



## **Paradeep Phosphates Limited**

**CIN: L20122OR1981PLC001020**

**Registered Office: 5th Floor, Orissa State Handloom Weavers' Co-Operative Building ,Pandit J N Marg, Bhubaneswar – 751 001 Tel: 0674 666 6100, E-mail: [cs.ppl@adventz.com](mailto:cs.ppl@adventz.com)**

**Website: [www.paradeepphosphates.com](http://www.paradeepphosphates.com)**

### **NOTICE OF POSTAL BALLOT**

**[Pursuant to Section 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]**

**To  
The Members,**

NOTICE is hereby given pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force), read with the General Circular No.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024, and 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI (LODR) Regulations**") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and as amended from time to time), and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and pursuant to other applicable laws, rules, circulars, notifications and regulations, if any, the resolutions as set out hereunder are proposed for the approval of the members through Postal Ballot ("the Postal Ballot") only by remote e-voting process ("**e-voting**").

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the said resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice ("the Notice" or "the Postal Ballot Notice").

Further, in terms of the MCA Circulars, this Postal Ballot Notice is sent only through electronic mode to those members who have registered their email addresses with the Company or depository/depository participants. In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules 2014, Regulation 44 of the SEBI (LODR) Regulations, and SS-2, the Company has provided e-voting facility to its members to cast their votes electronically. The Company has engaged MUFG Intime India Private Limited (Formerly Link Intime India Pvt Limited) (MUFG Intime), to provide remote e-voting facility to the Members. The communication of assent (FOR)/dissent (AGAINST) of the Members shall only take place through the remote e-voting system. The Board of Directors of the Company (the "Board") has appointed Mr. Shivaram Bhat, (Membership No. FCS 10454, COP No. 7853), Practising Company Secretary, as the Scrutinizer ("the Scrutinizer") for conducting the Postal Ballot through remote e-voting process. Members are requested to record their

assent (FOR) or dissent (AGAINST) through remote e-voting which commences from **10.00 a.m. (IST) on Saturday 28<sup>th</sup> March, 2026 and ends at 5.00 p.m. (IST) on Sunday ,26<sup>th</sup> April, 2026**. Remote e-voting shall be disabled by MUFG Intime immediately thereafter and will not be allowed beyond the said date and time. Upon completion of the scrutiny of the remote e-voting data provided by MUFG Intime, the Scrutinizer will submit his report to the Chairman of the Company, or any other person authorized by him. The result of the Postal Ballot shall be Announced within two days from the conclusion of the e-voting i.e. on or before 28<sup>th</sup> April, 2026. The said results along with the scrutinizer's report shall be displayed on Company website <https://www.paradeepphosphates.com>, communicated to the stock exchanges and will be displayed simultaneously on the website of the Stock exchanges, RTA and on the Notice Board of the Company.

The last date of e-voting, i.e. Sunday ,26<sup>th</sup> April, 2026, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority. The resolutions passed by the members through postal ballot are deemed to have been passed as if it is passed at a General Meeting of the members.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in **Annexure- C**, forming part of the Notice.

### **SPECIAL BUSINESS:**

#### **1. Re-appointment of Mr. N Suresh Krishnan (DIN: 00021965) as Managing Director of the Company and payment of remuneration**

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 (“the Act”), read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification or re-enactment thereof for the time being in force and Articles of Association of the Company and subject to such approvals, permissions and sanctions as may be necessary, the approval of the members of the Company be and is hereby accorded for the re-appointment and payment of remuneration to Mr.N Suresh Krishnan (DIN: 00021965), as Managing Director and designated as Key Managerial personnel of the Company for a period of Three (3) years with effect from 16<sup>th</sup> February 2026 to 15<sup>th</sup> February 2029, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. N Suresh Krishnan during his tenure as Managing Director and his other terms of appointment shall be as follows:

- a. Basic Salary: Rs.16,91,397/- per month in the range of Rs. 16.00 lakhs to Rs. 25.00 lakhs with such annual increments effective from 1<sup>st</sup> April of each year, as may be determined by the Nomination and Remuneration Committee and/or the Board of Directors.
- b. Perquisites and Benefits: Perquisites including Superannuation Fund and National Pension Scheme will be allowed in addition to the salary, subject to a maximum of Rs. 18,43,675/- per month and as applicable to the Senior Executives as per Company Policy, with such annual increments, which shall be reviewed by the Nomination and Remuneration Committee / Board of Directors on annual basis.

