

# THE PHOSPHATE COMPANY LIMITED

Regd. Office: 14, Netaji Subhas Road, Kolkata - 700 001 Phone: (033) 22300771-3,  
Email Id: phosphate@vsnl.net CIN: L24231WB1949PLC017664

## NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies  
(Management and Administration) Rules, 2014, as amended.

Dear Members,

NOTICE is hereby given that pursuant to Sections 108 & 110 of the Companies Act, 2013 ("Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended from time to time and other applicable provisions of the Act and the said Rules, relevant provisions of the Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "**Listing Regulations**"), for seeking approval of the Members of The Phosphate Company Limited ("**Company**") to the proposed resolution appended below by way of postal ballot including voting by electronic means ("**e-voting**").

An explanatory statement pursuant to Section 102 of the Act and other applicable legal provisions of the Act, pertaining to the resolution setting out the material facts and the reasons thereof, is appended along with a postal ballot form ("**Postal Ballot Form**"). Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on 15<sup>th</sup> January 2018 has appointed Mr. Ajay Kumar Agarwal (Membership No. FCS: 7604) of M/s. Agarwal A & Associates, Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner.

The Members are requested to carefully read the instructions indicated in the Notice and record their assent (for) or dissent (against) in the Postal Ballot Form and return the same, in original duly completed and signed, in the enclosed self-addressed, postage prepaid business reply envelope, so as to reach the Scrutinizer Mr. Ajay Kumar Agarwal (Membership No. FCS: 7604) of M/s. Agarwal A & Associates, Practicing Company Secretaries on or before 5.00 p.m. IST on, 15<sup>th</sup> March 2018. Postal Ballot Forms received after that date will be strictly treated as if a reply from such Member has not been received. The postage expense will be borne and paid for by the Company.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is offering facility of e-voting to all Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms. Members are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting.

Upon completion of the scrutiny of the Postal Ballot Forms and votes cast through e-voting in a fair and transparent manner, the Scrutinizer shall submit his report to the Chairman/Director of the Company. The results of the Postal Ballot will be announced, not later than 48 hours of conclusion of the voting through Postal Ballot. The said results would be displayed at the Registered Office of the Company, intimated to the Calcutta Stock Exchange Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website [www.phosphate.co.in](http://www.phosphate.co.in) and on the website of National Securities Depository Limited [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

In the event the resolutions are approved by requisite majority of Members, the date of passing the resolution shall be deemed to be viz. last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting.

# THE PHOSPHATE COMPANY LIMITED

Regd. Office: 14, Netaji Subhas Road, Kolkata - 700 001 Phone: (033) 22300771-3,  
Email Id: phosphate@vsnl.net CIN: L24231WB1949PLC017664

## SPECIAL BUSINESS:

### ITEM NO. 1

#### To amend Articles of Association of the Company:

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

**"RESOLVED THAT** pursuant to provisions of section 14, 44 & other applicable provisions of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) (the "Act") read with applicable rules thereto and subject to such other approvals, permission and consents as may be required, consent of the members of the Company be & is hereby accorded to substitute/ amend existing Article 56 of the Articles of Association of the Company with the following new Article 56:

*"Any debenture, debenture- stock, bonds or other securities may be issued at a discount, premium or otherwise and with any special privileges as to redemption, surrender, drawings, allotment of shares, appointment of Directors, transferability i.e. transferable or non- transferable, and otherwise. Debentures, debenture- stock, bonds and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued."*

**RESOLVED FURTHER THAT** the consent of the Company be accorded to the Board of Directors to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto including but not limited to filing of requisite documents or forms with the Registrar of the Companies and other authorities and to sign and execute all deeds, applications, documents and writings as may be required, on behalf of the Company."

### ITEM NO 2

**To approve issuance of Non- Convertible Zero Coupon Asset Backed Debentures ("NCZCABD/Debenture") of face value Rs.1,00,00,000/- of the Company at par on Private Placement basis**

