



QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

**NAME OF LISTED ENTITY: PARADEEP PHOSPHATES LIMITED
QUARTER ENDING: MARCH 31, 2025**

I. COMPOSITION OF BOARD OF DIRECTORS										
Title (Mr./Ms)	Name of the Director	PAN ⁵ & DIN	Category (Chairperson / Executive / Non-Executive / independent /Nominee)&	Date of Appointment in the current term / cessation			*Tenure	No of directorship in listed entities including this listed entity	No of Member-ships in Audit / Stakeholder Committee (s) including this listed entity (Reg.26(1))	No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Reg.26(1))
				Initial Date of Appointment	Date of Re-appointment	cessat ion				
Mr.	Saroj Kumar Poddar	XXXXXXXXXX 00008654	Non-executive (Nominee) / Chairperson	05/02/2014	-	-	-	5	-	-
Mr.	N Suresh Krishnan	XXXXXXXXXX 00021965	Executive	16/02/2020	16/02/2023	-	-	2	1	-
Mr.	Soual Mohamed	XXXXXXXXXX 08684762	Non-Executive (Nominee)	03/02/2020	-	-	-	1	-	-
Mr.	Karim Lotfi Senhadji	XXXXXXXXXX 09311876	Non-Executive (Nominee)	31/01/2022	-	-	-	1	1	-
Mr.	Satyananda Mishra	XXXXXXXXXX 01807198	Independent	04/11/2020	04/11/2023	-	52.27 months	2	4	1
Mr.	Dipankar Chatterji	XXXXXXXXXX 00031256	Independent	03/08/2021	03/08/2024	-	43.29 months	3	7	4
Mr.	Subhrakant Panda	XXXXXXXXXX 00171845	Independent	31/01/2022	31/01/2025	-	38.10 months	4	1	-
Mrs.	Rita Menon	XXXXXXXXXX 00064714	Independent	27/06/2023	-	-	21.40 months	2	3	1

§-PAN number of any director would not be displayed on the website of Stock Exchange

&-Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

*-to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity (i.e. from the date of initial appointment) in continuity without any cooling off period, as on the quarter end date.

II. COMPOSITION OF COMMITTEES

Name of Committee	Name of Committee members	Category (Chairperson /Executive /Non-Executive /Independent /Nominee)&
1.Audit Committee	Mr. Dipankar Chatterji	Chairperson/Independent
	Mr. Karim Lotfi Senhadji	Non-Executive (Nominee)

PARADEEP PHOSPHATES LIMITED

CIN No.: L24129OR1981PLC001020

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	Mr. Satyananda Mishra	Independent
2.Nomination & Remuneration Committee	Mr. Satyananda Mishra	Chairperson/Independent
	Mr. Soual Mohamed	Non-Executive (Nominee)
	Mrs. Rita Menon	Independent
3.Stakeholders Relationship Committee	Mr. Satyananda Mishra	Chairperson/Independent
	Mr. N Suresh Krishnan	Executive
	Mrs. Rita Menon	Independent
4.Risk Management Committee	Mr. Dipankar Chatterji	Chairperson/Independent
	Mr. N Suresh Krishnan	Executive
	Mr. Karim Lotfi Senhadji	Non-Executive (Nominee)
	Mr. Rajeev Nambiar	Chief Operating Officer
5.Corporate Social Responsibility and ESG Committee	Mrs. Rita Menon	Chairperson/Independent
	Mr. N Suresh Krishnan	Executive
	Mr. Karim Lotfi Senhadji	Non-Executive (Nominee)

& Category of directors means executive/ non-executive/ independent/ Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. MEETING OF BOARD OF DIRECTORS

Sr	Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Number of Directors present (All Directors including Independent Director)	No. of Independent Directors attending the meeting
1	28/10/2024			Yes	6	3
2	25/11/2024		27	Yes	8	4
3		03/02/2025	69	Yes	8	4

IV. MEETING OF COMMITTEES

Sr	Name of Committee*	Date(s) of meeting (Enter dates of Previous quarter & Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Number of Directors present (All Directors including Independent Director)	No. of Independent Directors attending the meeting
1	Audit Committee	28/10/2024		Yes	2	2
2	Audit Committee	25/11/2024	27	Yes	3	2
3	Audit Committee	03/02/2025	69	Yes	3	2
4	Audit Committee	24/02/2025	20	Yes	3	2
5	Stakeholders Relationship Committee	03/02/2025		Yes	3	2
6	Risk Management Committee	24/02/2025		Yes	4	3

* This information has to be mandatorily be given for audit committee, NRC, SRC & RMC, for rest of the committees giving this information is optional.

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Annexure 1

V. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Sachin Patil
2	Designation	Company Secretary and Compliance Officer

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Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of LODR Regulation

Sr				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
As per regulation 46(2) of the LODR:				
1.1	Details of business	Yes		https://www.paradeepphosphates.com/our-capabilities/manufacturing
1.2	Memorandum of Association and Articles of Association	Yes		https://www.paradeepphosphates.com/uploads/content/moaandaoa.PDF
1.3	Brief profile of board of directors including directorship and full-time positions in body corporates	Yes		https://www.paradeepphosphates.com/about-us/leadership
2	Terms and conditions of appointment of independent directors	Yes		https://www.paradeepphosphates.com/uploads/content/format-of-appointment-of-independent-director.pdf
3	Composition of various committees of board of directors	Yes		https://www.paradeepphosphates.com/uploads/content/composition-of-the-committees-of-ppl-15052024-copy.pdf
4	Code of conduct of board of directors and	Yes		https://www.paradeepphosphates.com/uploads/content/code-of-business-conduct-and-ethics.pdf