- c. Performance Linked Variable Pay in accordance with Company rules, based on company's and individual's performance as recommended by the Nomination and Remuneration Committee and/or the Board of Directors at its sole discretion.
- d. The Managing Director shall also be covered under the Group Personal Accident Insurance Policy, Group Term Life Insurance Scheme, Group Health Insurance Scheme, as per Company policy.
- e. All Contributions including contribution to Provident Fund and Gratuity shall be as per the Rules of the Company.
- f. Leave/encashment of leave in accordance with the Company rules applicable to Senior Executives.
- g. All statutory deductions will be made in accordance with the current provisions or as amended from time to time. Payment of taxes (apart from Tax Deducted at Source by the Company) will be the responsibility of the Managing Director.
- h. Following perquisites shall be provided as per rules of the Company as applicable to Senior Executives of the Company:
  - i. Membership Fees of one club
  - ii. One company-maintained car
- i. Provision of car and mobile phone and telephone at residence will not be considered as perquisites.
- j. Additional perquisites: The Managing Director shall be entitled to such other additional perquisites which are applicable to Senior Executives of the Company.
- k. Perquisite value on exercise of Stock Options: 462,021 options granted during the FY 2021. The Managing Director will be eligible to exercise them during the applicable exercise period in accordance with the terms of ESOP Scheme.
- l. Termination: The Agreement may be terminated by giving the other party, six months' notice.

Provided that the remuneration payable by way of salary, perquisites, allowances, performance linked variable pay and other benefits shall be in accordance with Section 197 read with Schedule V of the Act, including any statutory modifications or re-enactments thereof.

**RESOLVED FURTHER THAT** notwithstanding anything contained herein, where in any financial year, during the tenure of Mr. N Suresh Krishnan as Managing Director, the Company has no profits or profits are inadequate, the Company may subject to receipt of the requisite approvals, if any, pay to Mr. N Suresh Krishnan, Managing Director, the above remuneration as the minimum remuneration by way of salary, and other benefits as specified above and that the perquisites pertaining to contribution to provident fund, superannuation fund, national pension scheme or gratuity and leave encashment shall not be included in the computation of the ceiling on remuneration specified in Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company either on its own or based on the recommendation of the Nomination and Remuneration Committee, be and is hereby authorized to vary, increase, enhance or widen from time to time the terms and conditions of appointment and remuneration of Mr. N Suresh Krishnan, Managing Director during the period from 16<sup>th</sup> February 2026 to 15<sup>th</sup> February 2029 within the overall

limits specified under section 197 and Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

**2. Appointment of Mr. K K Rajeev Nambiar (DIN: 07313541) as Joint Managing Director of the Company and payment of remuneration**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 161, and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. K K Rajeev Nambiar (DIN: 07313541), who is appointed as an Additional Director of the Company w.e.f 1<sup>st</sup> April, 2026 by the Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, and he being so eligible, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.

**"RESOLVED FURTHER THAT** pursuant to the provisions of Section 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 ("the Act"), read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification or re-enactment thereof for the time being in force and Articles of Association of the Company and subject to such approvals, permissions and sanctions as may be required, the approval of the shareholders be and is hereby accorded for appointment and payment of remuneration to Mr. K K Rajeev Nambiar (DIN: 07313541) as Joint Managing Director to be designated as Key Managerial personnel, for a period of Three (3) years with effect from April 01, 2026 up to March 31, 2029, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. K K Rajeev Nambiar (DIN: 07313541) during his tenure as Joint Managing Director and his other terms of appointment shall be as follows:

- a) Basic Salary: Rs. 9,19,671/- per month in the range of Rs. 09.00 lakhs to Rs. 20.00 lakhs with such annual increments as may be determined by the Nomination and Remuneration Committee and/or the Board of Director.
- b) Perquisites and Benefits: Perquisites including Superannuation Fund and National Pension Scheme will be allowed in addition to the salary, subject to a maximum of Rs. 8,42,868/- per month and as applicable to the Senior Executives as per Company Policy, with such annual increments, which shall be reviewed by the Nomination and Remuneration Committee / Board of Directors on annual basis.
- c) Performance Linked Variable Pay in accordance with Company rules, based on company's and individual's performance as recommended by the Nomination and Remuneration Committee and/or the Board of Directors at its sole discretion.

