



August 20, 2025

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 43rd Annual General Meeting

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015, please find enclosed the Notice of the 43rd Annual General Meeting scheduled to be held on September 12, 2025 at 3.00 P.M 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.: L24129OR1981PLC001020

Corporate Office: Adventz Center, 3rd Floor, No. 28, Union Street, Off Cubbon Road, Bengaluru- 560001

Tel: + 91 80 46812500/555 **Email:** info-ppl@adventz.com

Registered office: Bayan Bhawan, Pandit J N Marg, Bhubaneswar - 751001

Tel: +0674 666 6100 Fax: +0674 2392631

www.paradeepphosphates.com

NOTICE

To
The Members,

NOTICE is hereby given that the Forty Third (43rd) Annual General Meeting (AGM) of the Members of Paradeep Phosphates Limited ("the Company") will be held on **Friday, September 12, 2025 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 31st March, 2025 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 31st March, 2025 and the Report of the Auditors thereon.
2. To declare dividend on the equity shares for the financial year 2024-25.
3. To re-appoint Mr. Karim Lotfi Senhadji (DIN: 09311876) who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

4. Ratification of payment of remuneration to Cost Auditor

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 2025-26, being ₹ 3,50,000 (Rupees Three Lakh fifty thousand only) plus applicable taxes and out of pocket expenses incurred by him 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."

5. 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, Phosphates De Boucraa S.A, Kofert S.A and OCP Nutricrops 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 2025-2026, 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 forms 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."

6. Appointment of Secretarial Auditor of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and other applicable provisions, if any, and subject to such other approvals as may be necessary, the Members of the Company do hereby approve the appointment of of M/s Sunita Jyotirmoy and Associates, having Firm Reg. No. P2003OR014400, as the Secretarial Auditor of

the Company for a continuous period of five (5) financial years, commencing from FY 2025-26 to FY 2029-30, to conduct the Secretarial Audit as prescribed under the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to fix the remuneration of Secretarial Auditor and their terms of engagement according to the scope of their services as Secretarial Auditor and other permissible assignments, if any, in line with prevailing rules and regulations made in this regard.

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 this resolution.”

By Order of the Board of Directors

Sachin Patil
Company Secretary
Membership No.- A31286

Date: 6th May, 2025

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

NOTES:

1. The related Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of Item Nos. 4, 5 & 6 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. 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 General Circular No. 09/2024 dated September 19, 2024 (“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”, 43rd AGM of the Company is being held through VC/ OAVM facility.
3. In pursuance of the MCA Circulars and SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, read with other related SEBI circulars including Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, the Notice of the 43rd Annual General Meeting along with the Annual Report for the financial year 2024-25 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/ Depositories. 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. Member may note that the Notice calling the AGM and Annual Report for the financial year 2024-25 has been uploaded on the website of the Company at www.paradeepphosphates.com. The Notice and Annual Report for the financial year 2024-25 can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com 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.
4. Members attending the meeting through VC/ OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act. Members holding equity shares of the Company as on Friday 5th September, 2025 (“Cut-off date”) can join the meeting anytime 30 minutes before commencement of the AGM by following the procedure outlined in **Annexure – 2** of the Notice.
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.

6. 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.
7. Corporate shareholders/institutional shareholders intending to send their authorised representative(s) to attend and vote at the 43rd 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.
8. 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.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN, KYC, Nomination and updated Bank detail to their Depository Participants with whom they are maintaining their Demat accounts.
10. The Company has uploaded the details of unpaid and unclaimed amount lying with the Company as on March 31, 2024 on the website of the Company at <https://paradeepphosphates.com/investors/corporate-governance> as well as on the website of IEPF Authority at www.iepf.gov.in.

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

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

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 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. rnt.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.

11. 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.

12. Record Date:

Members may kindly note that **Friday 22nd Day of August 2025** has been fixed as the "**Record Date**" to determine entitlement of members to the final dividend for the financial year 2024-25.