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	senior management personnel			
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.paradeepphosphates.com/uploads/content/vigial-mechanism-whistle-blower-policy.pdf
6	Criteria of making payments to non-executive directors	Yes		https://www.paradeepphosphates.com/investors/financial-details#annual-reports
7	Policy on dealing with related party transactions	Yes		https://www.paradeepphosphates.com/investors/corporate-governance#policies
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.paradeepphosphates.com/investors/corporate-governance#familiarization-programmes
10	Email address for grievance redressal and other relevant details	Yes		https://www.paradeepphosphates.com/investors/corporate-governance#investor-address
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.paradeepphosphates.com/investors/corporate-governance#investor-address

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12	Financial results	Yes		https://www.paradeepphosphates.com/investors/financial-details#quarterly-results
13	Shareholding pattern	Yes		https://www.paradeepphosphates.com/investors/corporate-governance#shareholding-pattern
14	Details of agreements entered into with the media companies and/or their associates	NA		

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of LODR Regulation

Sr				
	As per regulation 46(2) of the LODR:			
15.1	(I) Schedule of analyst or institutional investor meet (II) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.	Yes		https://www.paradeepphosphates.com/investors/financial-details#quarterly-results
15.2	Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	Yes		https://www.paradeepphosphates.com/investors/financial-details#quarterly-results
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://www.paradeepphosphates.com/investors/corporate-governance#newspaper-publications

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18	Credit rating or revision in credit rating obtained	Yes	https://www.paradeepphosphates.com/investors/financial-details#credit-rating
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	
20	Secretarial Compliance Report	Yes	https://www.paradeepphosphates.com/uploads/content/reg24a-intimation-27052024.pdf
21	Materiality Policy as per Regulation 30 (4)	Yes	https://www.paradeepphosphates.com/investors/corporate-governance#policies
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	https://www.paradeepphosphates.com/uploads/content/disclosure-of-contact-details-of-key-managerial-personnel-who-are-authorized.pdf
23	Disclosures under regulation 30(8)	Yes	https://www.paradeepphosphates.com/investors/corporate-governance#disclosure-of-events-or-information-submitted-to-stock-exchanges
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA	
25	Dividend Distribution policy as per Regulation 43A(1)	Yes	https://www.paradeepphosphates.com/uploads/content/dividend-distribution-policy-20-08-2022.pdf
26.1	Annual return as provided under section 92 of the Companies Act, 2013	Yes	https://www.paradeepphosphates.com/investors/corporate-governance#annual-returns
26.2	Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	Yes	https://www.paradeepphosphates.com/investors/corporate-governance
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	https://www.paradeepphosphates.com/investors/disclosures-under-regulation-46-of-the-lodr

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28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	www.paradeepphosphates.com
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Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	

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12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	

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28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
36	Alternate Director to Independent Director	25(1)	Yes	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	

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Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
47	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
48	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	Yes	
	Any other information to be provided - Add Notes			

Annexure II

1	Name of signatory	Sachin Patil
2	Designation	Company Secretary and Compliance Officer

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Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

Annexure II

1	Name of signatory	Sachin Patil
2	Designation	Company Secretary and Compliance Officer

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details

Name of signatory	Sachin Patil
Designation of person	Company Secretary and Compliance Officer
Place	Bengaluru
Date	25-04-2025

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Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1	State VAT Authority Vasco Goa	Green Cess penalty FY 2022-23	01-01-2025	Non-Registration under Green Cess & Default in payment of Green Cess	Rs. 2 Lakhs
2	State VAT Authority Vasco Goa	Green Cess penalty FY 2023-24	01-01-2025	Non-Registration under Green Cess & Default in payment of Green Cess	Rs. 2 Lakhs
3	Assistant Commissioner GST and Central Excise	Penalty of Rs 91614 was paid on 21.01.2025	03-01-2025	Wrong availment of input tax credit beyond the prescribed period as mentioned in section 16(4) of CGST Act for the period 2017 to 2023	Penalty paid has been expensed off in the financial statement.
4	Assistant Commissioner GST and Central Excise	Penalty demand of Rs 07,91,818 for the period 2017 to 2023 and Appeal has been filled challenging the order.	31-01-2025	Alleged to have not discharged the GST Liability under Reverse charge Mechanism (RCM) in respect of taxable supply received with GST impact to the tune of Rs 7,91,818/- in contravention of section 9 of CGST Act	Since the company has challenged the order before the appellate authority, so it will be shown as contingent liability in the Financial statements

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Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
1	State VAT Authority Vasco Ward Goa	18-02-2020	Demand notice from commercial tax department Goa towards non-registration under Goa Green Cess Act, 2013 as being importer of natural gas. The company has appealed the order of Commercial tax office. Matter is before Addl Commissioner (Appeal) Margao Goa	Last hearing in the matter was held on 9th April 2025. Company has also filed SLP before supreme court Delhi last hearing held on 28th March 2025.H13
2	Commissioner of Commercial Tax and GST	01-04-2007	As per BIFR Sanctioned Scheme, the company was exempted from payment of Entry tax on imported raw materials from April 2007 to March 2014. Since State Govt. did not allow the relief, the dispute is going on. Presently the matter is pending before NCLAT, New Delhi.	Presently the matter is pending before NCLAT, New Delhi. The last hearing was held on 27 March 25 and after part hearing the matter was adjourned to 5 May 2025.
3	Asst. Commissioner of Income Tax Circle-1(1) Bhubaneswar	28-02-2025	The IT Authority vide assessment order dated February 28, 2025 has raised additional tax demand of Rs 2060.76 lakhs under section 154 of the Income-tax Act, 1961, on account of higher adjustment of carry forward loss and MAT credit for the earlier years. The company is taking appropriate steps to file appeal against the said order before the Appellate Authority	The company filed appeal before the 1st Appellate Authority vide Appeal dated 3 April 2025.

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