- d) The Joint Managing Director shall also be covered under the Group Personal Accident Insurance Policy, Group Term Life Insurance Scheme, Group Health Insurance Scheme, as per Company policy.
- e) All Contributions including contribution to Provident Fund and Gratuity shall be as per the Rules of the Company.
- f) Leave/encashment of leave in accordance with the Company rules applicable to Senior Executives.
- g) All statutory deductions will be made in accordance with the current provisions or as amended from time to time. Payment of taxes (apart from Tax Deducted at Source by the Company) will be the responsibility of the Joint Managing Director.
- h) Following perquisites shall be provided as per rules of the Company as applicable to Senior Executives of the Company:
  - a. Membership Fees of one club
  - b. One company-maintained car
- i) Provision of car and mobile phone and telephone at residence will not be considered as perquisites.
- j) Additional perquisites: The Joint Managing Director shall be entitled to such other additional perquisites which are applicable to Senior Executives of the Company.
- m. Perquisite value on exercise of Stock Options: 1,20,000 options granted during the FY 2024. The Joint Managing Director will be eligible to exercise them during the applicable exercise period in accordance with the terms of ESOP Scheme.
- k) Termination: The Agreement may be terminated by giving the other party, six months' notice.

Provided that the remuneration payable by way of salary, perquisites, allowances, performance linked variable pay and other benefits shall be in accordance with Section 197 read with Schedule V of the Act, including any statutory modifications or re-enactments thereof.

**RESOLVED FURTHER THAT** notwithstanding anything contained herein, where in any financial year, during the tenure of Mr. K K Rajeev Nambiar as Joint Managing Director, the Company has no profits or profits are inadequate, the Company may subject to receipt of the requisite approvals, if any, pay to Mr. K K Rajeev Nambiar, Joint Managing Director, the above remuneration as the minimum remuneration by way of salary, and other benefits as specified above and that the perquisites pertaining to contribution to provident fund, superannuation fund, national pension scheme or gratuity and leave encashment shall not be included in the computation of the ceiling on remuneration specified in Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company either on its own or based on the recommendation of the Nomination and Remuneration Committee, be and is hereby authorized to vary, increase, enhance or widen from time to time the terms and conditions of appointment and remuneration of Mr. K K Rajeev Nambiar, Joint Managing Director during the period from 1<sup>st</sup> April 2026 to 31<sup>st</sup> March 2029 within the overall limits specified under section 197 and Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

**3. Appointment of Mr. Marco Philippus Ardeshir Wadia (DIN: 00244357) as a Non-Executive Independent Director of the Company and continuation of directorship after attaining the age of 75 years**

To consider and if thought fit, to pass with or without modification(s), the following resolution, as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the rules made thereunder, Regulation 17 and other applicable regulations, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("SEBI Listing Regulations") [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], Mr. Marco Philippus Ardeshir Wadia, (DIN: 00244357), who was appointed as an Additional Director (Non-Executive Independent) of the Company with effect from 18<sup>th</sup> March, 2026 by the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the rules issued thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), Regulation 17 and other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("SEBI Listing Regulations"), the appointment of Mr. Marco Philippus Ardeshir Wadia, (DIN: 00244357) as an Independent Director of the Company, not be liable to retire by rotation, for a term of five (5) consecutive years commencing from 18<sup>th</sup> March, 2026 up to 17<sup>th</sup> March, 2031 (both days inclusive), and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, be and is hereby approved.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rule(s)/ Regulation(s) made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, consent of the Members be and is hereby accorded for continuation of Directorship of Mr. Marco Wadia (DIN: 00244357) as a Non-Executive Independent Director of the Company after attaining the age of 75 years, during his tenure as an Independent Director of the Company.

**RESOVLED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, things and matters and 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  
For Paradeep Phosphates Limited**

Sd/-  
**Sachin Patil**  
**Company Secretary & Compliance Officer**  
**Membership No.: A31286**

Registered Office: 5<sup>th</sup> Floor, OSHWC Building,  
Pandit J N Marg, Bhubaneswar – 751 001.  
Date: 18<sup>th</sup> March, 2026

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") is annexed hereto along with the additional information in respect of the Directors' seeking appointment/re-appointment.
2. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by email to those shareholders who have registered their e-mail addresses with the Company or Depository Participant / Depository / MUFG Intime India Private Limited, the Company's Registrar & Transfer Agent (RTA) and whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the closure of business hours on Friday, 20<sup>th</sup> March, 2026. In compliance with the requirements of the MCA Circulars, hard copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot and the shareholders are requested to carefully read the instructions indicated in this Notice and communicate their assent (FOR) or dissent (AGAINST) through e-voting only.
3. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (LODR) Regulations, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolution through the e-voting service facility arranged by MUFG Intime India Private Limited.
4. The Postal Ballot Notice is available on the website of the Company at [www.paradeepphosphates.com](http://www.paradeepphosphates.com) and on the website of the stock exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and also on the website of MUFG Intime India Private Limited (MUFG Intime), the agency engaged by the Company for providing the facility of Remote e-voting to the Members of the Company at <https://instavote.linkintime.co.in>.
5. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on cut-off date i.e. Friday, 20<sup>th</sup> March, 2026. The person who is not a member as on cut-off date should treat this Notice for information purpose only.
6. The resolution, if passed by requisite majority, shall be deemed to have been passed on Sunday, 26<sup>th</sup> April, 2026, i.e. last day specified for receipt of votes through e-voting process.
7. The Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) if the shares are held in electronic form, with the Depository Participant(s) where they maintain their demat accounts,