Dividend:

- i. Pursuant to Finance Act, 2020, dividend income is taxable in the hands of members w.e.f. 1st April 2020. Accordingly, the final dividend, as recommended by the Board of Directors, and if approved at 43rd AGM, shall be paid after deducting tax at source ('TDS') at the prescribed rates in accordance with the provisions of the Income Tax Act, 1961, within 30 days from the date of declaration to the beneficial owners in respect of equity shares held by them in dematerialised form whose name appear in the list of beneficial owners furnished by NSDL and Central Depository Services (India) Limited ('CDSL'), as on close of business hours on Friday 22nd Day of August 2025.
 - ii. 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 2024-25.
 - iii. In case of members whose bank details are not updated in the records of the Company's Registrar and Share Transfer Agent/Depositories before close of business hours Friday 22nd Day of August 2025 or in case the Company is unable to pay the dividend to any member directly in his/her bank account via electronic clearing service, the Company shall dispatch draft to such member(s) by post.
13. 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.
 14. Members who would like to express their views or ask questions with respect to the agenda items of the meeting will be required to register themselves as speaker by sending e-mail in advance at least 7 days prior to meeting mentioning their name, demat account number/folio

number, email ID, mobile number at cs.ppl@adventz.com. The Company reserves the right to restrict the number of questions and/or number of speakers, depending upon availability of time, for smooth conduct of the AGM.

15. 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 Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorised 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. Members shall have the option to vote either through remote e-voting or voting through electronic means at the AGM.
- Detailed instructions for remote e-voting/ e-voting and also for attending the AGM are annexed as **Annexure - 2**.
- 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.
- 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. **Friday 5th Day of September 2025**.
- **The remote e-voting period begins on Tuesday 9th day of September 2025 at 10.00 A.M. (IST) and ends on Thursday 11th Day of September 2025 at 5.00 P.M. (IST).**

- 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**', 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 43rd 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.
- Members can opt for only one mode of voting i.e. either through remote e-voting or e-voting at the 43rd AGM. Once the vote on a resolution is cast, the Member shall not be allowed to change the same subsequently or cast the vote again.

16. Declaration of results of voting

- The Scrutiniser shall immediately after conclusion of the Annual General Meeting, 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.

EXPLANATORY STATEMENT

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

Item No. 4: Ratification of payment of Remuneration to Cost Auditor

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 2025-26 at a remuneration of ₹ 3,50,000 (Rupees Three Lakh fifty thousand only) plus applicable taxes and out of pocket expenses incurred by him 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. 4 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial Year 2025-26.

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. 5: Approval of Material Related Party Transaction(s) 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.

A transaction with a related party shall be considered as material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceed(s) ₹ 1,000 Crores, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

In the financial year 2025-26, the related party transactions as mentioned below, in the aggregate, are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought by passing an Ordinary Resolution as set out at Item No. 5 of the Notice.

The Audit Committee of the Company has approved the said related party transactions and has noted that although the proposed related party transactions are in the ordinary course of business of the Company and shall be entered into at an arm's length basis, they may, in aggregate, cross the applicable materiality thresholds as mentioned above.

The approval of the shareholders for the Resolution No. 5 is being sought for the following related party transactions/contracts/agreements/arrangements set out in Table below. The Company expects that the value of related party transactions with each related party (for which the approval is being sought) will not exceed the materiality threshold for the period commencing from 1st April, 2025, till the approval of shareholders is obtained.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated 22nd November 2021 are provided herewith:

1. Name of the Related Party	OCP S.A, Indo Maroc Phosphates S.A, Phosphates De Boucraa S.A, Kofert S.A and OCP Nutricrops SA
2. Nature of relationship	Joint Venture Partner of the Promoter
3. Names of the directors or Key managerial Personnel who is related, if any.	Mr. Karim Senhadji- CFO of OCP Group and Mr. SOUAL Mohamed
4. Type, Nature, particulars, material terms of contract	<ul style="list-style-type: none"> • Purchase or supply of raw materials, goods, traded fertilizers and allied activities • Availing and rendering of services • Transfer of resources • Cost recharge/rebate/demurrage to and from related parties • Interest /claims- receivable/payables
5. Tenure/Duration/Approval Period	For Financial Year 2025-26

