
Date of First Appointment to the Board	12-11-2011
Qualifications	Management Personnel
Expertise in specific functional areas	He is an industrialist with over 3 decades of experience in Industry, Commerce, Corporate Affairs and International Trade. He has been actively involved in setting-up and management of a number of companies in the field of Chemicals, Fertiliser and Engineering product. He is currently on the Board of Indus-Agro Services and Consultants Private Ltd, Padma Publications Limited, The Greens Textile Manufacturing Company Private Limited and Chairman of Poseidon Breeding Private Limited. He is also Trustee of Bombay Gow Rakshak Trust & a member of the Managing Committee of Bombay Gow Rakshak Mandali.
Directorships held in other companies	Indus-Agro Services and Consultants Private Limited. Padma Publications Limited, The Greens Textile Manufacturing Company Private Limited and Poseidon Breeding Private Limited.
Membership/ Chairmanship of Committees of other public limited company	None
Disclosure of Relationship between Directors inter-se	Shri Goculdas is not related to any other Director or Key Managerial Personnel.
No. of Board Meetings attended in 2018-19	4
Shareholding in the Company	Nil

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

The tenure of appointment of Shri Goculdas as an independent director of the Company shall expire at the ensuing Annual General Meeting. Shri Goculdas was appointed as an Independent Director of the Company pursuant to Section 149(4) of the Companies Act 2013 in the Annual General Meeting of the Company held on 24-09-2014. Upon his re-appointment, he shall be eligible to continue as an independent director for second term of Five years. Shri Goculdas has furnished the requisite declaration for his re-appointment. A proposal has also been received from a member for appointment of Shri Goculdas as an Independent Director.

Considering his rich and wide knowledge, the Board recommends his re-appointment.

Except Shri Goculdas, 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.

C

Name	Smt. Sonali Sen
DIN	00451839
Nationality	Indian
Date of Birth	27-12-1961
Date of First Appointment to the Board	27-08-2019
Qualifications	Human Relations Professional
Expertise in specific functional areas	She is a Human Resource Development Professional and has been extensively engaged in recruitment and training programs by different Corporates. She is also engaged in Personality Development Programs at various institutes and is also associated with many NGOs in diverse capacities. She has also served as Director of Manufacturing and Consultancy Companies.
Directorships held in other public limited companies	None
Membership/ Chairmanship of Committees of other public limited company	None
Disclosure of Relationship between Directors inter-se	Smt. Sonali Sen is not related to any other Director or Key Managerial Personnel.
No. of Board Meetings attended in 2018-19	Not Applicable since 1st appointment
Shareholding in the Company	Nil

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

Smt Sonali Sen, was appointed as an Additional Director (**Non-Executive & Independent**) in the meeting of the Board of Director of the Company held on 27-08-2019. Pursuant to approval of the members for appointment as Independent Director of the company, Smt Sen shall not be liable to retire by rotation. Upon her appointment as an Independent Director, Smt Sonali Sen shall continue to hold office upto Five consecutive years from the date of ensuing annual general meeting. Smt Sonali Sen has furnished the requisite declaration for her appointment.

Accordingly, the Board recommends her appointment.

Except Smt Sonali Sen, 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. 4.

14. Electronic copy of the Notice and Annual Report of the 71st 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 71st 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, 2019, 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.
21. Members may also note that the Notice of the 71st Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's website 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 : lakshmiphosphate@gmail.com.

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, 23rd September, 2019 (9:00 am) and ends on Wednesday, 25th September, 2019 (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 19th September, 2019, 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 DPID 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.
- (ix) Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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 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.
- 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 with a copy marked to evoting@nsdl.co.in.
 - 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.

- 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 or call on toll free no.: 1800-222-990 or send a request atevoting@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. 19th September, 2019, 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.: 91-33-22482248)
- 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 19th September, 2019. 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, Mango 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.
23. **MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR SUPPORTING EVIDENCE IN RESPECT OF THEIR DPID 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 2.30 P.M.

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

Item no. 3

In accordance with the provisions Section 149, 150, 152 read with schedule IV and Section 161(1) read with **Companies (Appointment and Qualification of Directors) Rules, 2014**, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) Shri Dilip Pratapsingh Goculdas (DIN:00367409) was appointed as an Independent Director by the members of the Company in the Annual General Meetings held on 26th September 2014. The provisions of the Companies Act, 2013 prescribes the appointment of independent director for tenure of not more than two terms of five years and shall not be liable to retire by rotation.

Notice has been received from a Member proposing the candidature of Shri Dilip Pratapsingh Goculdas for the office of the Independent Director of the Company. A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions of their appointment, is available for inspection at the Registered Office of the Company during business hours mentioned in the notes to the Notice calling the ensuing Annual General Meeting and is also available on the website of the Company.

In the opinion of the Board, Shri Goculdas fulfill the conditions specified in the Companies Act, 2103 and the rules made thereunder, for his re-appointment as Independent Director of the Company and also independent of the Management.

The performance of Shri Goculdas has been rated satisfactory on all parameters and accordingly the Board recommends his re-appointment.