and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at <https://paradeepphosphates.com/> duly filled and signed along with requisite supporting documents to Company's RTA i.e., Registrar & Transfer Agent, MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) (hereinafter referred as 'RTA/MUFG Intime') at C-101, Embassy 247, L B S Marg, Vikhroli West, Mumbai – 400 083 Email-[investor.helpdesk@in.mpms.mufg.com](mailto:investor.helpdesk@in.mpms.mufg.com)

8. SEBI, vide Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated 30th January, 2026, has opened a special window to facilitate re-lodgement of transfer and dematerialisation of physical securities. The window will remain open for a period of one year, i.e., from 5th February, 2026 to 4th February, 2027.

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

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

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

9. A Member cannot exercise his/her vote by proxy on Postal Ballot (e-voting).
10. The e-voting period commences at **10.00 a.m. (IST) Saturday 28<sup>th</sup> March, 2026 and ends at 5.00 p.m. (IST) on Sunday, 26<sup>th</sup> April, 2026**. The e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall forthwith be disabled by MUFG Intime upon expiry of the aforesaid period. Once the vote on the resolution(s) is cast by the member, he / she shall not be allowed to subsequently change it.
11. Mr. Shivaram Bhat, Practicing Company Secretary (Membership No. FCS 10454, COP No. 7853) has been appointed as Scrutinizer by the Board of Directors of the Company for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.
12. The Scrutinizer shall submit his report to the Chairman of the Company or any other Director or Company Secretary of the Company upon completion of scrutiny of the votes cast through e-voting. The result of the voting through Postal Ballot will be announced on or before Tuesday, 28<sup>th</sup> April, 2026, at the Registered Office of the Company and the same shall be displayed on the Notice Board at the Registered Office and on the website of the Company at [www.paradeepphosphates.com](http://www.paradeepphosphates.com) and will also be communicated to the Stock Exchanges.
13. All the material documents referred to in the Postal Ballot Notice and Explanatory Statement will be available for inspection by the Members at the Registered Office of the Company on all working days, (i.e. Monday to Friday) between 10.00 A.M. (IST) to 1.00 P.M. (IST) from the date of dispatch of the Notice up to the last date of remote e-voting.

## **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:**

### **Item No.1: Re-Appointment of Mr. N Suresh Krishnan as Managing Director and payment of remuneration:**

The members of the Company through Postal Ballot on April 18, 2023 re-appointed Mr. N Suresh Krishnan as Managing Director of the Company for a period of three (3) years with effect from 16<sup>th</sup> February 2023 till 15<sup>th</sup> February 2026.

Considering his rich experience, leadership qualities, and valuable contributions to the Company and based on the recommendation of Nomination and Remuneration Committee, the Board at its meeting held on February 02, 2026 approved the re-appointment of Mr. N. Suresh Krishnan as Managing Director for a further period of three (3) years from February 16, 2026 to February 15, 2029, subject to the approval of the shareholders.

Mr. Krishnan has over three decades of experience across the fertiliser and allied sectors and has been associated with the Company in a leadership capacity. Under his stewardship, the Company has witnessed significant progress in operational performance, strategic initiatives, and overall growth. The Board is of the opinion that his continued association would be beneficial to the Company, given his expertise in corporate strategy, operations, project execution, and financial management, as well as his deep understanding of the industry.

The key terms and conditions of his reappointment, including remuneration, are set out in the Resolution.

A brief profile and specific areas of expertise of Mr. N. Suresh Krishna and other relevant information as required under the SEBI LODR and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are provided in the **Annexure - B** to this Notice.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013, from a Member signifying his intention to propose the candidature of Mr. N Suresh Krishnan as Managing Director, to be re-appointed under the provisions of Section 196 of the Companies Act, 2013.

The Company has received requisite consent/declarations for re-appointment of Mr. N Suresh Krishnan as Managing Director as required under the Act and rules made thereunder.