6. Value/Amount of transaction for which ratification is sought	<p>Transactions amounting to ₹ 10,000 crores in a Financial Year with following related parties</p> <table border="1" data-bbox="534 331 1445 629"> <thead> <tr> <th data-bbox="534 331 1002 394">Name of Related party</th> <th data-bbox="1018 331 1445 394">Amount of Transactions in a year * (amt in crores)</th> </tr> </thead> <tbody> <tr> <td data-bbox="534 409 1002 439">Indo Maroc Phosphates S.A.</td> <td data-bbox="1018 409 1445 439">1,600</td> </tr> <tr> <td data-bbox="534 454 1002 483">OCP S.A.</td> <td data-bbox="1018 454 1445 483">3,400</td> </tr> <tr> <td data-bbox="534 499 1002 528">Phosphates De Boucraa S.A</td> <td data-bbox="1018 499 1445 528">2,000</td> </tr> <tr> <td data-bbox="534 544 1002 573">OCP Nutricrops SA</td> <td data-bbox="1018 544 1445 573">1,500</td> </tr> <tr> <td data-bbox="534 589 1002 618">Kofert S.A</td> <td data-bbox="1018 589 1445 618">1,500</td> </tr> </tbody> </table> <p>*Board of Directors may interchange the limit between each of the related parties mentioned above within the overall limit of ₹ 10,000 Cr.</p>	Name of Related party	Amount of Transactions in a year * (amt in crores)	Indo Maroc Phosphates S.A.	1,600	OCP S.A.	3,400	Phosphates De Boucraa S.A	2,000	OCP Nutricrops SA	1,500	Kofert S.A	1,500
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OCP Nutricrops SA	1,500												
Kofert S.A	1,500												
7 The manner of determining the pricing and other commercial terms	<p>The related party transactions are in the ordinary course of business and at arm's length basis. The import prices charged by OCP and its affiliates 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.</p> <p>The marketing and market development-related services fees are charged by the Company basis the number of activities organized under Farmer Engagement, Channel Engagement brand developed and other activities.</p> <p>Furthermore, company utilize robust methodologies for determining arm's length prices, specifically:</p> <ul style="list-style-type: none"> • Comparable Uncontrolled Price Method • Transactional Net Margin Method <p>These methods allow us to establish fair pricing practices that align with industry standards.</p>												
8 The percentage of the listed entity's consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	<table border="1" data-bbox="534 1301 1445 1503"> <tbody> <tr> <td data-bbox="534 1301 1002 1330">Indo Maroc Phosphates S.A.</td> <td data-bbox="1018 1301 1445 1330"></td> </tr> <tr> <td data-bbox="534 1346 1002 1375">OCP S.A.</td> <td data-bbox="1018 1346 1445 1375"></td> </tr> <tr> <td data-bbox="534 1391 1002 1420">Phosphates De Boucraa S.A</td> <td data-bbox="1018 1391 1445 1420">84%</td> </tr> <tr> <td data-bbox="534 1435 1002 1464">OCP Nutricrops SA</td> <td data-bbox="1018 1435 1445 1464"></td> </tr> <tr> <td data-bbox="534 1480 1002 1509">Kofert S.A</td> <td data-bbox="1018 1480 1445 1509"></td> </tr> </tbody> </table>	Indo Maroc Phosphates S.A.		OCP S.A.		Phosphates De Boucraa S.A	84%	OCP Nutricrops SA		Kofert S.A			
Indo Maroc Phosphates S.A.													
OCP S.A.													
Phosphates De Boucraa S.A	84%												
OCP Nutricrops SA													
Kofert S.A													
9 Justification as to why the RPT is in the interest of the listed entity	<ul style="list-style-type: none"> • The Company depend on OCP, Indo Maroc Phosphore S.A. Morocco, Phosphates De Boucraa S.A., Kofert S.A and OCP Nutricrops SA 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. 												
10 A copy of the valuation or other external party report, if any such report has been relied upon	As the transactions are in the ordinary course of business at arm's length, the transactions do not contemplate any valuation.												
11 Any other information that may be relevant	All relevant information forms part of this explanatory statement												

The Members may please note that in terms of provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not) shall not vote to approve the ordinary resolution at Item No. 5 of the Notice.

None of the other Directors, Key Managerial Personnel or their respective relatives, are in any way concerned or interested in the said resolution.

Item No. 6: Appointment of Secretarial Auditor of the Company

The Board of Directors of the Company, at its meeting held on 6th May 2025, considered and approved the proposal to appoint M/s Sunita Jyotirmoy and Associates, having Firm Reg. No. P2003OR014400, as the Secretarial Auditor of the Company for a period of five consecutive financial years commencing from the financial year FY 2025-26 to FY 2029-30, pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended),

M/s. Sunita Jyotirmoy and Associates is a Practicing Company Secretaries firm with 3 partners, having an experience of over 20 years, in the fields of Corporate Laws, Corporate Consultancy, Legal Advisory services, Legal Due diligence and Corporate Governance, Advising on import / export regulations, Intellectual Properties Acts, Labour Laws & Environmental Acts and Taxation Acts etc.