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

Item no. 4

In accordance with the provisions Section 149, 150, 152 read with schedule IV and Section 161(1) read with **Companies (Appointment and Qualification of Directors) Rules, 2014**, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) Smt. Sonali Sen (DIN:00451839) was appointed as an Additional Director (**Non-Executive & Independent**) by the Board of Director of the Company in its Meetings held on 27th August 2019.

In the opinion of the Board, Smt. Sonali Sen fulfill the conditions specified in the Companies Act, 2103 and the rules made thereunder, for her appointment as Independent Director of the Company and is also independent of the Management.

Notice has been received from a Member proposing the candidature of Smt. Sonali Sen for the office of the Independent Director of the Company. A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions of their appointment, is available for inspection at the Registered Office of the Company during business hours mentioned in the notes to the Notice calling the ensuing Annual General Meeting and is also available on the website of the Company.

None of the Directors, Key Managerial Personnel or their relatives except Smt. Sonali Sen, are 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 2020. The remuneration recommended by the Board is Rs.15,000/- 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.

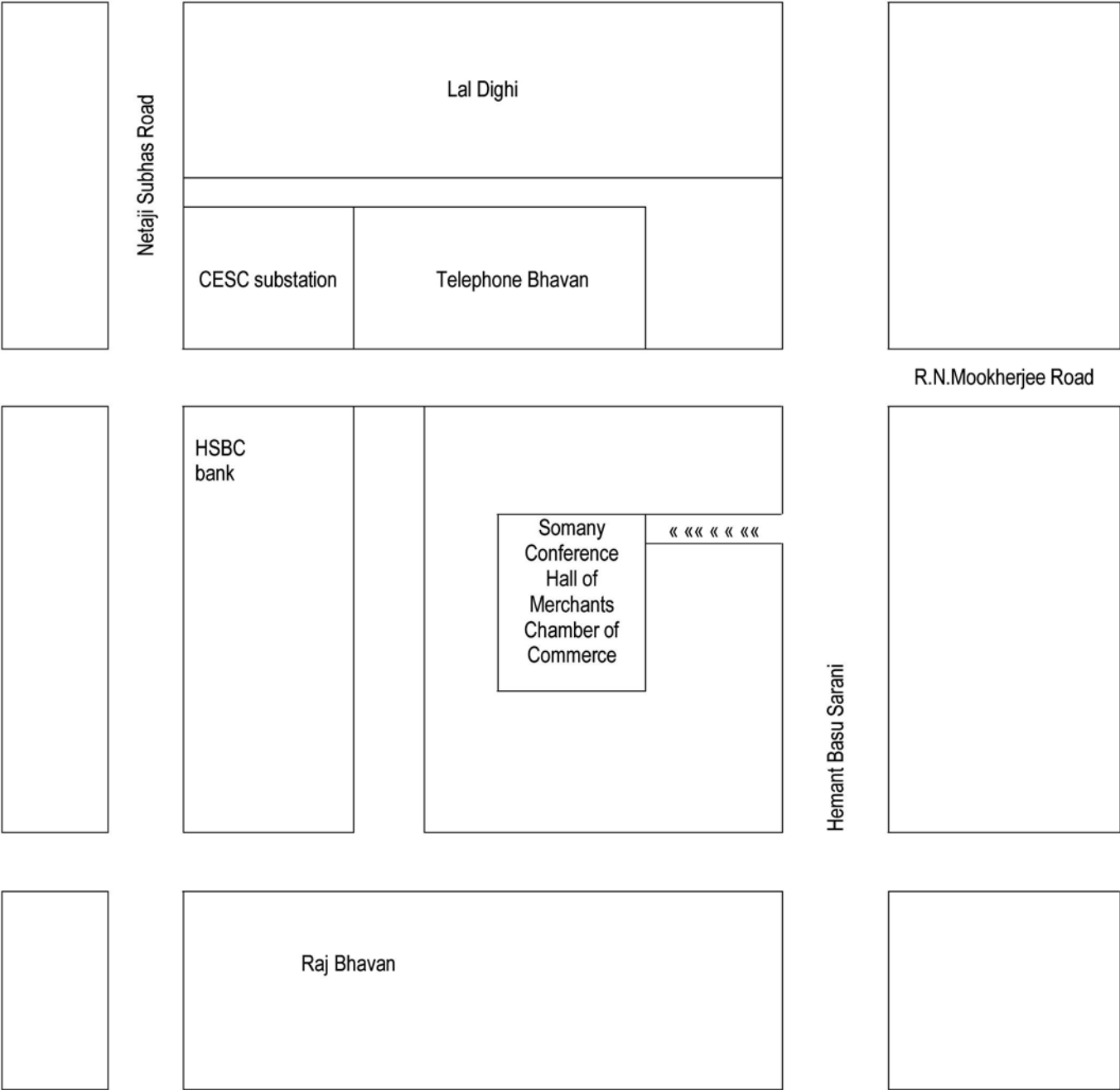
None of the Directors, Key Managerial Personnel or their relatives are/is in any way regarded as concerned or interested in the aforesaid resolution.

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

Date : 27th August, 2019

By Order of the Board
For **THE PHOSPHATE COMPANY LIMITED**
Suresh Kumar Bangur
Executive Director
(DIN: 00040682)

Route Map



The Phosphate Company Limited
 venue of 71stAnnual general Meeting
 to be held on 26th September 2019

Not according to scale