This explanatory statement and the resolution at Item No. 1 which outlines the terms and conditions may also be read and treated as disclosure in compliance with the requirement of Section 190 of the Companies Act, 2013.

The remuneration payable to Mr. N Suresh Krishnan shall be within the limits prescribed under Section 197 read with Schedule V and other applicable provisions, if any, of the Act. However, out of abundant caution and in view of the relevant extant provisions of the Act relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V to the Act, which interalia prescribes that in case of no profits or inadequate profits, remuneration can be paid to managerial personnel in accordance with the provisions of Schedule V to the Act. The relevant information as per the conditions mentioned in Para B of Section II of Part II of Schedule V to the Act is Annexed as **Annexure-A** to this Notice.

Except Mr. N. Suresh Krishnan and his relatives, none of the Directors, Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

The Board of Directors recommends passing of a Special Resolution as set out at Item No.1 of this notice for the approval of the members.

**Item No. 2: Appointment of Mr. K K Rajeev Nambiar (DIN: 07313541) as Joint Managing Director of the Company and payment of remuneration:**

Based on the recommendation of the Nomination and Remuneration Committee the Board of Directors at its meeting held on 2<sup>nd</sup> February, 2026, approved the appointment of Mr. K K Rajeev Nambiar (DIN: 07313541) as an Additional Director of the Company, designated as Joint Managing Director (JMD) effective 1<sup>st</sup> April 2026, for a period of three years, subject to approval of Members of the Company. Accordingly, approval of the Shareholders is being sought for the appointment of Mr.K K Rajeev Nambiar as whole time Director designated as the Joint Managing Director of the Company including the terms, conditions and the remuneration payable to him.

The Company has, in terms of Section 160 of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

Mr. K K Rajeev Nambiar a mechanical engineer from the National Institute of Technology Suratkal, Karnataka (India), joined the Company effective 2 January 2024 as President & Chief Operating Officer. In his current role, he has significantly contributed to enhancing plant performance, optimizing costs, and executing key strategic initiatives. The Board is of the opinion that his appointment as Joint Managing Director will ensure leadership continuity, strengthen the senior management team, and support the Company's growth and expansion plans.

A brief profile and specific areas of expertise of Mr. K K Rajeev Nambiar and other relevant information as required under the SEBI LODR and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are provided in the **Annexure- B** to this Notice

The Company has received requisite consent/declarations for appointment of Mr. K K Rajeev Nambiar as Joint Managing Director as required under the Act and rules made thereunder.

This explanatory statement and the resolution at Item No. 2 which outlines the terms and conditions may also be read and treated as disclosure in compliance with the requirement of Section 190 of the Companies Act, 2013.

The remuneration payable to Mr. K K Rajeev Nambiar shall be within the limits prescribed under Section 197 read with Schedule V and other applicable provisions, if any, of the Act. However, out of abundant caution and in view of the relevant extant provisions of the Act relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V to the Act, which interalia prescribes that in case of no profits or inadequate profits, remuneration can be paid to managerial personnel in accordance with the provisions of Schedule V to the Act. The relevant information as per the conditions mentioned in Para B of Section II of Part II of Schedule V to the Act is Annexed as **Annexure-A** to this Notice.

Except, Mr. K K Rajeev Nambiar and his relatives, none of the Directors, Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

The Board of Directors recommends passing of a Special Resolution as set out at Item No. 2 of this Notice for the approval of the members.

**Item No. 3: Appointment of Mr. Marco Philippus Ardeshir Wadia (DIN: 00244357) as a Non-Executive Independent Director of the Company and continuation of directorship after attaining the age of 75 years**

Based on the recommendation of Nomination and Remuneration Committee, the Board at its meeting held on 18<sup>th</sup> March, 2026 approved the appointment of Mr. Marco Wadia (DIN: 00244357) as an Additional Director in the category of Independent Director, not liable to retire by rotation for a term of five (5) years w.e.f. 18<sup>th</sup> March, 2026, subject to the approval of the shareholders.

Mr. Marco Philippus Ardeshir Wadia (DIN: 00244357) aged 70 years, is a distinguished corporate lawyer with over three decades of experience in corporate and commercial laws. He holds a Bachelor of Arts (Hons.) and Bachelor of Laws (LL.B.) degree from the University of Mumbai and is enrolled as an Advocate with the Bar Council of India.

Mr. Wadia commenced his legal practice in 1986 and has extensive experience in advising corporates on a wide range of legal and regulatory matters including corporate structuring, mergers and acquisitions, joint ventures, commercial agreements, and corporate governance.