The firm is a reputed peer-reviewed Company Secretaries firm with demonstrated experience in conducting secretarial audits of listed companies and ensuring compliance with corporate governance norms, SEBI regulations, and the Companies Act, 2013. The appointment is in line with the amended Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which mandates the appointment of a peer-reviewed firm for a fixed tenure.

M/s. Sunita Jyotirmoy and Associates have consented to their appointment as Secretarial Auditors and has confirmed that their appointment will be in accordance with Section 204 of Companies Act, 2015 read with SEBI (LODR) Regulations, 2015. The Board considers that their appointment would strengthen the Company's compliance framework and support enhanced transparency and governance standards.

The remuneration proposed to be paid to the Secretarial Auditor will be determined by the Board of Directors of the Company, basis the recommendation of the Audit Committee and in consultation with the Secretarial Auditor, which will be commensurate with the scope of work and other requirements as mutually agreed. The Company may also obtain the Annual Secretarial Compliance Report and such other certifications as may be mandatory or permitted to be sought from Secretarial Auditor under the applicable laws and engage with them on the other services which are not prohibited by SEBI or any other authority

The Audit Committee and the Board of Directors has recommended the appointment of M/s. Sunita Jyotirmoy and Associates, as Secretarial Auditor of the Company to the Members of the Company for their approval. The recommendation is based on various factors like fulfilment of eligibility criteria, capability, knowledge, expertise, industry experience, audit methodology, time and efforts required to be put in by them.

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

The Board recommends the resolution for approval of the shareholders.

By Order of the Board of Directors

Sachin Patil
Company Secretary
Membership No.- A31286

Date: 6th May, 2025
Registered Office: 5th Floor, OSHWC Building,
Pandit J N Marg, Bhubaneswar – 751 001

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

Name of the Director	Karim Lotfi Senhadji
Date of Birth	01/08/1971
Age	54 years
Inter-se relationship with Directors of the Company	None
Date of First Appointment	31/01/2022
Qualification	Mr. Senhadji has degrees from MIT-Boston, HEC-Paris and holds an Executive MBA from ESSEC & Mannheim Business schools. He is also a graduate from the Royal Air Forces School in Marrakesh where he received his diploma in aeronautic engineering and a trained pilot
Functional Expertise & Experience including brief resume.	Karim Senhadji, based in Morocco, is currently the Chief Financial Officer at OCP SA. Karim Senhadji brings experience from previous roles at OCP Africa, OCP SA and Altadis Maroc. Mr. Karim Lotfi Senhadji joined OCP in 2010 as a Director in charge of management control. He then held the position of Vice-President Shipment & Logistics before his appointment as CEO at OCP Africa. Prior to OCP, Mr. Lotfi Senhadji held several management positions within several Moroccan and international companies, such as Holcim Group, Altadis Morocco and Médiatelecom. With a robust skill set that includes Business Strategy, Project Management, Change Management, Management, Strategy and more.
In case of Independent Directors, Skills and capabilities required for the role	Not Applicable
Terms and Conditions of re-appointment	Re-appointment on retirement by rotation
Directorship held in other companies (excluding foreign companies & Section 8 companies) as on 31 st March, 2025.	Zuari Maroc Phosphates Private Limited
Listed entities from which the person has resigned in the past 3 years	Nil
Membership/Chairmanship of Committees of public Companies (includes only Audit Committee & Stakeholders Relationship Committee) as on 31 st March, 2025.	Paradeep Phosphates Limited – Member of Audit committee
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 the payment of commission as approved by the member at the AGM dated 12 th September 2022.

For other details such as number of meetings of Board of Directors attended during the year and remuneration last drawn i.e., as on 31st March, 2025, 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 2024-25**

We are pleased to inform you that the Board of Directors of the Company, at its meeting held on May 6, 2025, has inter alia approved and recommended payment of final dividend at the rate of ₹ 1 per share of the face value of ₹ 10/- each on equity shares of the Company for the financial year ended March 31, 2025 ("Final Dividend"), subject to the approval of the shareholders at the ensuing 43rd Annual General Meeting ("AGM") of the Company to be held on Friday, September 12, 2025.

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 August 22, 2025.

TDS PROVISIONS AND DOCUMENTS REQUIRED, AS APPLICABLE FOR RELEVANT CATEGORY OF SHAREHOLDER(S)

Shareholders may note that pursuant to the changes in the Income Tax Act, 1961 ('the Act') as amended by the Finance Act, 2020, dividend income will be taxable in the hands of the shareholders and the Company is required to deduct tax at source (TDS) at the time of making the payment of dividend to shareholders at the prescribed rates. The tax deduction / withholding tax rate would vary depending on the residential status of the shareholder and the exemptions as enumerated in the Act subject to fulfilling the documentary requirements.