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

**"RESOLVED THAT** pursuant to (i) the provisions of Section 23, 42, 71, 179 (3) (c) and other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the "CA 2013"), (including any amendment(s), statutory modification(s) or re-enactment thereof) (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009, as amended ("ICDR Regulations"); (iii) any other rules / regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, stock exchanges and/or any other statutory / regulatory authority; (iv) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the confirmation of provisions of Article of Association of the Company, approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, issue, offer and allot upto a maximum of 10 (Ten) Secured Redeemable Non-Convertible Zero Coupon Asset Backed Debentures ("NCZCABD/ Debenture") having face value of Rs. 1,00,00,000/- (Rupees One Crore) each at par, for an aggregate amount of upto a maximum of Rs. 10,00,00,000 (Rupees Ten Crores only) - on private placement basis to such person or persons, whether or not they are Member(s) of the Company in one or more tranches during a period of one year from the date of passing this resolution within the overall borrowing limits of the Company, as approved by the Members, from time to time

# THE PHOSPHATE COMPANY LIMITED

Regd. Office: 14, Netaji Subhas Road, Kolkata - 700 001 Phone: (033) 22300771-3,  
Email Id: phosphate@vsnl.net CIN: L24231WB1949PLC017664

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/any committee of the Board, be and is hereby authorized to determine and consider terms that are proper and most beneficial to the Company including, without limitation, the terms of issue including the class of investors to whom the NCZCABD/ Debenture are to be issued, time, securities to be offered, the number of NCZCABD/ Debenture, tranches, issue price, tenor, interest rate, premium/ discount, listing, utilization of the issue proceeds and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds/ documents/ undertakings/ agreements/ papers/ writings, as may be required in this regard and matters connected therewith or incidental thereto including but not limited to delegating any of the aforementioned power subject to applicable provisions of law .

## ITEM NO 3

**To approve issuance of 60000 Non Convertible Redeemable Preference Shares (NCRPS) of face value Rupees 1000/-each of the company.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 42,43, 55,62, 179 (3) (c) and other applicable provisions of the Companies Act, 2013 read with relevant rules thereunder, (including any amendment(s), statutory modification(s) or re-enactment thereof) subject to the Memorandum and the Articles of Association of the Company and the regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board(hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), consent of the Company be and is hereby accorded to the Board to create, offer and/or invite to subscribe, issue and allot, for cash at par **60000 (Sixty Thousand)** Non Convertible Redeemable Preference Shares ("NCRPS/ Preference Shares") of face value of Rs. **1000/- Rupees One Thousand Only** aggregating to Rs. **6,00,00,000/- Rupees Six Crores Only** on private placement basis to such person or persons, whether or not they are Member(s) of the Company, and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting including the terms mentioned below:

- Preference Shares shall carry preferential right vis-à-vis equity shares of the Company with respect to payment of dividend and repayment of capital during winding up;
- Preference Shares shall be non-participating in the surplus funds;
- Preference Shares shall be non-participating in the surplus asset, fund and profit, on winding up which may remain after the entire capital has been paid;
- Preference Shareholders shall be paid dividend on cumulative basis;
- Preference Shares shall carry voting rights as prescribed under section 43 and other applicable provisions of the Act, 2013;
- Preference Shares shall be redeemed within 18 years from the date of allotment.
- Any other terms as may be mutually agreed by the Preference Shareholders and the Board of Directors.

RESOLVED FURTHER that the Board/ any committee of the Board, be and is hereby authorized to do all such acts, deeds and things and take all such steps and actions, execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto, allotment of Preference Shares and file documents, forms, etc. as required with the regulatory/ statutory authorities and authorise the officials of the Company for the aforesaid purpose, as deemed fit.

## ITEM NO 4

**a. To Increase the Borrowing Limit of the Company by Hypothecation of the Company's Assets from existing Rs.100.00 crores to Rs.125.00 crores**

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

# THE PHOSPHATE COMPANY LIMITED

Regd. Office: 14, Netaji Subhas Road, Kolkata - 700 001 Phone: (033) 22300771-3,

Email Id: phosphate@vsnl.net CIN: L24231WB1949PLC017664

RESOLVED THAT in supersession the earlier resolution passed at Annual General Meeting of the members of the Company held on 26th September 2014, and pursuant to the consent of the Company be and is hereby accorded under the provision of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 read with all relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company and subject to such other approval(s), sanction(s), and permission(s) as may be required, the consent of the Company be and is hereby accorded to the Board of Directors of the Company including a constituted committee thereof to create such mortgages, charges, hypothecation, in-addition to the charges, mortgages and hypothecations, already created by the Company, as may be necessary on such assets of the Company, both present and future, in such form and manner and at such time, or at such terms & conditions as the Board may determine, on all or any of the moveable or immovable properties of the Company, both present and future, and the whole or any part of the undertaking(s) of the Company and as may be agreed between the Board of Directors and financial institutions, banks or any other entities as the case may be to secure Debentures, Loans, Deposits and asset-credit loans together with interest thereon, additional interest, penal interest, cumulative interest, liquidated damages, cost, charges, expenses and other monies payable by the Company in relation to such debentures, bonds, loans, working capital facilities and other instruments from time to time within the overall limit of Rs. 1,25,00,00,000 (Rupees one hundred twenty five crores).