He has been associated with the reputed law firm Crawford Bayley & Co. as a Partner and has advised several leading Indian and multinational companies. He presently serves as Director/an Independent Director on various companies across diverse sectors.

A notice has been received in writing from a member under Section 160 of the Companies Act, 2013 proposing appointment of Mr. Marco Wadia as a Non-Executive Independent Director of the Company.

The Company has received in writing from Mr. Marco Wadia (i) consent to act as Director of the Company; (ii) intimation to the effect that he is not disqualified from being appointed as Director in terms of Section 164(2) of the Act; and (iii) declaration that he meets the criteria of independence as specified under Section 149 of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The Board, on the recommendation of the Nomination and Remuneration Committee, considered that Mr. Marco Wadia possesses significant experience in the field of law and corporate advisory. With his strong legal background and expertise in corporate laws, governance and regulatory matters, he will provide valuable insights to the Board on legal and compliance-related matters. His appointment will also help in diversifying the skills, expertise and experience available on the Board, thereby strengthening the overall effectiveness of the Board and enhancing the standards of corporate governance of the Company. The Board is therefore of the view that his appointment would be in the best interests of the Company and its stakeholders.

In terms of Regulation 17(1A) of the Listing Regulations, the continuation of directorship of any person beyond the age of 75 years as a Non-Executive Director requires approval of shareholders by way of a special resolution. The Board recommends the Special resolution in relation to the continuation of directorship of Mr. Marco Wadia as a Non-Executive Independent Director, even after he attains the age of 75 years till the expiry of his term for the approval of the Members of the Company. Considering his vast experience, it is desirable that he should complete his tenure of 5 years as an Independent Director of the Company.

In the opinion of the Nomination and Remuneration Committee and the Board, Mr. Marco Wadia fulfils the conditions for appointment as Non-Executive Independent Director as specified in the Act, the Rules made thereunder and the Listing Regulations and he is independent of the management of the Company.

In accordance with the provisions of Sections 149, 150, 152 read with Schedule IV to the Act and other applicable provisions of the Act, appointment of Mr. Marco Wadia as an Independent Director requires approval of members of the Company. Further, in terms of Regulation 25(2A) of the Listing Regulations,

appointment of Mr. Marco Wadia as an Independent Director requires approval of members of the Company by passing a special resolution.

The relevant details, pursuant LODR Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, in respect of Director seeking appointment is annexed hereto as **Annexure B**, and forms a part of this Postal Ballot Notice.

Mr. Marco Wadia is interested in the resolution set out at Item No. 3 of the Notice. The relatives of Mr. Marco Wadia may be deemed to be interested in the resolution set out at Item No. 3 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the above appointment.

The Board of Directors recommends passing of a Special Resolution as set out at Item No. 3 of this notice for the approval of the members.

**By Order of the Board of Directors  
Paradeep Phosphates Limited**

Sd/-  
**Sachin Patil**  
**Company Secretary & Compliance Officer**  
**Membership No.: A31286**

Registered Office: 5<sup>th</sup> Floor, OSHWC Building,  
Pandit J N Marg, Bhubaneswar – 751 001  
Date: 18<sup>th</sup> March, 2026

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Information pursuant to Section II of Part II of Schedule V of the Companies Act, 2013**I. General Information:****1) Nature of industry:**

Paradeep Phosphates Ltd (PPL) is one of India's largest phosphatic fertilizer companies, with an annual capacity of 3.9 million MT across Paradeep (Odisha), Goa, Mangalore and Mahad. The company produces DAP, NPK grades (N-10, N-12, N-14, N-19, N-20, N-28), Urea and SSP, and markets them under trusted brands *Jai Kisaan Navratna* and *Jai Kisaan Mangala*. PPL serves over 12 million farmers through 100,000+ retailers across 18 states in India, supported by strong backward integration, a robust logistics network, and ESG-driven growth.

**2) Commencement of commercial production:** 1<sup>st</sup> August 1986**3) Financial performance based on given indicators:**

Rs. In lakhs)

Particulars	2024-25	2023-24	2022-23
Paid-up Capital	81521.01	81,477.86	81,449.76
Total Income	1709407.47	11,64,395.49	13,43,179.19
Total Expenses	1618166.63	11,50,378.77	13,00,612.73
Profit Before Tax	91240.84	14,016.72	42,566.46
Profit After Tax	66769.59	9,924.22	30,368.74

**4) Foreign investments or collaborations, if any:**

50.31% of the Paid-up Share Capital of the Company is held by Zuari Maroc Phosphates Pvt. Ltd., a joint venture between Zuari Agro Chemicals Ltd. and OCP S.A., Morocco.