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

Table 1: Resident Members

For Financial Year 2025-26 taxes shall be deducted at source under Section 194 of the IT Act as follows:

Section	Category of Members	Applicable Tax rate	Exemption applicability/ Documentation requirements
194	Members having valid PAN	10% or as notified by the Government of India	Update valid PAN if not already done with respective depositories
206AA and 206AB	Members not having PAN / invalid PAN; and Members who is Specified Person as per Section 206AB of the Income-tax Act (Refer Point B of this communication)	20%	Update valid PAN if not already done with respective depositories

However, no tax shall be deducted on the dividend payable to a Resident Member (Individual), if the total dividend to be received by them during Financial Year 2025-26 (interim, final or by any other name called) does not exceed ₹ 10,000. Where the PAN is either not registered or is invalid, tax shall be deducted at source at a rate which is higher of the prescribed TDS rates or @20%.

Table 2: The following Resident Members will be eligible for NIL/lower rate of TDS upon providing the documents to the Company mentioned hereunder to the satisfaction of the Company.

Section	Category of Members	Applicable TDS rate	Documentation requirement
194	Insurance Companies	NIL	<ul style="list-style-type: none"> A self-declaration that they are covered by the second proviso to Section 194 of the Income-tax Act, 1961 and has full beneficial interest with respect to the shares owned by it; Self-attested copy of IRDAI registration certificate; and Self-attested copy of PAN card.
196	Mutual Funds specified under Section 10(23D)	NIL	<ul style="list-style-type: none"> A self-declaration that they are governed by the provisions of Section 10(23D) of the Income-tax Act, 1961; Self-attested copy of SEBI registration certificate; and Self-attested copy of PAN card.

Section	Category of Members	Applicable TDS rate	Documentation requirement
196	Government, Reserve Bank of India (RBI), Specified Corporations established by or under Central Act whose income is exempt from tax	NIL	<ul style="list-style-type: none"> A self-declaration that they are governed by the provisions of Section 196 of the Income-tax Act, 1961 read with circular issued thereunder. Self-attested copy of relevant registry documents Self-attested copy of PAN card.
197(1F)	Alternative Investment Funds (AIF)	NIL	<ul style="list-style-type: none"> A self-declaration that the income of the AIF is exempt under Section 10(23FBA) of the Income-tax Act, 1961 and that they are governed as Category I or Category II AIF under the SEBI regulations; Self-attested copy of SEBI registration documents; and Self-attested copy of PAN card.
197	All resident shareholders holding Lower Deduction Certificate or Nil Deduction Certificate	Rate specified in the lower deduction certificate issued by Income tax Authorities	<ul style="list-style-type: none"> Self-attested copy of certificate under section 197 of the Act Please note the TAN of the Company to be mentioned in the lower deduction certificate as BLRS03591A. Self-attested copies of PAN card.
197A (1) and 197A(1A)	Resident individuals submitting Form 15G/ 15H	NIL	<ul style="list-style-type: none"> Declaration in Form No. 15G (applicable to any person other than a company or a firm) / Form 15H (applicable to an Individual who is 60 years and older) fulfilling certain conditions. Self-attested copy of PAN card.
Rule 37BA	Beneficial Owners as per Rule 37BA	Rates based on the status of the beneficial owners	<p>In case where shares are held by Clearing Member/ intermediaries/ stock brokers and TDS is to be applied by the Company in the PAN of the beneficial shareholders, then intermediaries/ stock brokers and beneficial shareholders will have to provide a Self declaration.</p> <p>Any declaration submitted after the cut-off date will not be accepted</p>

Note: Application of NIL rate at the time of tax deduction / withholding on the dividend is subject to completeness and satisfactory review by the Company/RTA, of the documents submitted by such Member.

