



August 25, 2026

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
MUMBAI - 400 051

BSE Limited,
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street
MUMBAI - 400 001

Dear Sir/Madam,

Company's Scrip Code in BSE	: 543530
Company's Symbol in NSE	: PARADEEP
ISIN	: INE088F01024

Sub: Notice of the 44th Annual General Meeting

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of the 44th Annual General Meeting of the Company scheduled to be held on Thursday, September 17, 2026 at 3.00 P.M.(IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM").

We request you to take the above on record.

Thanking You,

Yours faithfully,
For Paradeep Phosphates Limited

Sachin Patil
Company Secretary

Encl: As above

PARADEEP PHOSPHATES LIMITED

CIN No.: L20122OR1981PLC001020

Corporate Office: Adventz Centre, 3rd Floor, No.28, Union Street, Off Cubbon Road, Bengaluru-560 001 **Tel:** +91 80 46812500/555
Email: info-ppl@adventz.com

Registered Office: 5th Floor, Bayan Bhawan, Pandit JN Marg, Bhubaneswar -751 001 **Tel:** +0674 666 6100 | **Fax:** +0674 2392631
www.paradeepphosphates.com

NOTICE OF ANNUAL GENERAL MEETING

To
The Members,

NOTICE is hereby given that the Forty Fourth (44th) Annual General Meeting ("AGM") of the Members of Paradeep Phosphates Limited ("the Company") will be held on **Thursday, September 17, 2026, at 3:00 PM (IST)**, through Video Conference ("VC") / Other Audio Visual Means ("OAVM") (hereinafter referred to as "electronic mode") to transact the following business:

Ordinary Business:

1. To receive, consider and adopt
 - (a) The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026 and the Reports of the Board of Directors and Auditors thereon; and
 - (b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026 and the Report of the Auditors thereon.
2. To declare dividend on the equity shares for the financial year 2025-26.
3. To re-appoint Mr. Saroj Kumar Poddar (DIN: 00008654) who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

4. Continuation of Mr. Saroj Kumar Poddar (DIN: 00008654) as a Non-Executive, Non-Independent Director and Chairman of the Company

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

"RESOLVED THAT pursuant to the applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended from time to time and the Articles of Association of the Company (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for continuation of Mr. Saroj Kumar Poddar (DIN: 00008654) as Non-Executive, Non-Independent Director and Chairman of the Company, beyond the age of 75 years, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as may be considered necessary or desirable to give effect to this resolution in this regard."

5. Ratification of payment of remuneration to Cost Auditor for the Financial Year 2026-27

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

"RESOLVED THAT pursuant to the provisions of Section 148 and 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 remuneration payable to M/s. S. S. Sonthalia & Co., Cost Accountant in practice, appointed by the Board of Directors of the Company as Cost Auditor to conduct the audit of the cost records of the Company for the Financial Year 2026-27, being ₹5,00,000 (Rupees Five Lakh only) plus applicable taxes and out of pocket expenses incurred by them in connection with the aforesaid audit, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors is authorized to take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution."

6. Approval of Material Related Party Transaction(s) with related parties

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 ("the Act") read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time and pursuant to the approval of the Audit Committee and Board of Directors, the Members of the Company do hereby accord approval to the Company for entering into and/or carrying out and/or continuing with existing contracts/ arrangements/transactions (whether individual transaction or transaction(s) taken together or series of transaction(s) and otherwise), with OCP SA, Indo Maroc Phosphates S.A and Phosphates De Boucraa S.A, being related parties of the Company, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise during the financial year 2026-2027, as per the details set out in the explanatory statement annexed to this notice, provided however, that, the said contract(s)/ arrangement(s)/transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to execute all such agreements, documents,

instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit, file requisite form if any with the regulatory authorities and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any authorised person(s) to give effect to this resolution."

7. **Payment of remuneration to Directors other than Executive Directors**

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

"RESOLVED THAT pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the members be and is hereby accorded for payment of remuneration to Directors (whether existing or future) other than the Executive Directors, collectively up to 1% of the net profits computed in the manner referred to in Section 198 of the Companies Act, 2013, for each financial year over a period of three (3) financial years commencing from FY 2025-26, subject to Company achieving profits for respective financial years, in such proportion / manner as may be determined by the Board of Directors of the Company and subject to a maximum of ₹ 10,00,000 per annum per Director, payable at such periodicity as the Board may deem fit and for the period less than a year in any financial year, the amount shall be prorated.

RESOLVED FURTHER THAT such remuneration to be paid to its Directors (whether existing or future) other than the Executive Directors will be in addition to the payment of sitting fees and reimbursement of expenses, if any, to the Directors for attending the meetings of the Board of Directors or Committees thereof.

RESOLVED FURTHER THAT the Board of Directors, and/or the Nomination and Remuneration Committee of the Board, be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

8. **Approval of 'Paradeep Phosphates Limited Performance Stock Option Plan 2026' ("PSOP 2026")**

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 ("the Act") and the Companies (Share Capital and Debentures) Rules, 2014 (the "Companies SCD Rules") and other applicable

provisions, if any, of the Act, including any statutory modification(s) or re-enactment of the Act for the time being in force and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 including any modifications thereof or supplements thereto ("the SEBI SBEB and Sweat Equity Regulations"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI LODR Regulations"), the Listing Agreement entered into with the Stock Exchanges where the securities of the Company are listed and any other applicable laws for the time being in force and subject to such other consents, permissions, sanctions and approvals which may be agreed by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include the Nomination and Remuneration Committee ("Committee") constituted by the Board and which has been authorized by the Board to exercise certain powers conferred on the Board, including the powers conferred by this resolution) consent of the shareholders be and is hereby accorded to introduce and implement the 'Paradeep Phosphates Limited Performance Stock Option Plan 2026' ("PSOP 2026"), the salient features of which are detailed in the explanatory statement to this notice and to create, grant, offer, issue and allot at any time in one or more tranches to or for the benefit of Employees and Directors and such other persons as may from time to time be allowed to be for the benefit under the provisions of applicable laws and Regulations prevailing from time to time (hereinafter collectively referred to as "Employee(s)") selected on the basis of criteria decided by Board under the PSOP 2026, comprising of PART A covering employees identified based on the roles having high impact and potential to take the organization to next level/ phase of growth including Board level employees and PART B covering only Board Level employees, with the aggregate number of Options under PART A and PART B not exceeding 20,00,000 (Twenty lakhs Only) performance Stock Options, exercisable into not more than 20,00,000 (Twenty lakhs Only) Equity Shares of face value of ₹ 10/- (Rupees Ten) each fully paid-up, in one or more tranches, where each such option would convert into one equity share upon exercise, on such terms and in such manner as the Board may decide, in accordance with the provisions of the applicable laws and the PSOP 2026.

RESOLVED FURTHER THAT the PSOP 2026 may also envisage provisions for providing financial assistance to the Employees to enable them to acquire, purchase or subscribe to the said securities of the Company in accordance with the provisions of the Act/ SEBI (SBEB and Sweat Equity) Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot equity shares directly to the Employees upon exercise of Options from time to time in accordance with the PSOP 2026 and such equity shares shall rank pari-passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, buy-back, scheme of arrangement and sale of division or other re-organisation of capital structure of the Company, as applicable from time to time, if any additional equity shares are issued by the Company for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the above ceiling shall be deemed to be increased to the extent of such additional equity shares issued, and such increase shall not require a separate or special resolution of shareholders.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of Equity shares to be issued and allotted on exercise of Options granted under the PSOP 2026 and the exercise price of Options granted under the PSOP 2026 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 10/- (Rupees Ten) per equity share bears to their revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the Employees who have been granted Options under the PSOP 2026.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the Companies Act, SEBI (SBEB and Sweat Equity) Regulations and any other applicable laws and regulations to the extent relevant and applicable to the PSOP 2026.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Board is authorized to formulate, evolve, decide upon and implement the PSOP 2026, determine the detailed terms and conditions of the aforementioned PSOP 2026 including but not limited to the quantum of the Options to be granted per Employee, the number of Options to be granted in each tranche, the terms or combination of terms subject to which the said Options are to be granted, the exercise period, the vesting period, the vesting conditions, instances where such Options shall lapse and to grant such number of Options, to such Employees of the Company, at price, at such time and on such terms and conditions as set out in the PSOP 2026 and as the Board may in its absolute discretion think fit.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee be designated as the Committee in accordance with Regulation 5(1) of the SEBI (SBEB and Sweat Equity) Regulations for the purposes of administration of PSOP 2026.

RESOLVED FURTHER THAT the Board is hereby authorised to make any modifications, changes, variations, alterations or revisions in the PSOP 2026 as it may deem fit, from time to time or to suspend, withdraw or revive PSOP 2026 from time to time, in conformity with applicable laws, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

RESOLVED FURTHER THAT the Board shall take necessary steps for listing the Equity Shares allotted under the PSOP 2026 on the Stock Exchanges, where the securities of the Company are listed in accordance with the provisions of the SEBI (SBEB and Sweat Equity) Regulations, the SEBI LODR Regulations and other applicable laws and regulations and the amendments thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the PSOP 2026 at any stage including at the time of listing of the equity shares issued herein without requiring the Board to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein to Compensation /Nomination and Remuneration Committee or such other committees as constituted from time to time, with power to sub-delegate to any executives/officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc., as may be necessary in this regard."

By Order of the Board of Directors

Sachin Patil
Company Secretary
Membership No. A31286

Date: July 28, 2026

Registered Office: 5th Floor, OSHWC Building,
Pandit J N Marg, Bhubaneswar – 751 001

NOTES:

1. Explanatory Statement

The related Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of Item Nos. 4, 5, 6, 7 & 8 is annexed hereto. Additional information, pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and in terms of Secretarial Standard on General Meetings ('SS-2') issued by The Institute of Company Secretaries of India, in respect of the Director seeking re-appointment at the AGM, are provided as Annexure-A to the notice.

