



**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

**NAME OF LISTED ENTITY: PARADEEP PHOSPHATES LIMITED  
QUARTER ENDING: MARCH 31, 2024**

**I. COMPOSITION OF BOARD OF DIRECTORS**

Title (Mr./Ms)	Name of the Director	PAN <sup>s</sup> & 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 Memberships 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	cessation				
Mr.	Saroj Kumar Poddar	AFTPP2386N00008654	Non-executive (Nominee) / Chairperson	05/02/2014	-	-	-	5	-	-
Mr.	N Suresh Krishnan	AALPK2725K00021965	Executive	16/02/2020	16/02/2023	-	-	2	1	-
Mr.	Soual Mohamed	HHKPM1350R08684762	Non-Executive (Nominee)	03/02/2020	-	-	-	1	-	-
Mr.	Karim Lotfi Senhadji	BMJPL5674B09311876	Non-Executive (Nominee)	31/01/2022	-	-	-	1	1	-
Mr.	Satyananda Mishra	ABFPM0609R01807198	Independent	04/11/2020	04/11/2023	-	40.27 months	2	4	1
Mr.	Dipankar Chatterji	ACLPC0912G00031256	Independent	03/08/2021	-	-	31.29 months	3	7	5
Mr.	Subhrakant Panda	ADYPP5312K00171845	Independent	31/01/2022	-	-	26.10 months	4	-	-
Mrs.	Rita Menon	AGBPM3708N00064714	Independent	27/06/2023	-	-	9.40 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)

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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. N Suresh Krishnan	Chairperson/Executive
	Mr. Karim Lotfi Senhadji	Non-Executive (Nominee)
	Mr. Dipankar Chatterji	Independent

& 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	31/10/2023			Yes	8	4
2	18/12/2023		47	Yes	7	3
3		05/02/2024	48	Yes	7	4
4		07/02/2024	1	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	31/10/2023		Yes	3	2
2	Audit Committee	18/12/2023	47	Yes	2	2
3	Audit Committee	05/02/2024	48	Yes	2	2
4	Audit Committee	07/02/2024	1	Yes	3	2
5	Nomination and remuneration Committee	05/02/2024		Yes	3	2
6	Stakeholders Relationship Committee	05/02/2024		Yes	3	2
7	Risk Management Committee	08/01/2024		Yes	2	2

\* 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. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

### Annexure 1

#### VI. 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

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### Annexure 1

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

### Annexure II

**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 Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="https://www.paradeepphosphates.com/our-capabilities/manufacturing">https://www.paradeepphosphates.com/our-capabilities/manufacturing</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://www.paradeepphosphates.com/uploads/content/format-of-appointment-of-independent-director.pdf">https://www.paradeepphosphates.com/uploads/content/format-of-appointment-of-independent-director.pdf</a>
3	Composition of various committees of board of directors	Yes		<a href="https://www.paradeepphosphates.com/uploads/content/composition-of-the-committees-of-ppl-02082023.pdf">https://www.paradeepphosphates.com/uploads/content/composition-of-the-committees-of-ppl-02082023.pdf</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://www.paradeepphosphates.com/uploads/content/code-of-business-conduct-and-ethics.pdf">https://www.paradeepphosphates.com/uploads/content/code-of-business-conduct-and-ethics.pdf</a>
5	Details of establishment of	Yes		<a href="https://www.paradeepphosphates.com/uploads/content/vigil-mechanism-whistle-blower-policy.pdf">https://www.paradeepphosphates.com/uploads/content/vigil-mechanism-whistle-blower-policy.pdf</a>