II. Non-resident Shareholders

In respect of Non-Resident Shareholders, Tax will be deducted at source ("TDS") under Section 195 and Section 196D of the Act (plus applicable surcharge and cess) on the amount of dividend payable unless exempt under the provisions of the Act as given below:

Section	Category of Members	Applicable TDS rate	Documentation requirement
195 and 196D	Any Non-resident shareholder, Foreign Institutional Investors, Foreign Portfolio Investors (FII, FPI)	20% plus applicable surcharge and cess or as notified by the Government of India	<ul style="list-style-type: none"> Rate to be increased by applicable surcharge & cess. They are entitled to avail beneficial tax rate, if any under Double Taxation Avoidance Agreements if documents referred in below are duly submitted.
197	All Non-resident shareholders holding Lower Deduction Certificate	Rate specified in the lower deduction certificate issued by Income tax Authorities	<ul style="list-style-type: none"> Self-attested copy of certificate under section 197 of the Act. Please note the TAN of the Company to be mentioned in the lower deduction certificate as BLRS03591A.
206AB	Non-resident shareholders having Permanent Establishment (PE) in India and who is a specified person as per section 206AB (Refer Point B of this communication)	Twice the applicable rate would be applied	<ul style="list-style-type: none"> Self-attested copies of PAN card Self-attested copies of PAN card

Availing Benefits of DTAA by Non-Resident Members and Foreign Institutional Investors, Foreign Portfolio Investors (FII, FPI) :

Pursuant to Section 90 of the Act, the non-resident member and Foreign Institutional Investors, Foreign Portfolio Investors (FII, FPI) have the option to be governed by the provisions of the Double Taxation Avoidance Agreement ("DTAA") between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e., to avail the Tax Treaty benefits, the non-resident member and Foreign Institutional Investors, Foreign Portfolio Investors (FII, FPI) will have to provide the following:

- Self-attested copy of Permanent Account Number (PAN) if allotted, by the Indian Income Tax Authorities.
- Self-attested copy of Tax Residency Certificate (TRC) (of FY 2025-26 or calendar year 2025), valid as on the AGM date obtained from the tax authorities of the country of which the Member is resident;
- Electronically Filed Form 10F on Income Tax Portal as per Notification No. 03/2022 dated July 16, 2022, issued by the Income Tax Department
- Self-declaration in the format enclosed, certifying that –
 - i. Member is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
 - ii. Member has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
 - iii. Member is the ultimate beneficial owner of the share(s) held in the Company as well as the dividend arising from such shareholding; and the member has the right to use and enjoy the dividend received/ receivable from the above shares and such right is not constrained by any contractual and/ or legal obligation to pass on such dividend to another person;
 - iv. Member declares that it does not have and will not have any taxable presence, fixed base or permanent establishment in India as per the said tax treaty during the financial year 2025-26; and
 - v. Member hereby confirms that the above declaration should be considered to be applicable for all the shares held in the Company under PAN/ accounts declared in the form.

The Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company/RTA, of the documents submitted by Non-Resident members.

Submission of Declarations and other Documents:

The aforementioned forms for tax exemption can be downloaded from Registrar and Transfer Agent's website. The Link for the same is as under:

<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 15G/15H/10F"

Kindly note that the documents and annexures as explained above duly filled and signed can be sent to the Email ID rnt.helpdesk@in.mpms.mufg.com ;

Alternatively, you can upload your documents on the following link: <https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html>

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

Shareholders are requested to submit these required documents for availing tax exemption/concession till 5th September 2025 for further processing.

It may be further noted that in case the tax on said Final Dividend is deducted at a higher rate in the absence of receipt of the aforementioned details/documents from you or on application of provisions of Section 206AB, there would still be an option available with you to file the return of income and claim an appropriate refund, if eligible.

No claim shall lie against the Company for such taxes deducted.

In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Shareholder(s), such Shareholder(s) will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.

Pursuant to the General Circular No. 20/2020 dated 5th May 2020 issued by Ministry of Corporate Affairs, the dividend will be paid electronically in the Members bank accounts.

Updation of PAN, Email ID, Mobile, Bank and other details

Members are requested to verify / update their PAN, Email address for communication, Mobile number, Bank details etc with the Depository Participants (Demat Shares)

Shareholders, whose valid PAN is updated, will be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://www.incometax.gov.in/iec/foportal/>

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

Annexure -2

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 OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on **Tuesday 9th September, 2025 at 10.00 A.M. (IST) and ends on Thursday 11th September, 2025 at 5.00 P.M.(IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. **Friday 5th September, 2025** 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 at the meeting venue.
- (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.

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.

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:

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	<ol style="list-style-type: none"> 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 cdsi 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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>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.</p> <p>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.</p> <p>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.</p> <p>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</p> <p>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 hold 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.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>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.</p>

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget 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.

- (i) 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) <ul style="list-style-type: none"> • 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. <ul style="list-style-type: none"> • 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 the email address cs.sbhat@gmail.com and to the Company at the email address 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. FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for 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 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 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. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs.ppl@adventz.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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 Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email ID.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email ID & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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.