The Company holds 50% of ordinary share capital of Zuari Yoma Agri Solutions Limited, Myanmar, a Joint Venture with Yoma Agriculture Company Limited, Myanmar.

**II. Information about the appointee:****1) Background details:**

Mr. N Suresh Krishnan	Mr. K K Rajeev Nambiar
An alumnus of BITS, Pilani, Mr. N Suresh Krishnan has been in leadership roles in the Indian Fertiliser Sector for over three decades. He is the immediate past Chairman of Fertilizer Association of India and has also been a Board Member of International Fertilizer Association.	A mechanical engineer from the National Institute of Technology Suratkal, Karnataka (India), Mr. Rajeev has a rich experience of over 31 years in the Corporate Sector. He is a highly accomplished professional who is credited to build profitable business organisations.

<p>Mr. Krishnan has been associated with Fertiliser, Energy, Sugar and Cement sectors in a career spanning over 38 years. His corporate experience traverses manufacturing, corporate finance &amp; restructuring, corporate strategy, projects planning &amp; execution, operations, business development and mergers &amp; acquisitions. In the past, he has served as the MD &amp; CEO of Zuari Agro Chemicals Ltd, Mangalore Chemicals &amp; Fertilizers Ltd and Zuari Industries Limited.</p> <p>Widely acknowledged for his leadership, vision and commitment, Mr. Krishnan is an active proponent of resource-efficient agriculture.</p>	<p>Prior to joining the Company as a President &amp; Chief Operating Officer (02.01.2024), he was associated with Shree Digvijay Cement since 2015, where he held a broad range of leadership positions, the most recent being MD &amp; CEO of the Company and had successfully managed a turnaround of 75+ year old facility of 1.20 MTPA Integrated Cement business by strong P&amp;L management and improving the consumer experience. As an enterprise leader, he drove sustained excellence across the organisation to bring out strong financial outcomes.</p> <p>Prior to Digvijay Cement, he worked with ACC for 21 years, where he handled various roles in operations, large project execution, and trade sales domain. Some of his outstanding achievements in that organization included the commissioning of the largest kiln at ACC Wadi and turning around the loss-making units into profit making.</p>
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## 2) Past remuneration\*:

<p><b>Mr. N Suresh Krishnan</b> Rs.727.59 lakhs for the financial year 2024-25</p>	<p><b>Mr. K K Rajeev Nambiar</b> Rs. 245.24 lakhs for the financial year 2024 - 25</p>
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\*(includes expenses related to post employment plans and share bases payments)

## 3) Recognition or awards:

<p><b>Mr. N Suresh Krishnan</b> He was the immediate past Chairman of Fertilizer Association of India and has also been a Board Member of International Fertilizer Association.</p>	<p><b>Mr. K K Rajeev Nambiar</b> Sustainability Icon of the Year – Conferred upon Mr. K K Rajeev Nambiar for his outstanding leadership and contributions to sustainable practices and energy efficiency at the SEEM National Energy Management Awards 2024, organized by the Society of Energy Engineers and Managers (SEEM)</p>
<p>Under their leadership the Company was awarded with IMC Ramakrishna Bajaj National Quality Award Certificate of Merit 2024</p>	

## 4) Job profile and his suitability:

<p><b>Mr. N Suresh Krishnan</b> As the Managing Director, Mr. Krishnan will be overall in charge of the affairs of the Company and shall be responsible for the general</p>	<p><b>Mr. K K Rajeev Nambiar</b> As the Joint Managing Director, Mr. K. K. Rajeev Nambiar shall assist and support the Managing Director in the day-to-day</p>
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<p>management and strategic direction of the Company.</p> <p>Mr. Krishnan has been associated with Fertiliser, Energy, Sugar and Cement sectors in a career spanning over 38 years. His corporate experience traverses manufacturing, corporate finance &amp; restructuring, corporate planning &amp; execution, operations, business development and mergers &amp; acquisitions.</p>	<p>affairs of the Company, including ensuring the smooth functioning of plant operations and overall business activities.</p> <p>Mr. Rajeev has a rich experience of over 31 years in the Corporate Sector. He brings strong expertise in strategic management, operational excellence, and business transformation.</p>
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- 5) **Remuneration proposed:** As disclosed in the resolution.
- 6) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:** The proposed remuneration is fully justifiable and comparable as prevalent in the industry keeping in view the profile and position. Directors with similar profile and position in companies of similar size in the industry are paid similar remuneration. The remuneration proposed was decided by the Nomination and Remuneration Committee of the Board, after considering skills, expertise, knowledge and proficiency required for the position.
- 7) **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other Directors:** Besides the remuneration paid to Mr. N Suresh Krishnan and Mr. K K Rajeev Nambiar, they do not have any other pecuniary relationship, either directly or indirectly with the Company or relationship with managerial personnel.