2. Conducting of Annual General Meeting (AGM), Dispatch of AGM Notice and Annual Report through electronic mode

2.1 The Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, read with other related circulars including latest being General Circular No. 03/2025 dated September 22, 2025 ("MCA Circulars"), permitted the holding of AGM through Video Conferencing/Other Audio Visual Means ("VC/OAVM") facility without the physical presence of the Members at a common venue. In compliance with the MCA Circulars read with the provisions of the Act and the SEBI Listing Regulations, 44th AGM of the Company is being convened and conducted through VC/OAVM facility. The venue of AGM shall be deemed to be the Registered Office of the Company

2.2 In pursuance of the MCA Circulars and SEBI Master Circular No. HO/49/14/14(7)2025- CFD-POD2/I/3762/2026 dated January 30, 2026, the Notice of the 44th Annual General Meeting along with the Annual Report for the financial year 2025-26 is being sent only by electronic mode to those Members whose email addresses are registered with the Company or Registrar and Share Transfer Agent (RTA) or the Depositories / Depository Participants. Further, in compliance with Regulation 36(1)(b) of the SEBI Listing Regulations, a letter providing the web-link for accessing the Annual Report, including the exact path, is being sent to those members who have not registered their e-mail address with the Company or Registrar and Share Transfer Agent (RTA) or the Depositories / Depository Participants. Member may note that the Notice calling the AGM and Annual Report for the financial year 2025-26 has been uploaded on the website of the Company at www.paradeepphosphates.com. The Notice and Annual Report for the financial year 2025-26 can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at <https://www.paradeepphosphates.com/investors/financial-details#financial-annual> respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) at www.evotingindia.com.

2.3 Members attending the meeting through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.

2.4 Since this AGM is being held through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars, (a) Members will not be able to appoint proxies for the meeting and (b) Attendance Slip and Route Map are not annexed in this Notice.

2.5 The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

2.6 In pursuance of Sections 112 and 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-Voting and participation and voting in the AGM. Corporate shareholders/institutional shareholders intending to send their authorised representative(s) to attend and vote at the 44th AGM are requested to send from their registered e-mail address, the scan copy of the relevant Board Resolution/ Authority Letter, etc. authorising their representative(s) to vote, to the Scrutiniser on his e-mail ID at cs.sbhat@gmail.com with a copy marked to cs.ppl@adventz.com.

2.7. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the Members through the login credentials for attending the meeting during the time of AGM. The relevant documents referred to in the Notice will be available for inspection electronically up to the date of AGM at the above mentioned link.- <https://www.paradeepphosphates.com/investors/corporategovernance#agmegmpostal-ballot>

3. E-voting

- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorised e-voting's agency.

- The remote e-Voting period shall commence at **10.00 A.M. Indian Standard Time ("IST") on Monday, September 14, 2026, and end at 05.00 P.M. IST on Wednesday, September 16, 2026.** At the end of the remote e-Voting period, the remote e-Voting facility shall be blocked by CDSL forthwith. The remote e-Voting shall not be allowed after 05.00 P.M. IST on Wednesday, September 16, 2026.
- The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL. Members shall have the option to vote either through remote e-voting or voting through electronic means at the AGM.
- Members whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the 'Cut-off date', i.e. September 10, 2026 shall be entitled to avail the facility of remote e-voting or e-voting at the AGM, as the case may be.
- Any person who becomes a Member of the Company after dispatch of the Notice of 44th AGM and holds equity shares as on the 'Cut-off date' may also follow the procedure as outlined in **Annexure-2** to this Notice. Any person who is not a Member as on the 'Cut-off date' should treat this Notice for information purpose only.
- Voting rights of members shall be reckoned on the paid-up value of equity shares registered in their name as on the 'Cut-off date' i.e. September 10, 2026 .
- In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.

4. Information regarding Scrutinizer and declaration of voting results:

- Mr. Shivaram Bhat, Practicing Company Secretary (Membership No. ACS 10454) has been appointed by the Board of Directors of the Company as the Scrutiniser for scrutinising the remote e-voting process as well as voting during the meeting, in a fair and transparent manner.
- The Scrutiniser shall immediately after conclusion of the AGM, shall count votes casted on the day of the meeting, thereafter unblock the votes cast through remote e-voting.
- The Scrutiniser will submit, within two working days of conclusion of the AGM, a consolidated scrutiniser's report, of the total votes cast in favour or against, if any, to the Chairman of AGM or any other Director or Company Secretary authorised by the Chairman

of the AGM in writing who will countersign the same and declare the result of the voting forthwith, which shall be displayed on the Notice Board of the Company at its Registered Office. The result will also be displayed on the website of the Company at www.paradeepphosphates.com, besides being communicated to Stock Exchanges.

- Subject to receipt of requisite number of votes, the resolutions proposed in this Notice shall be deemed to have been passed on the date of the AGM i.e. September 17, 2026.

5. Payment of Dividend

The Board of Directors, at its meeting held on May 11, 2026, has recommended payment of final dividend of ₹1.50 per equity share of ₹ 10 each of the Company (i.e. @ 15%), for the Financial Year ended March 31, 2026. The final dividend on equity shares for the Financial Year ended March 31, 2026, if declared at the AGM, will be paid subject to deduction of tax at source. Please refer **Annexure-1** to this Notice for detailed information in respect of deduction of tax at source (TDS) on the Dividend for the Financial Year ended March 31, 2026.

6. Record Date

Members may please note that **Friday, September 04, 2026** has been fixed as the Record Date for determining the eligibility for payment of final dividend on equity shares, if declared at the AGM.

7. Unclaimed Dividend

The Company has uploaded the details of unpaid and unclaimed amount lying with the Company as on March 31, 2025 on the website of the Company at <https://paradeepphosphates.com/investors/corporate-governance>. The unclaimed dividend pertaining to the Financial Year 2018-19 declared by erstwhile Mangalore Chemicals & Fertilizers Limited (MCFL) (now merged with the Company w.e.f. 16.10.2025) is due for transfer to the Investor Education and Protection Fund and the same can be claimed from the Company on or before the due date.

Following are the details of dividends declared and respective due dates for transfer of unclaimed dividend to IEPF.

Declared by the Company

Dividend year	Date of declaration of dividend	Due date for transfer to IEPF
31/03/2023	26/09/2023	29/10/2030
31/03/2024	25/09/2024	30/10/2031
31/03/2025	12/09/2025	13/11/2032

Declared by the Mangalore Chemicals & Fertilizers Limited (MCFL) (now merged with the Company):

Dividend year	Date of declaration of dividend	Due date for transfer to IEPF
31/03/2019	27/08/2019	29/09/2026
31/03/2020	15/09/2020	15/10/2027
31/03/2021	16/09/2021	21/10/2028
31/03/2022	13/09/2022	17/10/2029
31/03/2023	26/09/2023	29/10/2030
31/03/2024	26/09/2024	28/10/2031
31/03/2025	21/08/2025	21/09/2032

Members who have neither received nor encashed their dividend warrant(s) in respect of the previous years, are requested to make a request letter to the Company/RTA, mentioning the relevant Folio number, or DP ID and Client ID, to the Company on e-mail ID cs.ppl@adventz.com or to the Company's RTA on e-mail ID investor.helpdesk@in.mpms.mufig.com or by post to RTA's address at MUFG Intime India Private Limited, C-101, Embassy 247, L.B.S. Marg, Vikhroli West, Mumbai - 400 083, Maharashtra, India.

As and when the amount is due, it will be transferred by the Company to Investor Education and Protection Fund. No claim thereof shall lie against the Company after such transfer.

8. Transfer of shares to IEPF

Pursuant to the provisions of Section 124(5) and 125 of the Companies Act, 2013, the dividend amount remaining unclaimed/unpaid for a period of seven years from the due date of payment shall be transferred to the Investor Education and Protection Fund (IEPF) established by Central Government. Pursuant to the provisions of Section 124(6) and Section 125 of the Companies Act, 2013 read with Rule 6 of the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to the IEPF within 30 days of they becoming due to be transferred.

The members who have a claim on the above dividends and/or shares may claim the same from the IEPF Authority by submitting an online application in web Form No. IEPF-5 which is available on the website of MCA Authority at www.mca.gov.in and by sending a physical copy of the same, duly signed by them to the Company, along with requisite documents enumerated in the Form IEPF-5.

9. Updation of details of shareholders

- On and from April 1, 2019, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form. In addition to that, as per the Master Circular for Registrars to an Issue and Share Transfer

Agents ("RTAs") dated June 23, 2025, it has been mandated that listed companies shall henceforth issue the securities in dematerialized form only while processing the service requests for (a) issue of duplicate securities certificate; (b) claim from Unclaimed Suspense Account; (c) renewal/exchange of securities certificate; (d) endorsement; (e) sub-division/splitting of securities certificate; (f) consolidation of securities certificates/folios; (g) transmission and (h) transposition.

- Further, in addition to that, as per SEBI Circular dated January 30, 2026, our RTA shall initiate the demat conversion request in the depository system for direct credit of securities in the demat account of the security holder/claimant with effect from April 02, 2026, doing away with requirement of issuance of Letter of Confirmation.
- Pursuant to the Composite Scheme of Arrangement amongst Mangalore Chemicals & Fertilizers Limited ("MCFL"), the Company and their respective shareholders and creditors, which became effective on October 16, 2025, the Company, on December 3, 2025, issued and allotted equity shares of the Company to the eligible shareholders of MCFL whose names appeared in the Register of Members/Beneficial Owners as on the Record Date, i.e., October 31, 2025, in dematerialised form. In respect of shareholders holding MCFL shares in physical form, the corresponding equity shares of the Company were credited to a separate PPL Merger Trust Account opened for this purpose. The said shares will be transferred to the demat accounts of the respective shareholders upon completion of the requisite formalities. The respective shareholders are requested to submit to the Company or its Registrar and Transfer Agent ("RTA") the duly filled-in and signed Schedule Form-1/Form-2, as applicable, along with the requisite documents specified therein. The said forms are available on the Company's website at <https://paradeepphosphates.com/investors/kyc-compliance>
- In accordance with the SEBI Master Circular, it is mandatory for all holders of physical shares in the Company to furnish PAN, Nomination, Contact details (Postal Address with PIN and Mobile Number), Bank account details and specimen signatures for their corresponding folio numbers of physical securities. The concerned members holding shares of the Company in physical form, are required to submit forms duly completed in all respects, to the Company or RTA for registration/updation of their details. A copy of such forms can be downloaded from the website of the Company at <https://paradeepphosphates.com/investors/kyc-compliance> or from the website of our RTA at <https://web.in.mpms.mufig.com/KYC-downloads.html>. Members holding shares in demat

mode may register/update their email address and/or bank account details through their DP.