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	vigil mechanism/ Whistle Blower policy			
6	Criteria of making payments to non-executive directors	Yes		<a href="https://www.paradeepphosphates.com/investors/financial-details#annual-reports">https://www.paradeepphosphates.com/investors/financial-details#annual-reports</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://www.paradeepphosphates.com/uploads/content/rp_tpolicynew1677900136.pdf">https://www.paradeepphosphates.com/uploads/content/rp_tpolicynew1677900136.pdf</a>
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://www.paradeepphosphates.com/investors/corporate-governance#familiarization-programmes">https://www.paradeepphosphates.com/investors/corporate-governance#familiarization-programmes</a>
10	Email address for grievance redressal and other relevant details	Yes		<a href="https://www.paradeepphosphates.com/investors/corporate-governance#investor-address">https://www.paradeepphosphates.com/investors/corporate-governance#investor-address</a>
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://www.paradeepphosphates.com/investors/corporate-governance#investor-address">https://www.paradeepphosphates.com/investors/corporate-governance#investor-address</a>
12	Financial results	Yes		<a href="https://www.paradeepphosphates.com/investors/financial-details#quarterly-results">https://www.paradeepphosphates.com/investors/financial-details#quarterly-results</a>
13	Shareholding pattern	Yes		<a href="https://www.paradeepphosphates.com/investors/corporate-governance#shareholding-pattern">https://www.paradeepphosphates.com/investors/corporate-governance#shareholding-pattern</a>

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14	Details of agreements entered into with the media companies and/or their associates	NA		
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## Annexure II

**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 Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		<a href="https://www.paradeepphosphates.com/investors/financial-details#quarterly-results">https://www.paradeepphosphates.com/investors/financial-details#quarterly-results</a>

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15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes		<a href="https://www.paradeepphosphates.com/investors/financial-details#quarterly-results">https://www.paradeepphosphates.com/investors/financial-details#quarterly-results</a>
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://www.paradeepphosphates.com/investors/corporate-governance#newspaper-publications">https://www.paradeepphosphates.com/investors/corporate-governance#newspaper-publications</a>
18	Credit rating or revision in credit rating obtained	Yes		<a href="https://www.paradeepphosphates.com/investors/financial-details#credit-rating">https://www.paradeepphosphates.com/investors/financial-details#credit-rating</a>
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		<a href="https://www.paradeepphosphates.com/uploads/content/submission-of-secretarial-compliance-report-2022-23.pdf">https://www.paradeepphosphates.com/uploads/content/submission-of-secretarial-compliance-report-2022-23.pdf</a>
21	Materiality Policy as per Regulation 30 (4)	Yes		<a href="https://www.paradeepphosphates.com/uploads/content/policyondeterminationofmaterialityofevents.pdf">https://www.paradeepphosphates.com/uploads/content/policyondeterminationofmaterialityofevents.pdf</a>

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22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		<a href="https://www.paradeepphosphates.com/uploads/content/disclosure-of-contact-details-of-key-managerial-personnel-who-are-authorized.pdf">https://www.paradeepphosphates.com/uploads/content/disclosure-of-contact-details-of-key-managerial-personnel-who-are-authorized.pdf</a>
23	Disclosures under regulation 30(8)	Yes		<a href="https://www.paradeepphosphates.com/investors/corporate-governance#disclosure-of-events-or-information-submitted-to-stock-exchanges">https://www.paradeepphosphates.com/investors/corporate-governance#disclosure-of-events-or-information-submitted-to-stock-exchanges</a>
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		<a href="https://www.paradeepphosphates.com/uploads/content/dividend-distribution-policy-20-08-2022.pdf">https://www.paradeepphosphates.com/uploads/content/dividend-distribution-policy-20-08-2022.pdf</a>
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		<a href="https://www.paradeepphosphates.com/investors/corporate-governance#annual-returns">https://www.paradeepphosphates.com/investors/corporate-governance#annual-returns</a>

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27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		<a href="https://www.paradeepphosphates.com/investors/disclosures-under-regulation-46-of-the-lodr">https://www.paradeepphosphates.com/investors/disclosures-under-regulation-46-of-the-lodr</a>
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		<a href="http://www.paradeepphosphates.com">www.paradeepphosphates.com</a>

## 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) & 25(6)	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	

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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	
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
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				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	
28	Gap between the meetings of the Risk Management Committee	21(3C)	NA	
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	

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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	

## 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	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	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	

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49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes	
	Any other information to be provided - Add Notes			

### Annexure II

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

### 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

#### Additional Half yearly Disclosure

Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

### Text Block

Textual Information(1)	The Company has not given any loan or guarantee or comfort letter or security directly or indirectly to Promoter, Promoter Group, Directors (including relatives), KMPs or any other entity controlled by them.
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<b>Details of Cyber security incidence</b>		
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

<b>Signatory Details</b>	
Name of signatory	Sachin Patil
Designation of person	Company Secretary and Compliance Officer
Place	Bengaluru
Date	12-04-2024

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