RESOLVED FURTHER THAT the Board including a constituted committee thereof be authorised to finalise, settle and execute all such documents, deeds, writings, papers, agreement, as may be required and to do all such acts deeds and things as it may in its absolute discretion deem necessary, proper and desirable to give effect to the aforesaid resolution."

## **b. To Increase the Borrowing Limit of the Company from existing Rs.100.00 crores to Rs.125.00 crores**

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

**RESOLVED THAT** in supersession of the earlier resolution passed at Annual General Meeting of the members of the Company held on 26th September 2014, and pursuant to the consent of the Company be and is hereby accorded under the provision of Section 180(1)(c) of the Companies Act, 2013 read with all relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company and subject to such other approval(s), sanction(s), and permission(s) as may be required, the consent of the Company be and is hereby accorded, to the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any committee thereof") to borrow from time to time such sum or sums of money as may deem necessary for the purpose of the business of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Companies (apart from cash credit arrangement, discounting of bill and other temporary loans obtained from Company's banker in the ordinary course of business) and remaining outstanding at any point of time will exceed the aggregate of the paid-up share capital of the Company and its free reserve, that is to say, reserve not set apart for any specific purpose, provided that the total amount up to which money may be borrowed by the Board of Directors and which shall remain outstanding at any given point of time shall not exceed the sum of Rs. 1,25,00,00,000 (Rupees one hundred Twenty Five crores)."

RESOLVED FURTHER THAT the Board including a constituted committee thereof be authorised to finalise, settle and execute all such documents, deeds, writings, papers, agreement, as may be required and to do all such acts deeds and things as it may in its absolute discretion deem necessary, proper and desirable to give effect to the aforesaid resolution."

## **ITEM NO 5**

### **To Increase the Investment, Lending, Guarantee Limit to Rs.10 Crores**

"RESOLVED that pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any committee thereof") to (a) give any loan to any body corporate(s); (b) give any guarantee or provide security in connection with a loan to any body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 10,00,00,000 (Rupees Ten Crores) only outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

# THE PHOSPHATE COMPANY LIMITED

Regd. Office: 14, Netaji Subhas Road, Kolkata - 700 001 Phone: (033) 22300771-3,  
Email Id: phosphate@vsnl.net CIN: L24231WB1949PLC017664

RESOLVED FURTHER that in case of divestment of the investment, the Directors of the Company be and are hereby authorized to sign the necessary applications, papers, forms, documents etc. for effective implementation of decision of divestment taken by the Company from time to time.

RESOLVED FURTHER that for the purpose of giving effect to the above, Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

Registered Office:  
14 Netaji Subhas Road  
Kolkata-700001  
Dated: 15th January, 2018

By order of the Board of Directors  
For **The Phosphate Company Limited**  
**Suresh Kumar Bangur**  
Executive Director  
DIN : 00040682

# THE PHOSPHATE COMPANY LIMITED

Regd. Office: 14, Netaji Subhas Road, Kolkata - 700 001 Phone: (033) 22300771-3,  
Email Id: phosphate@vsnl.net CIN: L24231WB1949PLC017664