The shareholders who are holding the shares in physical mode may note that, the dividend declared at the AGM will be paid only through electronic mode. In case any of the aforesaid documents/details are not submitted/updated, the dividend declared by the Company will not be paid until such shareholder furnish the aforesaid KYC details/documents. Upon updation of the KYC, the dividend will be remitted directly to the bank account of such shareholder.

- Pursuant to the provisions of Section 72 of the Companies Act, 2013, members can avail facility for nomination in respect of the shares held by them. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility.
- SEBI, vide Circular No. HO/38/13/11(2)2026-MIRSD-POD/1/3750/2026 dated January 30, 2026, has opened a special window to facilitate re-lodgement of

transfer and dematerialisation of physical securities. The window will remain open for a period of one year, i.e., from February 05, 2026 to February 04, 2027.

This special facility will be available for transfer the shares that were sold or purchased prior to 1st April, 2019. Additionally, the facility extends to transfer requests that were submitted earlier but were rejected, returned, or not attended to due to deficiencies in documents, process issues, or for any other reason.

Eligible shareholders who wish to avail the opportunity are requested to submit the requisite documents to MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) Registrar and Share Transfer Agent, Unit: Paradeep Phosphates Limited, C-101, Embassy 247, L B S Marg, Vikhroli West, Mumbai – 400 083.

Investors are informed that the securities re-lodged for transfer pursuant to the above circular, shall only be issued in demat form. In case of any queries, shareholders are requested to raise a service request at investor.helpdesk@in.mpms.mufig.com.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 4: Continuation of Mr. Saroj Kumar Poddar (DIN: 00008654) as Non-Executive, Non-Independent Director and Chairman of the Company

In terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from April 1, 2019, no listed Company shall appoint or continue the appointment of a Non-Executive director, who has attained the age of 75 years, unless a special resolution is passed to that effect.

The members of the Company vide special resolution passed at the Extra ordinary General Meeting held on 10th August, 2021 had approved continuation of Directorship of Mr. Saroj Kumar Poddar (DIN: 00008654) as a Non-Executive, Non-Independent Director-Chairman of the Company on attaining the age of 75 years.

Mr. Saroj Kumar Poddar is liable to retire by rotation in accordance with the provisions of the Companies Act, 2013 and, being eligible, has offered himself for re-appointment. In view of his extensive experience as an Industrialist, deep understanding of the fertiliser and agriculture sector, strategic vision and long-standing association with the Company, the Board considers his continued association to be in the best interest of the Company.

Under his leadership and guidance, the Company has strengthened its position as a leading player in the fertiliser sector and has witnessed significant growth in its scale of operations, manufacturing capabilities and financial performance. The Company has expanded and integrated its manufacturing footprint, including the successful integration of Mangalore Chemicals & Fertilizers Limited, strengthened its production and operational capabilities, undertaken capacity expansion and energy-efficiency initiatives, and continued to focus on sustainable and technology-driven growth.

Mr. Poddar brings to the Board considerable institutional knowledge and a strategic perspective developed through his long and distinguished association with the Company and the broader fertiliser and agricultural sector. His guidance has been valuable in navigating the evolving business environment, strengthening stakeholder confidence and pursuing the Company's long-term growth objectives. His continued leadership is expected to provide stability, continuity and strategic direction to the Company as it undertakes its ongoing expansion and growth initiatives.

Mr. Saroj Kumar Poddar possesses the requisite integrity, experience, expertise and leadership capabilities to continue to effectively discharge the responsibilities entrusted to him. The Board is confident that his continued association as Chairman will be of immense benefit to the Company and its stakeholders.

Mr. Saroj Kumar Poddar is not disqualified from being appointed or continuing as a Director under Section 164 of the Companies Act, 2013. The Board, based on the recommendation of the Nomination and Remuneration Committee, is of the view that his continued appointment beyond the age of 75 years as

Non-Executive, Non-Independent Director and Chairman is desirable and in the best interests of the Company.

The relevant details, pursuant LODR Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, in respect of Mr. Saroj Kumar Poddar is annexed hereto as Annexure A, and forms a part of this Notice.

Accordingly, the Board recommends the resolution set out in Item No. 4 of the accompanying Notice for approval of the members by way of a **Special Resolution**.

Except Mr. Saroj Kumar Poddar- Chairman and Mr. Akshay Poddar- Vice Chairman and their relatives, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 5 : Ratification of payment of Remuneration to Cost Auditor for the financial year 2026-27

The Board, on the recommendation of the Audit Committee, has approved the re-appointment and remuneration of M/s. S. S. Sonthalia & Co., Cost Accountant in practice as the Cost Auditor to conduct the audit of the Cost Accounts of the Company for the Financial Year 2026-27 at a remuneration of ₹ 5,00,000 (Rupees Five Lakh only) plus applicable taxes and out of pocket expenses incurred by them in connection with the aforesaid audit.

In terms of provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial Year 2026-27.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise in this matter except to the extent of their shareholding in the Company.

Item No. 6: Approval of Material Related Party Transaction(s) (RPT) with related parties

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective 1st April 2022, mandates prior approval of Members by means of a resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned Company and at an arm's length basis.

As per SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2025 read with Schedule XII

of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (SEBI Listing Regulations), where the annual consolidated turnover of the listed entity, as per its last audited financial statements, is above ₹ 20,000 Crore, a transaction with a related party shall be considered material if the transaction(s), individually or taken together with previous transaction(s) during a financial year, exceed ₹2,000 crores + 5% of the turnover exceeding ₹20,000 crore. For the Financial Year ended March 31, 2026, the consolidated turnover of the Company was ₹21,826.34 crore. Accordingly, the applicable materiality threshold for the Company under the SEBI Listing Regulations is ₹2,091.32 crore.

During the Financial Year 2026-27, the transactions proposed to be entered into with OCP S.A., Indo Maroc Phosphates S.A. and Phosphates De Boucraa S.A., being related parties of the Company, are expected to exceed the applicable materiality threshold specified above. The Audit Committee has approved the proposed transactions and noted that they are in the ordinary course of business and are proposed to be entered into on an arm's length basis. Accordingly, in terms of the SEBI Listing Regulations, prior approval of the Members is being

sought by way of an Ordinary Resolution, as set out at Item No. 6 of the Notice

The Audit Committee has also reviewed and taken note of the certificate provided by the Managing Director and the Chief Financial Officer of the Company, as required under the applicable Industry Standards, confirming that the proposed material related party transactions are in the interest of the Company.

The Company expects that the value of the transactions with each of the aforesaid related parties, for which approval is being sought, will not exceed the applicable materiality threshold for the period commencing from April 1, 2026, until the date on which approval of the Members is obtained.

The relevant details of the material RPTs between the Company and Indo Maroc Phosphates S.A, OCP SA and Phosphates De Boucraa S.A, as required under the SEBI Listing Regulations and applicable SEBI circulars on Industry Standards for "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("Industry Standards"), are as set out below:

A(1). Basic details of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	(i) Indo Maroc Phosphates S.A. (ii) OCP S.A. (iii) Phosphates De Boucraa S.A.
2.	Country of incorporation of the related party	All companies are incorporated in Morocco
3.	Nature of business of the related party	(i) Indo Maroc Phosphates S.A. Specializes in the manufacture of phosphoric acid, a key raw material for producing di-ammonium phosphate (DAP) and other phosphate-based fertilizers (ii) OCP S.A. OCP's operations encompass mining, processing, and trading of phosphate-based products, serving agricultural and industrial sectors worldwide. (iii) Phosphates De Boucraa S.A. Mines, processes and markets phosphate rock.

A(2). Relationship and ownership of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: - Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. - Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). - Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Indo Maroc Phosphates S.A. Promoter Group Entity of Holding Co. OCP S.A. Promoter of Holding Co. Phosphates De Boucraa S.A. Affiliate of Promoter Group of Holding Co. Nil None The OCP SA hold 50% in the Zuari Maroc Phosphates Private Limited which is the Holding Company of PPL.

