SUNITA JYOTIRMOY & ASSOCIATES

COMPANY SECRETARIES
Plot No-191, 2nd Floor, Santosh Multispecialty Clinic Side Lane, Opposite to Little Gem Play School, Biju Pattnaik College Rod, Jaydev Vihar, Bhubaneswar-751013, Odisha, India
Mob: 9737272604, 9437255625, Email:secretairal@sunitamohnantyandassociates.com

COMPLIANCE CERTIFICATE

[Pursuant to Regulation 10(b) read with Part D of Schedule- I of the Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

To,

The Board of Directors,
PARADEEP PHOSPHATES LTD.

Our firm Sunita Jyotirmoy & Associates, have been appointed as the Secretarial Auditor for five financial years vide a resolution passed at its meeting held on 6th May, 2025 by the Board of Directors of **Paradeep Phosphates Ltd.**, (hereinafter referred to as '**the Company**'), having CIN **L24129OR1981PLC001020** and having its registered office at 5th Floor, Orissa State Handloom Weavers' Co-Operative Building, Pandit J.N Marg, Bhubaneswar, Odisha-751001 and confirmed in the Annual General Meeting of members held on 12th September, 2025. This Certificate is issued under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as **"the Regulations"**).

Management Responsibility:

It is the responsibility of the Management of the Company to implement the scheme(s) including designing, maintaining records and devising proper systems and effective internal controls to ensure compliance with the provisions of all applicable laws and regulations.

Verification:

The members of the Company in the Extraordinary General Meeting held on **10th August 2021** have passed Special Resolution, approving the **"PPL- Employees Stock Option Plan 2021"** (hereinafter after referred as '**Scheme**') subsequently amended by the Board of Directors of the company on 29th April, 2022 to align the Scheme with the provisions of the SEBI SBEB & Sweat Equity Regulations as amended in August 2021. Post IPO, the Scheme has been ratified by the shareholders vide Postal Ballot through e-voting on the 18th April, 2023.

For the purpose of verifying the compliance of the Regulations, I/we have examined the following documents:

1. Scheme received from the Company;
2. The Articles of Association of the Company;
3. Minutes of the meeting of the Board of Directors;
4. Minutes of the General Meeting held for approving the scheme;

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BHUBANESWAR

5. Minutes of the Board Meetings dated 29th April, 2022 w.r.t variation in the scheme);
6. Minutes of the meetings of the Nomination and Remuneration Committee;
7. Scrutinizer's Report dated 19th April, 2023 to the shareholder resolutions passed by Postal Ballot on 18th April, 2023.
8. Relevant provisions of the Regulations, Companies Act, 2013 and Rules made thereunder;
9. Other relevant document/ filing/ records/ information as sought and made available to us and the explanations provided by the Company.

Certification:

In my/our opinion and to the best of my/our knowledge and according to the verifications as considered necessary and explanations furnished to me/us by the Company and its Officers, I/we certify that the **"PPL- Employees Stock Option Plan 2021' (ESOP – 2021)"**, is in compliance with the applicable provisions of the Regulations.

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.

2. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.

3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

4. This certificate is solely for your information and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for obtaining in principal approval from recognised stock exchange(s) in accordance with Regulation 10 (b) of the Regulations.

For SUNITA JYOTIRMOY & ASSOCIATES
Company Secretaries

For Sunita Jyotirmoy & Associates
Jyotirmoy Mishra, F.C.S.
CP-6022, PARTNER

CS JYOTIRMOY MISHRA,
Partner,
FCS No. 6556, CP No. 6022

Place: Bhubaneswar
Date: 11/05/2026
UDIN: **F006556H000323840**