## NOTES

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") stating material facts and reasons for the proposed resolutions is annexed hereto.
2. Resolution passed by the Members through Postal Ballot is deemed to have been passed as if it has been passed at a general meeting by the Members.
3. This notice is being sent by electronic mode to those Members, whose e-mail addresses are registered with the Company/ Depositories, unless any Member has registered for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice will be available on the Company's website, [www.phosphate.co.in](http://www.phosphate.co.in) and on the website of NSDL, [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
4. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on 02/02/ 2018 (Cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by Postal Ballot or e-voting.
5. In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 and 22 of the Rules, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide voting by electronic means ("**e-voting**") facility to the Members, to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited ("**NSDL**") to provide e-voting facility to its Members.
6. Members can opt for only one mode of voting i.e. either Postal Ballot Form or e-voting. In case any Member votes both by Postal Ballot Form and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.
7. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e. Thursday, March 15, 2018.
8. A member cannot exercise his vote by proxy on Postal Ballot.
9. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed overleaf on the Postal Ballot Form and return the said Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer Agarwal A & Associates, 9 Mangoe Lane, 2nd Floor, Room No. 12 Kolkata - 700 001, India., Practising Company Secretaries, so that it reaches the Scrutinizer not later than by 5.00 p.m. IST on Thursday, March 15, 2018. The postage will be borne by the Company. However, envelopes containing Postal Ballot Form, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any Postal Ballot Form is received after 5.00 p.m. IST on Thursday, March 15, 2018, it will be considered that no reply from the Member has been received. Additionally, please note that the Postal Ballot Forms shall be considered invalid if (i) it is not possible to determine without any doubt the assent or dissent of the Member, and/ or (ii) a competent authority has given directions in writing to the Company to freeze the voting rights of the Member, and/ or (iii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and/ or (iv) the Member has made any amendment to the resolution set out herein or imposed any condition while exercising his vote.
10. The documents referred to in the Explanatory Statement such as the Memorandum of Association and Articles of Association of the Company, the Auditors Report dated May 25 2017 and the audited accounts of the Company as on March 31 2017, will be available for inspection at the Company's registered office from Wednesday, February 14, 2018 between 11.00 am and 1.00 pm on any working day of the Company, except Saturday and holiday, till Thursday, March 15, 2018.

# THE PHOSPHATE COMPANY LIMITED

Regd. Office: 14, Netaji Subhas Road, Kolkata - 700 001 Phone: (033) 22300771-3,

Email Id: phosphate@vsnl.net CIN: L24231WB1949PLC017664

11. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through Physical Form may download the Postal Ballot Form attached in the e-mail or from the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or from the Company's website [www.phosphate.co.in](http://www.phosphate.co.in) and send the duly completed and signed Postal Ballot Form to the Scrutinizer so as to reach on or before 5.00 p.m. IST Thursday, March 15, 2018.
12. In case a Member is desirous of obtaining duplicate Postal Ballot Form, the Member may write to the Company at its registered office or download the Postal Ballot Form from the Company's website, [www.phosphate.co.in](http://www.phosphate.co.in) or from the website of NSDL, [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

## PROCESS AND MANNER FOR MEMBERS OPTING FOR E-VOTING

1. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and as per Regulation 44 of Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote by electronic means and the business may be transacted through e-voting Services provided by National Securities Depository Limited (NSDL).

The instructions for e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:-
    - i) Open email and open PDF file viz: "[.]" with your Client id (in case shares are held in demat mode) and Folio No. (in case you are holding shares in physical mode) as default password. The said PDF file contains your "User Id" and "Password/PIN" for e-voting. Please note that the password is an initial password.
    - ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
    - iii) Click on Shareholder - Login.
    - iv) Put User ID and password as initial password/PIN noted in step (i) above. Click Login.
    - v) On the first login, you need to change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. In case you have earlier logged in at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) for exercising your votes in respect of postal ballot of any other company and have already changed your password, please use the changed password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
    - vii) Select "EVEN" of The Phosphate Co. Ltd.
    - viii) Now you are ready for e-voting as Cast Vote page opens.
    - ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    - x) Upon confirmation, the message "Vote cast successfully" will be displayed.
    - xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
    - xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email 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. In case a Member receives physical copy of the Postal Ballot Notice [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
    - i) Initial password is provided at the bottom of Postal Ballot form overleaf.
    - ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above to cast vote.
2. The Postal Ballot Notice shall be available on the website of the Company i.e. [www.phosphate.co.in](http://www.phosphate.co.in).

# THE PHOSPHATE COMPANY LIMITED

Regd. Office: 14, Netaji Subhas Road, Kolkata - 700 001 Phone: (033) 22300771-3,  
Email Id: phosphate@vsnl.net CIN: L24231WB1949PLC017664

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and evoting user manual for shareholders available at the "Downloads" section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
4. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
5. The e-voting period commences on at 9:00 a.m. (IST) on Wednesday, February 14, 2018 and ends at 5:00 p.m. (IST) on Thursday, March 15, 2018. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of February 2, 2018 may cast their vote electronically. The e- voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
6. The Scrutinizer shall within a period not exceeding 48 hours from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (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, and submit his report to the Chairman of the Company.

## STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM NO. 1

Members are hereby apprised that the Company is proposing to issue transferable Zero Coupon Asset Backed Debentures on private placement basis. Pursuant to the provisions of section 44 of the Companies Act, 2013 ("Act, 2013"), Article of Associations ("AoA") of the Company shall prescribe the manner for transferring the debentures of the Company. The Board to take note that to enable the aforesaid process the Company proposes to substitute the existing Article 56 with the following:

*"Any debenture, debenture- stock, bonds or other securities may be issued at a discount, premium or otherwise and with any special privileges as to redemption, surrender, drawings, allotment of shares, appointment of Directors, transferability i.e. transferable or non-transferable, and otherwise. Debentures, debenture- stock, bonds and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued"*

In terms of the section 14 of the Act, 2013, the aforesaid alteration of AoA of the Company shall require approval of the shareholders of the Company by way of a special resolution. The Board has approved the aforesaid alteration of Article 56 of the AoA. In terms of same members of the Company are hereby requested to approve the same by passing the aforementioned resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

### ITEM NO. 2

It is apprised to the members of the Company that the Company is currently facing immense financial crisis due to which, the business of the Company is getting adversely affected. With the intention to overcome the phase of financial crisis, the Company is contemplating to raise funds through issue of 10 (Ten) Secured Redeemable Non- Convertible Zero Coupon Asset Backed Debentures ("NCZCABD/ Debenture") of face value of Rs. 1,00,00,000 (Rupees One Crore Only) each on a private placement at par in one or more tranches within a period of 1 year from the date of passing Special Resolution as set out in item 2 above and on such terms and conditions as may be decided by the Board.

Further the amount to be raised through aforesaid issuance of Debentures will be within the limit fixed by the shareholders under section 180(1)(a) and 180(1)(c) of the Companies Act, 2013 ("Act, 2013") i.e. Rs. 100 Crore in their Annual General Meeting held on 26th September, 2014.



# THE PHOSPHATE COMPANY LIMITED

Regd. Office: 14, Netaji Subhas Road, Kolkata - 700 001 Phone: (033) 22300771-3,  
Email Id: phosphate@vsnl.net CIN: L24231WB1949PLC017664

In terms of provision of Section 42 and other applicable provisions of the Companies Act, 2013 (the "Act") and Rules framed thereunder, approval of shareholders shall be obtain by way of special resolution prior to issuance of Debentures on private placement basis. Further such an approval can be obtained once in a year for all the offers and invitations to be made for such NCZCABD during the year.

Members are further apprised that the Board of the Company in its Board Meeting held on 15th January, 2018 has subject to the approval of shareholders has accorded its consent to issue above mentioned Debentures.

In terms of the aforementioned provisions of the Companies Act, 2013, members of the Company are hereby requested to approve the same by passing above mentioned resolution as set out in item 2 by special resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

## **ITEM NO 3**

At the Meeting of the Board of Directors of the Company ("Board") held on 15th January, 2018, the Directors had, pursuant to the provisions of Sections 42,43, 55,62, 179 (3) (c) and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules framed thereunder, approved issuance of such number of non-convertible redeemable cumulative preference shares ("NCRPS") of face value of Rs. 1,000 (Rupees One Thousand only) each aggregating to nominal amount of not exceeding Rs. 6,00,00,000 (Rupees Six Crore only), for cash at such rate of dividend as may be deemed fit by the Board in view of prevailing market conditions and in the best interest of the Company, on a private placement basis, within a period of one year from the date of approval from the Members of the Company

It is apprised to the members of the Company that the Company is contemplating to raise its capital through issue of preference shares to one or more identified persons on a private placement basis. The preference shares will be in the nature of Non Convertible Redeemable Preference Shares ("NCRPS/Preference Shares") of face value of Rupees One Thousand each.

Section 62 of the Act read with the Companies (Share Capital and Debentures) Rules, 2014, inter alia, provides that whenever it is proposed to increase the subscribed capital of a company by issue of further shares, such shares may be offered to any persons, whether or not those persons are holders of the equity shares of the company, if so authorized by way of a Special Resolution.

Pursuant to the provision of Section 179 (3)(c) of the Companies Act, 2013, the Board has approved the issuance of such number NCRPS of face value Rs.1000 each at fair value aggregating to total amount to be raised Rs.6.00 crores (Rupees Six Crores ) on below mentioned terms of reference.