A(3). Details of previous transactions with the related party

S. No.	Particulars of the information	Information provided by the management																						
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<table> <tr> <th>Name of the party</th><th>Nature of Transactions</th><th>FY 2025-26 (₹ in Lakhs)</th></tr> <tr> <td rowspan="3">Indo Maroc Phosphates S.A.</td><td>a) Purchase of raw materials (Phosphoric acid)</td><td>254,126.83</td></tr> <tr> <td>b) Other expenses (Demurrage Expenses)</td><td>169.28</td></tr> <tr> <td>c) Other Income-Excess Liability written back</td><td>32.03</td></tr> <tr> <td rowspan="3">OCP S.A.</td><td>a) Purchase of raw materials (Rock phosphate)</td><td>70,356.89</td></tr> <tr> <td>b) Purchase of raw materials (Phosphoric acid)</td><td>10,592.80</td></tr> <tr> <td>c) Other expenses (Demurrage Expenses)</td><td>7.23</td></tr> <tr> <td rowspan="2">Phosphates De Boucraa S.A.</td><td>a) Purchase of raw materials (Rock phosphates)</td><td>208,743.67</td></tr> <tr> <td>b) Other expenses (Demurrage Expenses)</td><td>170.63</td></tr> </table>	Name of the party	Nature of Transactions	FY 2025-26 (₹ in Lakhs)	Indo Maroc Phosphates S.A.	a) Purchase of raw materials (Phosphoric acid)	254,126.83	b) Other expenses (Demurrage Expenses)	169.28	c) Other Income-Excess Liability written back	32.03	OCP S.A.	a) Purchase of raw materials (Rock phosphate)	70,356.89	b) Purchase of raw materials (Phosphoric acid)	10,592.80	c) Other expenses (Demurrage Expenses)	7.23	Phosphates De Boucraa S.A.	a) Purchase of raw materials (Rock phosphates)	208,743.67	b) Other expenses (Demurrage Expenses)	170.63
Name of the party	Nature of Transactions	FY 2025-26 (₹ in Lakhs)																						
Indo Maroc Phosphates S.A.	a) Purchase of raw materials (Phosphoric acid)	254,126.83																						
	b) Other expenses (Demurrage Expenses)	169.28																						
	c) Other Income-Excess Liability written back	32.03																						
OCP S.A.	a) Purchase of raw materials (Rock phosphate)	70,356.89																						
	b) Purchase of raw materials (Phosphoric acid)	10,592.80																						
	c) Other expenses (Demurrage Expenses)	7.23																						
Phosphates De Boucraa S.A.	a) Purchase of raw materials (Rock phosphates)	208,743.67																						
	b) Other expenses (Demurrage Expenses)	170.63																						

S. No.	Particulars of the information	Information provided by the management								
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	<table><tr><th>Name of the related party</th><th>Amount of Transactions (₹ in Lakhs)</th></tr><tr><td>Indo Maroc Phosphates S.A.</td><td>9.67</td></tr><tr><td>OCP S.A.</td><td>41,892.03</td></tr><tr><td>Phosphates De Boucraa S.A.</td><td>13,759.78</td></tr></table>	Name of the related party	Amount of Transactions (₹ in Lakhs)	Indo Maroc Phosphates S.A.	9.67	OCP S.A.	41,892.03	Phosphates De Boucraa S.A.	13,759.78
Name of the related party	Amount of Transactions (₹ in Lakhs)									
Indo Maroc Phosphates S.A.	9.67									
OCP S.A.	41,892.03									
Phosphates De Boucraa S.A.	13,759.78									
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	None								

A(4). Amount of the proposed transaction(s)

S. No.	Particulars of the information	Information provided by the management																											
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	<table> <tr> <th>Name of Related party</th><th>Nature of transaction</th><th>Amount of Transaction* (₹ in Lakhs)</th></tr> <tr> <td rowspan="3">(i) Indo Maroc Phosphates S.A.</td><td>Purchase, sale or supply of goods /material and allied activities</td><td>2,07,500</td></tr> <tr> <td>Demurrage expenses/claims/interest receivable/payables, Reimbursement of expenses</td><td>2,500</td></tr> <tr> <td>Total</td><td>2,10,000</td></tr> <tr> <td rowspan="3">(ii) OCP S.A.</td><td>Purchase, sale or supply of goods /material and allied activities</td><td>2,45,000</td></tr> <tr> <td>Demurrage expenses/claims/interest receivable/payables, Reimbursement of expenses</td><td>5,000</td></tr> <tr> <td>Total</td><td>2,50,000</td></tr> <tr> <td rowspan="3">(iii) Phosphates De Boucraa S.A.</td><td>Purchase, sale or supply of goods /material and allied activities</td><td>3,95,000</td></tr> <tr> <td>Demurrage expenses/claims/interest receivable/payables, Reimbursement of expenses</td><td>5,000</td></tr> <tr> <td>Total</td><td>4,00,000</td></tr> <tr> <td colspan="2"></td><td>Total : (i)(ii) & (iii) = 8,60,000</td></tr> </table>	Name of Related party	Nature of transaction	Amount of Transaction* (₹ in Lakhs)	(i) Indo Maroc Phosphates S.A.	Purchase, sale or supply of goods /material and allied activities	2,07,500	Demurrage expenses/claims/interest receivable/payables, Reimbursement of expenses	2,500	Total	2,10,000	(ii) OCP S.A.	Purchase, sale or supply of goods /material and allied activities	2,45,000	Demurrage expenses/claims/interest receivable/payables, Reimbursement of expenses	5,000	Total	2,50,000	(iii) Phosphates De Boucraa S.A.	Purchase, sale or supply of goods /material and allied activities	3,95,000	Demurrage expenses/claims/interest receivable/payables, Reimbursement of expenses	5,000	Total	4,00,000			Total : (i)(ii) & (iii) = 8,60,000
Name of Related party	Nature of transaction	Amount of Transaction* (₹ in Lakhs)																											
(i) Indo Maroc Phosphates S.A.	Purchase, sale or supply of goods /material and allied activities	2,07,500																											
	Demurrage expenses/claims/interest receivable/payables, Reimbursement of expenses	2,500																											
	Total	2,10,000																											
(ii) OCP S.A.	Purchase, sale or supply of goods /material and allied activities	2,45,000																											
	Demurrage expenses/claims/interest receivable/payables, Reimbursement of expenses	5,000																											
	Total	2,50,000																											
(iii) Phosphates De Boucraa S.A.	Purchase, sale or supply of goods /material and allied activities	3,95,000																											
	Demurrage expenses/claims/interest receivable/payables, Reimbursement of expenses	5,000																											
	Total	4,00,000																											
		Total : (i)(ii) & (iii) = 8,60,000																											

*Board of Directors may interchange the limit between each of the related parties mentioned above within the overall limit of ₹ 8,60,000 Lakhs.

2. Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?
- Yes

S. No.	Particulars of the information	Information provided by the management																															
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	<table><tr><th>Name of Related party</th><th>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover</th></tr><tr><td>Indo Maroc Phosphates S.A.</td><td>10%</td></tr><tr><td>OCP S.A.</td><td>11%</td></tr><tr><td>Phosphates De Boucraa S.A.</td><td>18%</td></tr></table>	Name of Related party	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover	Indo Maroc Phosphates S.A.	10%	OCP S.A.	11%	Phosphates De Boucraa S.A.	18%																							
Name of Related party	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover																																
Indo Maroc Phosphates S.A.	10%																																
OCP S.A.	11%																																
Phosphates De Boucraa S.A.	18%																																
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable																															
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	<table><tr><th>Name of Related party</th><th>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover</th></tr><tr><td>Indo Maroc Phosphates S.A.</td><td>42%</td></tr><tr><td>OCP S.A.</td><td>2%</td></tr><tr><td>Phosphates De Boucraa S.A.</td><td>112%</td></tr></table>	Name of Related party	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover	Indo Maroc Phosphates S.A.	42%	OCP S.A.	2%	Phosphates De Boucraa S.A.	112%																							
Name of Related party	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover																																
Indo Maroc Phosphates S.A.	42%																																
OCP S.A.	2%																																
Phosphates De Boucraa S.A.	112%																																
6.	Financial performance of the related party for the immediately preceding financial year: Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	<table><tr><td>Indo Maroc Phosphates S.A</td><td>(₹ In lakhs)</td></tr><tr><td>Particulars</td><td>FY 2025</td></tr><tr><td>Turnover</td><td>4,96,316.27</td></tr><tr><td>Profit After Tax</td><td>44,692.66</td></tr><tr><td>Net worth</td><td>1,71,489.78</td></tr><tr><td>OCP S.A.</td><td>(₹ In lakhs)</td></tr><tr><td>Particulars</td><td>FY 2025</td></tr><tr><td>Turnover</td><td>1,13,81,800.21</td></tr><tr><td>Profit After Tax</td><td>18,45,286.44</td></tr><tr><td>Net worth</td><td>1,40,98,715.63</td></tr><tr><td>Phosphates De Boucraa S.A.</td><td>(₹ In lakhs)</td></tr><tr><td>Particulars</td><td>FY 2025</td></tr><tr><td>Turnover</td><td>7,41,390.86</td></tr><tr><td>Profit After Tax</td><td>3,57,994.92</td></tr><tr><td>Net worth</td><td>83,814.67</td></tr></table>		Indo Maroc Phosphates S.A	(₹ In lakhs)	Particulars	FY 2025	Turnover	4,96,316.27	Profit After Tax	44,692.66	Net worth	1,71,489.78	OCP S.A.	(₹ In lakhs)	Particulars	FY 2025	Turnover	1,13,81,800.21	Profit After Tax	18,45,286.44	Net worth	1,40,98,715.63	Phosphates De Boucraa S.A.	(₹ In lakhs)	Particulars	FY 2025	Turnover	7,41,390.86	Profit After Tax	3,57,994.92	Net worth	83,814.67
Indo Maroc Phosphates S.A	(₹ In lakhs)																																
Particulars	FY 2025																																
Turnover	4,96,316.27																																
Profit After Tax	44,692.66																																
Net worth	1,71,489.78																																
OCP S.A.	(₹ In lakhs)																																
Particulars	FY 2025																																
Turnover	1,13,81,800.21																																
Profit After Tax	18,45,286.44																																
Net worth	1,40,98,715.63																																
Phosphates De Boucraa S.A.	(₹ In lakhs)																																
Particulars	FY 2025																																
Turnover	7,41,390.86																																
Profit After Tax	3,57,994.92																																
Net worth	83,814.67																																

A(5). Basic details of the proposed transaction

S. No.	Particulars of the information	Information provided by the management										
1.	Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/ services, giving loan, borrowing etc.)	The details provided in A(4)(1)										
2.	Details of each type of the proposed transaction											
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY 2026-27										
4.	Whether omnibus approval is being sought?	Yes										
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	<table><tr><th>Name of Related party</th><th>Amount of Transactions in a year * (₹ in Lakhs)</th></tr><tr><td>Indo Maroc Phosphates S.A.</td><td>2,10,000</td></tr><tr><td>OCP S.A.</td><td>2,50,000</td></tr><tr><td>Phosphates De Boucraa S.A.</td><td>4,00,000</td></tr></table>	Name of Related party	Amount of Transactions in a year * (₹ in Lakhs)	Indo Maroc Phosphates S.A.	2,10,000	OCP S.A.	2,50,000	Phosphates De Boucraa S.A.	4,00,000		
Name of Related party	Amount of Transactions in a year * (₹ in Lakhs)											
Indo Maroc Phosphates S.A.	2,10,000											
OCP S.A.	2,50,000											
Phosphates De Boucraa S.A.	4,00,000											
		*Board of Directors may interchange the limit between each of the related parties mentioned above within the overall limit of ₹ 8,60,000 Lakhs										
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	• The Company depend on OCP SA, Indo Maroc Phosphore S.A.,and Phosphates De Boucraa S.A. for the procurement of most important raw material by value such as Phosphate Rock and Phosphoric acid and other traded fertilizers such as TSP and DAP etc. • In order to ensure a stable supply of most important raw material by value, the Company has entered into a long term Phosphate Rock supply contract with OCP, globally leading producer of such raw material and which operates largely in the Morocco which has approximately 70% of the global Phosphate Rock reserves according to CRISIL Research, provides us the ability to source cost-effective and increasing amounts of Phosphate Rock as our operations grow. • Arrangement is commercially beneficial. • Competitive pricing and at arm's length with assurance of quality and also provides flexibility to our sourcing plants during the volatility of supply.										
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <i>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</i>											
	a. Name of the director / KMP	Mr. Karim Senhadji- CFO of OCP Group and Mr. Soual Mohamed										
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil										
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	As the transactions are in the ordinary course of business at arm's length, the transactions do not contemplate any valuation.										
9.	Other information relevant for decision making.	Nil										

B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable
2.	Basis of determination of price.	The import prices charged by the related parties for supply of raw materials are linked to the quarterly pricing set for the Indian industry, which is published in recognized industry sources such as Argus. This linkage ensures that the other industry players also follow the same pricing and our pricing is consistent with market trends, which ensure that the prices are at arm's length. Further the price charge for traded fertilizers is indexed with CFR India Prices as per the Publications in recognized Industry Sources such as Argus, Fertecon, Profercy & CRU, which is consistent with market trends, which ensure that the prices are at arm's length. Furthermore, Company utilize robust methodologies for determining arm's length prices, specifically: • Comparable Uncontrolled Price Method • Transactional Net Margin Method These methods allow us to establish fair pricing practices that align with industry standards.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: - Amount of Trade advance - Tenure - Whether same is self-liquidating?	Not Applicable

Save and except as disclosed at point no. A5(7)(a) of the aforementioned table, none of other Directors or Key Managerial Personnel of the Company and/or their respective relatives are, in any manner, concerned or interested, financially or otherwise, in this Resolution except to the extent of their shareholding and/or common directorship, if any.

However, Members may note that in accordance with the Regulation 23(4) of the SEBI Listing Regulations, the resolution as set out at Item No. 6, being a resolution for approval of material RPTs, all related parties (whether such related party(ies) are a parties to the aforesaid transaction(s) or not) shall not vote to approve said resolution as set out at Item No. 6.

The Board accordingly recommends the Ordinary Resolution as set out at Item No. 6 for approval of the Members of the Company.

Item No. 7: Payment of remuneration to Directors other than Executive Directors

The Non-Executive Directors are paid sitting fees for attending the Board and Committee meetings and reimbursement of expenses incurred for attending the meetings of the Board or its

Committees. The increasing demand for the independent and professional Directors, to compensate for their contribution for the growth of the Company and the ever changing regulatory environment, it is advisable to appropriately compensate, attract and retain professionals on the Board. In order to remunerate the Non-Executive Directors (whether existing or future) for rendering their services to the Company, it is proposed to pay remuneration to the Directors (whether existing or future) other than the Executive Directors, collectively up to 1% of the net profits computed in the manner referred to in Section 198 of the Companies Act, 2013, for each Financial Year over a period of three (3) Financial Years commencing from FY 2025-26 subject to the Company achieving profits for the respective financial years, in such proportion/ manner as may be determined by the Board of Directors of the Company, subject to a maximum of ₹ 10,00,000 per annum per Director, payable at such periodicity as the Board may deem fit. For the period less than a year in any Financial Year, the amount shall be prorated. The above remuneration will be in addition to the sitting fees and reimbursement of expenses, if any, for attending the meetings of the Board of Directors or Committees thereof.

Accordingly, approval of the Shareholders is sought by way of an Ordinary Resolution for payment of remuneration to the Directors of the Company other than the Executive Directors. The Board recommends the Ordinary Resolution set out under Item No. 7 of the Notice for approval by the members.

The Managing Director, Joint Managing Director and Key Managerial Personnel of the Company and their relatives are not concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 of the Notice. Directors other than the Executive Directors of the Company and their relatives may be deemed to be concerned or interested in the Resolution set out at Item No. 7 of the Notice to the extent of their shareholding interest, if any, in the Company.

Item No. 8: Approval of 'Paradeep Phosphates Limited Performance Stock Option Plan 2026' ("PSOP 2026")

The Company has been pursuing a growth-oriented strategy aimed at strengthening its business operations, enhancing operational efficiency, expanding its manufacturing and product capabilities and creating sustainable long-term value for its stakeholders. To support the Company in achieving its strategic objectives and successfully navigating its next phase of growth, it is considered important to attract, retain and motivate employees who have a significant role in driving the Company's performance and long-term growth.

Performance Stock Options ("Options") are widely recognised as an effective long-term incentive mechanism for attracting, motivating and retaining key talent and for aligning the interests of employees with those of the Company and its shareholders. Accordingly, the Company proposes to introduce the '**Paradeep Phosphates Limited Performance Stock Option Plan 2026' ("PSOP 2026 or Plan")**.

The PSOP 2026 is intended to recognise and reward employees for their contribution to the Company's growth and performance, while encouraging them to participate in the Company's long-term success. The PSOP 2026 is designed to link the benefits available to eligible employees with the achievement of specified performance conditions and the long-term performance of the Company. Through employee ownership, the PSOP 2026 is expected to foster a greater sense of ownership and commitment, encourage a long-term perspective towards business performance and support wealth creation for employees.

The PSOP 2026 is therefore intended to form an important component of the Company's talent management and remuneration strategy by strengthening the linkage between employee performance, long-term business objectives and shareholder value creation

The PSOP 2026 has been formulated in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder, Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations,

2021 ("SEBI SBEB & SE Regulations") and other applicable laws, as amended from time to time.

The PSOP 2026 was approved by the Board of Directors at its meeting held on July 28, 2026, subject to the approval of the Members of the Company.

The PSOP 2026 shall be operated and administered under the superintendence of the Nomination and Remuneration Committee ("NRC or Committee"), which shall have such powers and responsibilities as may be conferred upon it under the PSOP 2026 and applicable laws, including determining the eligibility of employees, quantum of Options to be granted, performance conditions, vesting terms and other matters in accordance with the PSOP 2026.

The Committee will formulate the detailed terms and conditions of the PSOP 2026 including:

- a. the quantum of options, shares or benefits as the case may be, per employee and in aggregate under a Plan;
- b. the kind of benefits to be granted under this Plan;
- c. the conditions under which options, shares or other benefits as the case may be, may vest in employees and may lapse in case of termination of employment for misconduct;
- d. The schedule for Vesting of the Options granted to Employees;
- e. The price at which the Options are to be granted from time to time (which will be the Exercise Price for the options at a future date);
- f. the exercise period within which the employee can exercise the options and that options would lapse on failure to exercise the same within the exercise period;
- g. the specified time period within which the employee shall exercise the vested options or in the event of termination or resignation;
- h. the right of an employee to exercise all the options, as the case may be, vested in him at one time or at various points of time within the exercise period;
- i. the procedure for making a fair and reasonable adjustment to the entitlement including adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard, the following shall, inter alia, be taken into consideration by the Committee:
 - i. the number and price of options shall be adjusted in such a manner that total value to the employee of the options remains the same after the corporate action;
 - ii. the vesting period and the life of the options shall be left unaltered as far as possible to protect the rights of the employee(s) who is granted such options;

- j. the grant, vesting and exercise of shares, options or in case of employees who are on long leave;
- k. eligibility to avail benefits under this Plan in case of employees who are on long leave;
- l. the procedure for funding the exercise of options;
- m. the procedure for buy-back of specified securities issued under relevant regulations, if to be undertaken at any time by the company, and the applicable terms and conditions, including:
 - (i) permissible sources of financing for buy-back;
 - (ii) any minimum financial thresholds to be maintained by the company as per its last financial statements; and
 - (iii) limits upon quantum of specified securities that the company may buy-back in financial year.

For the purpose of this Clause, specified securities means as defined under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.

- n. Amend any terms and conditions of any Options granted under the Plan to the extent it is not inconsistent with the terms of the Plan and not prejudicial to the interest of the Option Grantee.

The salient features and other details of the PSOP-2026 as required pursuant to Regulation 6(2) of SEBI SBEB & SE Regulations are as under:

a) Brief Description of the Performance Stock Option Plan 2026' ("PSOP 2026") is given as under:

'Paradeep Phosphates Limited Performance Stock Option Plan 2026' ("PSOP 2026") has been formulated by the Company and to be implemented by its Board or Committee, in terms of provisions of Companies Act, 2013 and rules made thereunder, Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 issued by Securities and Exchange Board of India (the "SEBI") and other applicable laws. The PSOP 2026 has been approved by the Board of Directors at their meeting held on 28th July, 2026, subject to the approval of the members.

b) The total number of options to be granted

The total number of Options that may, in the aggregate, be issued would be such number of Options which shall entitle the Option holders to acquire in one or more tranches upto 20,00,000 (Twenty Lakh Only) equity shares of ₹ 10/- (Rupees Ten) each (or such other adjusted figure for any bonus, stock splits or consolidations or other re-organisation of the capital structure of the Company as may be applicable from time to time).

In case of any corporate action(s) such as rights issues, bonus issues, buy-back, scheme of arrangement, merger and sale or division, and others, a fair and reasonable

adjustment needs to be made to the Options granted. Accordingly, if any additional equity shares are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the above ceiling shares shall be deemed to be increased to the extent of such additional equity shares issued.