<b>Type of security</b>	9% Non Convertible Redeemable Preference Shares ("NCRPS") as per Article 4 of the Articles of Association of the Company.
<b>Manner of Issue</b>	On Private Placement Basis.
<b>Listing</b>	May or may not be listed as per discretion of the Board of Directors.
<b>Objective of the Issue</b>	To generate long-term funds to finance the present business requirements of the Company.
<b>Issue Price</b>	The face value of each NCRPS shall be Rs. 1000/- (Rupees One Thousand) each at cash.
<b>Basis on which price has been arrived</b>	Issue is at par and compulsorily redeemable.
<b>Issue Size</b>	60000 NCRPSs of Rs. 1000/- (Rupees One Thousand) each aggregating to Rs. Six Crores.

# THE PHOSPHATE COMPANY LIMITED

Regd. Office: 14, Netaji Subhas Road, Kolkata - 700 001 Phone: (033) 22300771-3,  
Email Id: phosphate@vsnl.net CIN: L24231WB1949PLC017664

<b>Purpose of Issue</b>	To generate long-term funds to finance the present business requirements of the Company.				
<b>Dividend</b>	The NCRPSs shall carry preference dividend at the rate of [9%]. In the event of inadequate profit, Dividend will be cumulated and will be paid in successive years.				
<b>Nature</b>	The NCRPSs shall rank pari-passu inter se. The NCRPS will have priority with respect to payment of dividend or repayment of capital vis-à-vis equity shares of the Company and shall be non-participative in nature.				
<b>Tenure, Redemption and Redemption Value</b>	The NCRPS shall be redeemed at par within 18 years year from the date of allotment or at the end of extended period as the case may be at par or anytime during the tenure with mutual consent in terms of section 55 of the Companies Act, 2013 and the rules thereof.				
<b>Credit Rating</b>	To be rated by ICRA/CARE/CRISIL or any other rating agency.				
<b>Expected dilution in equity</b>	Nil since the proposed issue is compulsorily redeemable after its tenure.				
<b>Current Shareholding Pattern of the Company</b>	Pre preferential issue				
	Particulars	No of Shares		%	
		Equity	Preference	Equity	Preference
	Promoters	2485576	Nil	68.90	N.A.
	Public	1121904	Nil	31.10	N.A.
	3607480		100.00		

In terms of the aforementioned and section 42 of the Act, 2013, members of the Company are hereby requested to approve the same by passing above mentioned resolution as set out in item 3 by special resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

## **ITEM NO 4 a & b**

The Members of the Company in the Annual General Meeting held on 24<sup>th</sup> September 2014 had authorised the Board of Directors to borrow an amount not exceeding Rs.1,00,00,00,000 (Rupees One Hundred Crores only) in the aggregate, from time to time, for the purpose of the Company's business on such terms and conditions as the Directors in their discretion may consider expedient or necessary, notwithstanding that the total amount of the above borrowings together with the monies already borrowed (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of paid-up capital and free reserves, that is to say the reserves not set apart for any specific purpose.

With increased in scale of operation in monetary terms and also due to general price increase, your Directors consider the present authorised borrowing level inadequate to meet the Companies future requirement and accordingly seek your approval to raise the level of permitted borrowings to Rs.1,25,00,00,000 (Rupees One Hundred Twenty Five Crores).

# THE PHOSPHATE COMPANY LIMITED

Regd. Office: 14, Netaji Subhas Road, Kolkata - 700 001 Phone: (033) 22300771-3,  
Email Id: phosphate@vsnl.net CIN: L24231WB1949PLC017664

The borrowings of the Company are in general required to be secured by suitable mortgage or charge present & future on all or any of the movable or immovable properties of the Company, in such form, manner, and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s).

In terms of the aforementioned and section 180(1)(a) and 180(1)(c) of the Act, 2013, members of the Company are hereby requested to approve the same by passing above mentioned resolution asset out in item 4 a & b by special resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution. Item no. 4a & b.

## ITEM NO 5

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other body corporate or as and when required.

Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Postal Ballot for an amount not exceeding Rupees ten Crores outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

The Directors accordingly recommend the special resolutions set out at item 5 of the notice for adoption by the members.

None of your Directors, Key Management Personnel in the Company including their relatives are in any way concerned or interested in the said resolution.