An Employee may surrender his/her vested /unvested options at any time during / post his employment with the company. Any employee willing to surrender his/her Options shall communicate the same to the Committee of the Company in writing.

Vested Options lapsed due to non-exercise, surrender and/ or unvested Options that gets cancelled due to resignation or any other separation conditions of Option grantees, surrendered or otherwise, would be available for being re-granted at a future date. The Committee is authorized to re-grant such lapsed / cancelled / surrendered options as per the provisions of PSOP 2026.

c) Identification of classes of employees entitled to participate and be beneficiaries in the PSOP 2026

Following class / classes of employees are entitled to participate in PSOP 2026:

Employee/s as may be determined by the Committee of the Board out of the following: -

- (a) an employee as designated by the Company, who is exclusively working in India or outside India; or
- (b) a Director of the Company, whether a Whole Time Director or not, including a Non-Executive Director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or
- (c) an employee as defined in sub-clauses (a) or (b), but does not include—
 - 1) an employee who is a Promoter or a person belonging to the Promoter Group; or
 - 2) a Director who, either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten per cent of the outstanding equity Shares of the Company;

The class of employees eligible for participating in the PSOP 2026 shall be determined on the basis of the grade, length of service, performance record, merit of the Employee, future potential contribution by the employee, role assigned to the employee and such other parameters as may be decided by the Committee of the Company in its sole discretion from time to time.

The Options granted to an employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any other manner.

d) Requirements of vesting and period of vesting

The options shall vest essentially based on continuation of employment and apart from that the Committee may prescribe other performance matrix / other condition(s) for vesting. The vesting may occur in tranches or otherwise. The detailed terms and conditions governing the vesting of Options including applicable vesting period and proportion shall be subject to the following:

Schedule:

- (i) There shall be minimum period of one year between the grant of Options and vesting of Options;
- (ii) The maximum vesting period may extend up to three years or such period as may be decided by the NRC; and
- (iii) The vesting shall happen in one or more tranches as may be decided by the NRC.

All the Options granted shall vest as per the schedule determined by the NRC from the date of the grant. The NRC shall always have a right, at its sole discretion to change the Vesting Schedule in respect of any Options to be granted.

Pre-determined Performance Matrix for employees covered under PART A:

The vesting of all Options granted under this shall be subject to the achievement of the following performance criteria:

- A) Individual Performance:** In order to be eligible for vesting of any Options, the employee must achieve a minimum individual performance threshold as per the performance appraisal process of the Company.
- B) Company Performance:** Vesting of the Options shall also be subject to the performance of the Company for the relevant financial year against various parameters such as Earnings Before Interest, Depreciation, Taxes and Amortization (EBIDTA), Return on Capital Employed (ROCE), Earnings per Share (EPS) and Operating Cash Flow (OCF) as approved by the Board, provided that an eligible employee meets the individual performance criteria as stated above. The achievement of such targets will be calculated as a percentage of the actual performance in the relevant

financial year against such targets and assigning a weightage to the parameters as below:

- Earnings Before Interest, Depreciation, Taxes and Amortization (EBIDTA)- 30 %
- Return on Capital Employed (ROCE)- 20%
- Earnings per Share (EPS)- 30%
- Operating Cash Flow (OCF)- 20%

Evaluation Methodology: The overall performance achievement shall be calculated based on the weighted average of the actual performance against the set targets for each metric.

The final vesting shall be proportional to the overall achievement percentage as per below vesting condition, subject to meeting the individual performance threshold. The Committee shall retain the discretion to interpret, modify, or adjust the performance targets and methodology/ weightages as mentioned above in line with prevailing business conditions.

The eligibility for vesting based on Performance under the PSOP 2026 for the eligible employees shall be determined based on the achievement of performance targets. If the overall achievement percentage is below 85% (eighty-five percent) of the target, there shall be no vesting of any Options. In the event the overall achievement percentage is 85% (eighty-five percent), the vesting shall be 65% of the options granted and thereafter it follows a straight-line till 100% achievement. Overall vesting of options is capped at 100% even if the option grantee(s) overachieve(s).

Pre-determined Performance Matrix for employees covered under PART B:

The vesting of all Options granted under this shall be subject to pre-determined Share Price being achieved in next 3 years' timeline.

The Committee shall retain the discretion to interpret, modify, or adjust the performance targets and methodology/ weightages as mentioned above in line with prevailing business conditions.

Following table shall be applicable in case of various scenarios (during employment) for vesting and exercising*:

Sr. No.	Separations	Vested Options	Unvested Options
1	Resignation	Subject to the terms and conditions, all Vested Options as on date of submission of resignation may be exercised by the Option Grantee before the closure of the next exercise window available after such resignation.	All Unvested Options on the date of submission of resignation shall stand cancelled with effect from that date.
2	Termination (With cause like fraud, misconduct etc.)	All the options granted and are vested but which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination.	All the options granted and are unvested on the date of such termination shall stand cancelled with effect from the termination date.
3	Termination (Without cause)	All the options granted and are vested but which were not exercised at the time of such termination may be exercised by the Option Grantee before the closure of the next exercise window available after such termination.	All the options granted and are unvested on the date of such termination shall stand cancelled with effect from the termination date.
4	Retirement or early Retirement approved by Company	All vested Options shall vest as per original vesting schedule and may be exercised by the Option Grantee within the originally allowed exercise period.	Subject to clause 8.8 of the PSOP 2026, all Unvested Options shall vest as per original vesting schedule and may be exercised by the Option Grantee within the originally allowed exercise period.
5	Death	All Vested options, granted under a PSOP 2026 to him/her till his/her death shall vest, with effect from the date of his/her death, in the legal heirs or nominees of the deceased employee, as the case may be and such options may be exercised by the Option Grantee's nominee or legal heir immediately after, but in no event later than 12 months from the date of Death.	All Unvested Options as on the date of death shall vest immediately and may be exercised by the Option Grantee's nominee or legal heir/s within 12 months from the date of death.
6	Permanent Disability	All Vested options, granted under a PSOP 2026 to him/her till his/her Permanent Disability shall vest, with effect from the date of his/her Permanent Disability and such options may be exercised by the Option Grantee immediately after, but in no event later than 12 months from the date of Permanent Disability.	All Unvested Options as on the date of Permanent Disability shall vest immediately and may be exercised by the Option Grantee within 12 months from the date of Permanent Disability .
7	Abandonment**	All the Vested Options shall stand cancelled.	All the Unvested Options shall stand cancelled.
8	Any other reason not specified above	The Committee shall decide whether the Vested Options as on that date can be exercised by the Option Grantee or not, and such decision shall be final.	All Unvested Options on the date of separation shall stand cancelled with effect from that date.

*In case of any regulatory changes warranting any change in vesting schedule/ conditions/exercise period in any of the above separation conditions, the provisions of such change shall apply.

**The Committee, at its sole discretion shall decide the date of cancellation of Option's and such decision shall be binding on all concerned. Provided that, in accordance with Applicable Law, notwithstanding anything to the contrary contained herein, the Company shall not vary the terms of the PSOP 2026 in any manner which may be detrimental to the interests of the Employees.

e) Maximum period within which the options shall be vested

The maximum vesting period may extend up to 3 (Three) years from the date of respective grant of Options, unless otherwise decided by the Committee.

The Committee, shall have, subject to the applicable law (and subject to a minimum vesting period of 1 year) the right, to vest all or part of the Unvested Options in an accelerated manner from out of the options granted and outstanding to the employees.

f) Exercise price or pricing formula

Exercise Price means the price, if any, payable by an employee for exercising the option granted to such an employee in pursuance of PSOP 2026.

The Exercise Price shall be the face value of the equity shares of the Company on the date of grant or as may be decided by the Committee as is allowed under the Companies Act, and SEBI (SBEB and SE) Regulations, which in any case will not be lower than the face value of the equity Shares of the Company on the date of such grant. Further the Exercise Price can be different for different set of employees for Options granted on same / different dates.

Payment of the Exercise Price shall be made by electronic mode such as NEFT/RTGS or a crossed cheque or a demand draft drawn in favour of the Company, or by any other payment methods prevalent in RBI recognized banking channels or in such other manner and subject to such procedures as the Committee may decide.

No amount shall be payable by the Option Grantee at the time of grant and hence no amount is required to be forfeited even if an employee does not exercise the options within the exercise period and accordingly no adjustment is required to be made for the same.

g) Exercise period and process of exercise

The exercise period shall not be more than **2 (Two) years** from the date of respective vesting of Options. The Options granted may be exercised by the grantee at one time or at various points of time within the exercise period as determined by the Committee from time to time.

The vested Options shall be exercisable by the Employees by a written application (which will include making applications online using any ESOP administration software) to the Company expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Committee from time to time. The Options shall lapse if not exercised within the specified exercise period. The Options may also lapse, under certain circumstances even before the expiry of the specified exercise period.

h) Appraisal Process for determining the eligibility of Employees to the PSOP 2026

The appraisal process for determining the eligibility of the Employee will be specified by the Committee and will be based on the roles which have high impact and which will take the organization to next level/ phase of growth and/ or by any such criteria that may be determined by the Committee from time to time.

i) Maximum number of Options to be offered and issued per Employee and in the PSOP 2026

The maximum number of Options that may be granted to an identified employee under the PSOP 2026 in any financial year, and in aggregate over the tenure of the PSOP 2026, shall not exceed 10,00,000 (Ten Lakhs) Options.

j) Maximum quantum of benefits to be provided per Employee under the PSOP 2026

The maximum quantum of benefits shall refer to the maximum number of Options that may be granted to each per employee, per grant and in aggregate.

No benefit other than grant of Options under PSOP 2026, and any consequential grant of equity shares of the Company is contemplated under PSOSP 2026. Therefore, the maximum quantum of benefits under PSOP 2026 is the difference between the market value of the equity shares of the Company, and the exercise price of the Options, as on the date of exercise.

k) Whether PSOP 2026 is to be implemented and administered directly by the Company or through a trust

The PSOP 2026 will be implemented and administered directly by the Company.

l) Whether PSOP 2026 involves new issue of shares by the Company or secondary acquisition by the trust

The PSOP 2026 will involve only new issue of shares by the Company.

m) The amount of loan to be provided for implementation of the PSOP 2026 by the Company to the trust, its tenure, utilization, repayment terms, etc.

Not Applicable

n) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the PSOP 2026

Not Applicable

o) Disclosure and accounting policies

The Company shall follow the laws/regulations applicable to accounting and disclosure related to performance Stock Options, including but not limited

to SEBI (SBEB and Sweat Equity) Regulations as well as section 133 of the Companies Act, the Guidance Note on Accounting for Employee Share-based Payments and/ or any relevant Accounting Standards as may be prescribed by the Regulatory authorities from time to time, including the disclosure requirements prescribed therein.

The Company shall make disclosures to the prospective Option Grantees containing statements of risk, information about the Company and salient features/Plan document of the PSOP 2026 in a format as prescribed under SEBI (SBEB and Sweat Equity) Regulations, 2021.

The Company shall disclose details of Grant, Vest, Exercise and lapse of the Performance Stock Options in the Directors' Report or in an annexure there of as prescribed under SEBI (SBEB and Sweat Equity) Regulations or any other Applicable Laws as in force.

The company shall be free to determine the exercise price subject to conforming to the accounting policies specified in regulation 15 of SEBI (SBEB and SE) Regulations, 2021.

p) Method of valuation of Options

The Company will follow IFRS/ IND AS/ any other requirements for accounting of the stock Options as are applicable to the Company for the same.

Since the Company opts for expensing of share-based employee benefits using the fair value method, the following statement will not be applicable viz.

In case the Company opts for expensing of share based employee benefits using the intrinsic value intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' Report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' Report.

q) Lock-in period, if any

The Shares issued upon exercise of Options shall be freely transferable and shall not be subject to any lock-in period restriction after such exercise. However, the Committee may, in some cases, provide for lock-in of Shares issued upon exercise of Options, which shall be mentioned in grant letter issued to the Option Grantee.

Provided that the transferability of the Shares shall be subject to the restriction for such period in terms of the Securities Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended from time to time or for such other period as may be stipulated from time to time in terms of Company's Code of Conduct for Prevention of Insider Trading, as and when these regulations applicable to the Company.

r) Terms & conditions for buyback, if any, of specified securities covered under the SEBI (SBEB and Sweat Equity) Regulations

Subject to compliance with Applicable Laws and limitations set out in the PSOP 2026, the Committee shall upon the advice of PSOP 2026 Administrator or otherwise, determine the procedure for buy-back of specified securities issued under SEBI (SBEB and Sweat Equity) Regulations, if to be undertaken at any time by the company and the applicable terms and conditions, including:

- (i) permissible sources of financing for buy-back;
- (ii) any minimum financial thresholds to be maintained by the company as per its last financial statements; and
- (iii) limits upon quantum of specified securities that the company may buy-back in financial year.

For the purpose of this Clause, specified securities means as defined under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

s) Rights of the Option holder

The Employee shall not have right to receive any dividend or to vote or in any manner enjoy the benefits of a shareholder in respect of the Option granted to him, till shares are allotted upon exercise of Option.

t) Consequence of failure to exercise Option

All unexercised Options shall lapse if not exercised on or before the exercised period ends.

Any amount paid/payable, if any, by the employee at the time of the grant, vesting or exercise of the options will be forfeited if the employee does not exercise the same within the exercise period.

u) Certificate from Secretarial Auditors

The Board of Directors shall at each annual general meeting place before the shareholders a certificate from the secretarial auditors of the company that the PSOP 2026 has been implemented in accordance with the prescribed regulations and in accordance with the resolution of the company in the general meeting.

v) Terms of the PSOP 2026:

- 1) The Company shall not vary the terms of the PSOP 2026 in any manner, which may be detrimental to the interests of the Option grantees: Provided that the Committee shall be entitled to vary the terms of the **PSOP 2026** to meet any regulatory requirements without seeking shareholder's approval by special resolution in terms of regulation 7 of SEBI (SBEB and Sweat Equity) Regulations.

- 2) Subject to clause (a) of sub-rule (5) of Rule 12 of Companies SCD Rules and relevant regulation of SEBI (SBEB and Sweat Equity) Regulations, the Company may by Special Resolution in a General Meeting vary the terms of the PSOP 2026 offered pursuant to an earlier resolution of the general body but not yet exercised by the Employee provided such variation is not prejudicial to the interests of the Option grantees.
- 3) The notice for passing special resolution for variation of terms of the PSOP 2026 shall disclose full details of the variation, the rationale therefore and the details of the Option grantees who are beneficiaries of such variation.
- 4) The Company may re-price the Options as the case may be which are not exercised, whether or not they have been vested if the terms of the grants were rendered unattractive due to fall in the price of the shares in the stock market; provided that the Company ensures that such re-pricing shall not be detrimental to the interest of the Option grantees and approval of the shareholders in general meeting has been obtained for such re-pricing.

w) Transferability of Performance Stock Options:

- 1) The Options granted to an Employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of the Option grantee, the right to exercise all the Options granted to him till such date shall be vested in his legal heirs or nominees.
- 2) In the event that an Option grantee who has been granted benefits under a PSOP 2026 is transferred or deputed to Holding Company or its Subsidiary Company or Associate Company or group Company

(present or future) prior to vesting or exercise, the vesting and exercise as per the terms of grant shall continue in case of such transferred or deputed employee, even after the transfer or deputation.

x) Other terms

The Board or Committee shall have the absolute authority to vary, modify or alter the terms of the PSOP 2026 in accordance with the Companies Act, 2013, as amended read with rules made thereunder, any regulations and guidelines as prescribed by the SEBI or regulations that may be issued by any appropriate authority, from time to time, unless such variation, modification or alteration is detrimental to the interest of the Option grantees.

The Board or Committee may, if it deems necessary, modify, change, vary, amend, suspend or terminate the PSOP 2026, subject to compliance with the applicable laws and regulations.

The shares may be allotted directly to the Option grantees in accordance with the PSOP 2026 and such PSOP 2026 may also contain provisions for providing financial assistance to the employees to enable the employees to acquire or subscribe to the shares.

Consent of the members is sought pursuant to the provisions of section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, as amended and as per the requirement of regulation 6 of the SEBI (SBEB and Sweat Equity) Regulations.

The Board recommends the Special Resolution set out under Item No. 8 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution No. 8, except to the extent of their entitlements, if any, under the PSOP 2026.

By Order of the Board of Directors

Sachin Patil
Company Secretary
Membership No. A31286

Date: July 28, 2026
Registered Office: 5th Floor, OSHWC Building,
Pandit J N Marg, Bhubaneswar – 751 001

Annexure-A

Details of the Director seeking re-appointment at the forthcoming Annual General Meeting.

Name of the Director	Saroj Kumar Poddar
- Date of Birth - Age - Inter-se relationship with Directors of the Company - Date of First Appointment - Qualification - Functional Expertise & Experience including brief resume.	September 15, 1945 80 years He is a Chairman of the Company and father of Mr. Akshay Poddar, Non-Executive Director & member of Promoter Group of the Company. February 05, 2014 Bachelor's degree in Commerce He is a leading Indian industrialist with over six decades of experience in business, industry, and institution building, with a keen interest in art, culture and sports and is also associated with various philanthropic and charitable initiatives. A gold medallist in B.Com. (Hons.) from Calcutta University, Mr. Poddar served as Chairman of the India-Saudi Arabia Joint Business Council and has been a Member of the Indo-French CEO Forum. He has served as President of the Federation of Indian Chambers of Commerce and Industry (FICCI) and the International Chamber of Commerce in India. He has also served on the Board of Trade, the Court of the Indian Institute of Science, Bengaluru, the Board of Governors of the Indian Institute of Technology, Kharagpur, and the Local Board of the Reserve Bank of India. He has also served on the Advisory Board of N M Rothschild & Sons (India) Pvt. Ltd. Mr. Poddar has received several honours, including the Rashtriya Samman Award from the Central Board of Direct Taxes in India, the "Lifetime Achievement Award 2017" by The Economic Times, and was appointed Commander in the National Order of Merit ("Commandeur de l'Ordre national du Merite") by the President of the French Republic in 2011. He was also conferred a Lifetime Achievement Award at the Sanmarg Business Awards 5th Edition in February 2025.
- Terms and Conditions of re-appointment - Directorship held in other companies (excluding foreign companies & Section 8 companies) as on 31st March, 2026.	Re-appointment on retirement by rotation - Chambal Fertilisers and Chemicals Limited - Lionel India Limited - Texmaco Rail & Engineering Limited - Zuari Agro Chemicals Limited - Zuari Industries Limited - Adventz Finance Private Limited - Hettich India Private Limited - Adventz Homecare Private Limited - Hepo India Private Limited - Zuari Envien Bioenergy Private Limited - Nobilia India Private Limited - Adventz Keventer Capital Advisors Private Limited
Listed entities from which the person has resigned in the past 3 years	Texmaco Infrastructure & Holdings Limited – cessation 25.09.2023
Membership/Chairmanship of Committees of public Companies (includes only Audit Committee & Stakeholders Relationship Committee) as on 31st March, 2026.	None
Shareholding in the Company, including shareholding as a beneficial owner.	Nil
Remuneration proposed to be paid	Does not draw any remuneration from the Company in his role as Non-Executive Director, except sitting fees for attending the meetings and the commission as recommended by NRC subject to the overall limit approved by the shareholders.

For other details such as number of meetings of Board of Directors attended during the year and remuneration last drawn i.e., as on March 31, 2026, please refer to the Corporate Governance Report (Annexure A) to the Director's Report.