Registered Office:  
14 Netaji Subhas Road  
Kolkata-700001

By order of the Board of Directors  
For **The Phosphate Company Limited**  
**Suresh Kumar Bangur**  
Executive Director  
DIN : 00040682

# THE PHOSPHATE COMPANY LIMITED

## POSTAL BALLOT FORM

	Serial No.	
1.	Name and Registered Address of the sole / first named Member	
2.	Name(s) of the Joint Member(s) if any	
3.	Registered Folio No. / DP ID and Client ID* (*Applicable to Members holding shares in dematerialized form)	
4.	Number of Equity shares held	

5. I/We hereby exercise my / our vote in respect of the following Resolutions to be passed through Postal Ballot for the business stated in the Notice dated January 15, 2018 of The Phosphate Company Limited (“Company”) by sending my / our assent or dissent to the said Resolution by placing the tick (✓) mark in the appropriate box below:

Resolution No.	Resolution	No. of Equity Shares for which votes cast	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Amend Articles of Association of the Company			
2.	Issuance of 10 Redeemable Non- Convertible Zero Coupon Asset Backed Debentures (“ZCABD/Debenture”) of face value Rs.1,00,00,000/- of the Company at par on Private Placement basis			
3.	Issuance of 60000 Redeemable Preference Shares (RPS) of face value Rupees 1000/- each on private placement basis			
4.(a)	Increase the Borrowing Limit of the Company by Hypothecation of the Company’s Assets from existing Rs.100.00 crores to Rs.125.00 crores			
4.(b)	Increase the Borrowing Limit of the Company from existing Rs.100.00 crores to Rs.125.00 crores			
5.	To increase lending, guarantee limit to Rs.10 crores			

### ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link <https://www.evoting.nsdl.com>. The electronic voting particulars are set out as follows

EVEN (E-voting Event Number)	USER ID	PASSWORD

Place:

Date:

\_\_\_\_\_  
Signature of Member(s)

### Note

- 1) Please read the instructions printed overleaf carefully before exercising the vote.
- 2) If the voting rights are exercised electronically, there is no need to use this Postal Ballot Form.

## **INSTRUCTIONS:-**

1. This Postal Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. A Member can opt for only one mode of voting, i.e. either through e-voting or by Postal Ballot Form. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Postal Ballot Form shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the note no. 13 to the Postal Ballot Notice.

### **Process and manner for Members opting to vote by using the Postal ballot Form**

1. A Member(s) desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other Form or photocopy thereof is permitted to be used for the purpose) and send it so as to reach the Scrutinizer, Mr. Ajay Kumar Agarwal (Membership No. FCS: 7604) of M/s. Agarwal A & Associates, Practicing Company Secretaries in the enclosed self-addressed postage prepaid envelope not later than 5:00 p.m. IST on Thursday, March 15, 2018. Postal Ballot Form received after this date will be strictly treated as if the reply from such Member has not been received. Envelope containing Postal Ballot Form, if deposited in person or sent by courier at the
2. The Postal Ballot Form should be completed and signed by the Member(s) (as per the specimen signature registered with the Company or furnished by National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL), in respect of shares held in physical form or dematerialized form respectively. In case of joint holding, this Form must be completed and signed by the first named Member and in his/her absence, by any next named Member.
3. The vote should be cast in favour of or against by putting tick (P) mark in the column provide for assent or dissent. Unsigned/ incomplete/ incorrect ticked Postal Ballot form will be rejected. In the case of shares held by Institutions, Companies, Trusts, Societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the board resolution/authorization together with the specimen signature (s) of the duly authorised signatories. A Member may sign the Form through an Attorney, in which case a copy of the Power of Attorney should be attached to the Postal Ballot Form..
4. A Member seeking duplicate Postal Ballot Form can write to the Company or RTA: Maheshwari Datamatics Pvt. Ltd. 23, R.N Mukherjee Road, 5th FLOOR, KOLKATA - 700001. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than 5:00 p.m. IST on Thursday, March 15, 2018
5. The exercise of vote through Postal Ballot is not permitted through a proxy.
6. Voting rights shall be reckoned on the paid up value of the equity shares registered in the name(s) of the Member(s)/ list of beneficial owners as received from NSDL/ CDSL on the cut-off date i.e. 2nd day, of February, 2018.
7. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope. If any other papers are found the same will be destroyed by the scrutinizer.
8. There will be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint Members.
9. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.