Annexure- 1**Detailed information in respect of deduction of Tax at source (TDS) on the Final Dividend for the Financial Year 2025-26**

We are pleased to inform you that the Board of Directors of the Company, at its meeting held on May 11, 2026, has inter alia approved and recommended payment of final dividend at the rate of ₹ 1.50 per share of the face value of ₹ 10/- each on equity shares of the Company for the financial year ended March 31, 2026 ("Final Dividend"), subject to the approval of the shareholders at the ensuing 44th Annual General Meeting ("AGM") of the Company to be held on Thursday, September 17, 2026.

The Final Dividend If declared at the AGM, the said final dividend on equity shares will be credited/dispatched to the shareholders within 30 days from the date of AGM to all those beneficial owners holding shares in electronic form, as per the beneficial ownership data made available to the Company by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on **September 4, 2026**.

The TDS/Withholding tax provisions for both categories of shareholders viz. Resident and Non-Resident are detailed below:

RESIDENT SHAREHOLDERS:**i. Resident individual shareholders:**

Particulars	Current rate of withholding tax
Valid PAN updated in the Company's Register of Members	10%
Members not having PAN (not registered) / invalid PAN	20%
Submission of lower/nil tax deduction certificate issued by Income Tax Department u/s 395 of Income Tax Act, 2025	Rate specified in the certificate

Members may note that no tax is required to be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2026-27 does not exceed ₹ 10,000 or also in cases where members provide valid Form 121 subject to conditions specified in the IT Act.

The format of Form 121 can be downloaded from <https://web.in.mpms.mufg.com/client-downloads.html> On this page select the General tab. All the forms are available in under the head "Form - 41/Form - 121"

You can also download Form 121 from the Income-tax website www.incometaxindia.gov.in

ii. Resident Shareholders other than individuals:

In case of a certain class of resident shareholders other than individuals who are covered under provisions of Section 393(1)(7) or Section 393(4)(10) or Section 393(6)(a) of the Act, no tax shall be deducted at source ('NIL rate'), subject to submission of sufficient documentary evidence thereof, along with exemption notification, if any, as per the relevant provisions of the Income Tax Act, to the satisfaction of the Company. This illustratively includes following:

- i. Insurance Companies: Public Sector & other insurance companies: A declaration that it has a full beneficial interest with respect to the shares owned by it along with a self-attested copy of PAN card.
- ii. Mutual Funds: Self-declaration that they are specified and covered under Sch. VII(21) of the Act along with a self-attested copy of PAN card and registration certificate.
- iii. Alternative Investment Fund ('AIF'): AIF established/incorporated in India - Self-declaration that its income is exempt under Sch. V(1) of the Act and they are governed by SEBI Regulations as Category I or Category II AIF along with a self-attested copy of the PAN card and registration certificate.
- iv. Corporation established by or under a Central Act which is, under any law for the time being in force, exempt from income-tax on its income: Self-declaration specifying the specific Central Act under which such corporation is established and that their income is exempt under the provisions of the Act along with a self-attested copy of the PAN card and registration certificate.
- v. Other Resident Non-Individual Shareholders: Shareholders who are exempted from the provisions of TDS as per Section 393(1)(7) of the Act or who are covered under Section 393(4)(10) of the Act shall also not be subjected to any TDS, provided they submit an attested copy of the PAN along with the documentary evidence in relation to the same.

Application of Nil rate at the time of tax deduction / withholding on the dividend is subject to completeness and satisfactory review by the Company, of the documents submitted by such shareholders. Notwithstanding anything contained above, in case where the shareholders provide a certificate under Section 393(6)(a) of the Act for lower / NIL withholding of taxes, the rate specified in the said certificate shall be considered, based on submission of self-attested copy of the same.

NON-RESIDENT SHAREHOLDERS

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 393(2) and other applicable sections of the IT Act, at the rates currently in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 159 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member, if such DTAA provisions are more beneficial to the shareholder. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following:

- Self-attested copy of PAN Card, if any, allotted by the Indian Income Tax authorities;
- Self-attested copy of Tax Residency Certificate ("TRC") obtained from the tax authorities of the country of which the shareholder is tax resident, valid as on date of payment;
- Copy of Form 41 duly e-filled on e-filing portal of the Indian Income tax department
- Self-declaration for the financial year 2026-27 as per the format provided in the link: <https://web.in.mpms.mufig.com/client-downloads.html>
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member.

Please note that the application of beneficial DTAA rate at the time of tax deduction / withholding on dividend shall be subject to completeness and satisfactory review by the Company of the documents submitted by the non-resident shareholders.

Dividend paid to Foreign Institutional Investors ("FII") and Foreign Portfolio Investors ("FPI") - Tax shall be deducted at source @ 20% (plus applicable surcharge and cess) on dividend paid to FII and FPI. For the purpose of withholding tax, it may not be possible to consider applicable DTAA benefits, if any, in case of FII and FPI since the provisions of the Act do not provide so;

Tax resident of any notified jurisdictional area - Where any shareholder is a tax resident of any country or territory notified as a notified jurisdictional area under Section 176 of the Income Tax Act 2025, tax will be deducted at source at the rate of 30% or at the rate specified in the relevant provision of the Act or at the rates in force, whichever is higher, from the dividend payable to such shareholder in accordance with Section 176 of the Act.

Notwithstanding anything contained above, in cases where the shareholders provide a certificate under Section 393(6)(a) of the Act for lower / NIL withholding of taxes, the rate specified in the said certificate shall be considered based on submission of self-attested copy of the same.

SHAREHOLDERS HAVING MULTIPLE ACCOUNTS UNDER DIFFERENT STATUS / CATEGORY: Shareholders holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

SUBMISSION OF DOCUMENTS

To enable us to determine the appropriate TDS / withholding tax rate applicability, the aforementioned documents are required to be submitted to the Registrar and Share Transfer Agent viz. MUFG Intime India Private Limited ("RTA") by uploading self-attested copies of the same on <https://web.in.mpms.mufig.com/formsreg/submission-of-Form-121-41.html> not later than **September 4, 2026**. Communications or documents submitted thereafter will not be considered by the Company for computation of tax on dividend.

Alternatively, you can send the documents and annexures as explained above duly filled to the RTA Email ID Investor.helpdesk@in.mpms.mufig.com; or Company email id cs.ppl@adventz.com not later than **September 4, 2026**.

Documents sent to any other email ID may lead to non-submission of documents and attract TDS as per the provisions of the Act.

Transferring credit to the beneficial owner

In cases where the shareholder is merely a custodian of the shares and, accordingly, not the beneficial owner of the dividend payable in respect thereof, then, in order to transfer the credit of TDS to the beneficial owner of dividend income, the shareholder may provide a declaration prescribed by Rule 203 of the Income-tax Rules, 2026. The aforesaid declaration shall contain (i) name, address, PAN and residential status of the person to whom credit is to be given; (ii) payment in relation to which credit is to be given; and (iii) the reason for giving credit to such person.

The above declaration must be provided on or before September 4, 2026 through emails on investor.helpdesk@in.mpms.mufig.com and cs.ppl@adventz.com, in order to enable the Company to determine and deduct appropriate TDS/withholding tax. Please note that the application for transfer of credit of TDS under Rule 203 would not be entertained in absence of the aforesaid prescribed details.

In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details / documents, you still have the option of claiming refund of the excess tax paid at the time of filing your income tax return. However, no claim shall lie against the Company in respect of such taxes deducted.

For further information or clarification, Members can write to cs.ppl@adventz.com or to our RTA at investor.helpdesk@in.mpms.mufig.com

Updation of your personal details including PAN, bank account, email id, mobile number, you are requested to contact:

- in case of shareholding in electronic form - with your Depository Participant.
- in case of shareholding in physical form - with the RTA viz. MUFG Intime India Private Limited.

Updation of KYC for Physical Folios:

As per SEBI Master Circular bearing reference no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 (superseding Master Circular for RTAs dated May 17, 2023 and subsequent circulars on the subject), Dividend will be withheld if shares held in physical folio is not KYC compliant.

SEBI as per the above referred Circular has directed as under:

- A) It shall be mandatory for all holders of physical securities in listed companies to furnish PAN, Choice of Nomination, Contact Details, (Postal Address with PIN and Mobile Number), Bank Account Details, and Specimen Signature for physical folios.
- B) Any payment including dividend, interest or redemption payment in respect of such folios is permitted only through electronic mode w.e.f. April 1, 2024, and such payment shall be made electronically only upon furnishing of PAN, KYC details and Nomination by holders of physical

We therefore request you to update your PAN, KYC details and Nomination by submitting the relevant documents viz; Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 on or before September 4, 2026. The formats for updation of KYC details and Nomination are available on Registrar & Transfer Agent's (MUFG Intime India Private Limited) website at <https://web.in.mpms.mufig.com/client-downloads.html> -> KYC -> Formats for KYC.

Disclaimer: This communication shall not be treated as an advice from the Company or its Registrar & Transfer Agent. Shareholders should obtain the tax advice related to their tax matters from a tax professional.

Process and manner for members opting to vote electronic means:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

a. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The remote e-voting period begins on Monday, September 14, 2026 at 10.00 AM (IST) and ends on Wednesday, September 16, 2026 at 5.00 PM (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 10, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on Company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3) 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. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000.

Step 2 : Access through CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- Login method for e-voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
 - 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.

- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN of PPL.
- (vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at cs.sbhat@gmail.com and to the Company at the email address viz; cs.ppl@adventz.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

b. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM AND E-VOTING DURING THE MEETING ARE AS UNDER:

1. The procedure for attending meeting and e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for remote e-voting.
3. Shareholders who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops/iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting with regard to the financial statements or any other matter to be placed at the AGM may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account

number/folio number, email ID, mobile number at cs.ppl@adventz.com

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending upon the availability of time.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

c. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. **For shareholders holding shares in physical mode**
- Please send duly filled Schedule Form, ISR-1 (available on the website of the Company at <https://www.paradeepphosphates.com/investors/kyc-compliance> along with requisite documents to the RTA of the Company i.e., MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), Unit: Paradeep Phosphates Limited, C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083.
2. **For shareholders holding shares in Demat mode**
- Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.

If you have any queries or issues regarding attending AGM & e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.