### III. Other Information:

1) **Reason for loss or inadequate profits:**

The Company is presently a profit-making entity and does not envisage any loss or inadequacy of profits during the tenure of appointment of Mr. N. Suresh Krishnan and Mr. K. K. Rajeev Nambiar.

However, as a matter of abundant caution and in compliance with Schedule V of the Companies Act, 2013, approval of the shareholders is being sought to enable the Company to continue to pay managerial remuneration as stated in the resolution, in the event of any loss or inadequacy of profits during the tenure of their appointment.

2) **Steps taken or proposed to be taken for improvement:**

The Company has undertaken and continues to implement various strategic initiatives, including:

- Enhancement of production capacities and diversification of product portfolio/ exploring the new business opportunities
- Strengthening of distribution network and market presence
- Improvement in cost efficiencies and productivity through operational excellence
- Backward integration to ensure supply chain efficiency and cost optimization

3) **Expected increase in productivity and profits in measurable terms:**

The management is expecting improvement in its productivity through various measures taken and is hopeful of emerging as a stronger contender against other players in the industry. The Company expects improvement in productivity and profitability driven by the above initiatives. While it is not feasible to quantify the exact increase in measurable terms at this stage, the management is confident

of achieving enhanced operational efficiency, improved margins, and stronger competitive positioning in the industry

#### IV. Other Disclosures:

- All elements of remuneration package such as salary is part of the Resolution.
- The prescribed disclosures with respect to elements of remuneration package, details of fixed component and performance linked incentives, performance criteria, service contracts, notice period, severance fees and stock options details of all the Directors, as applicable, were/are being/shall be given in the Corporate Governance section of the Annual Report.
- The Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

#### Annexure – B

#### **Additional information on Directors' seeking appointment/re-appointment pursuant to SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings:**

<b>Name of the Director</b>	<b>Mr. N Suresh Krishnan</b>	<b>Mr. K K Rajeev Nambiar</b>	<b>Mr. Marco Philippos Ardeshir Wadia</b>
<b>Director Identification Number (DIN)</b>	00021965	07313541	00244357
<b>Date of Birth</b>	03/06/1964	30/05/1972	30/01/1956
<b>Age</b>	61 years	53 years	70 years
<b>Nationality</b>	Indian	Indian	Indian
<b>Inter-se relationship with Directors of the Company</b>	None	None	None
<b>Date of First Appointment</b>	16/02/2020	01/04/2026	18/03/2026
<b>Qualification</b>	B.E (Hons.) and M.Sc. from BITS (Pilani)	B.E - Mechanical from NITK Suratkal, Karnataka	Bachelor's degree in law from Bombay University
<b>Functional Expertise &amp; Experience including brief resume.</b>	Mr. N Suresh Krishnan has been in leadership roles in the Indian Fertiliser Sector for over two decades. He was the immediate past Chairman of Fertilizer Association of India and is a member of the Boards of Zuari Maroc Phosphates Pvt Ltd, the promoter organization of PPL.  Mr. Krishnan has been associated with Fertiliser, Energy, Sugar and Cement	Mr. Rajeev K K joined the Company as a President & Chief Operating Officer w.e.f. 02.01.2024.  Prior to joining the Company, he was associated with Shree Digvijay Cement since 2015, where he held a broad range of leadership positions, the most recent being MD & CEO of the Company and had	Mr. Marco Philippos Ardeshir Wadia holds a bachelor's degree in law from Bombay University. He is a member of the Bar Council of India. He has been a practicing advocate since 1986 and is currently a partner at Crawford Bayley & Co. He has over 30 years of experience in the legal profession having specialized in corporate

	sectors in a career spanning over 38 years. His corporate experience traverses manufacturing, corporate finance & restructuring, corporate strategy, projects planning & execution, operations, business development and mergers & acquisitions. In the past, he has served as the MD & CEO of Zuari Agro Chemicals Ltd, Mangalore Chemicals & Fertilizers Ltd and Zuari Industries Limited.	successfully managed a turnaround of 75+ year old facility of 1.20 MTPA Integrated Cement business by strong P&L management and improving the consumer experience. As an enterprise leader, he drove sustained excellence across the organisation to bring out strong financial outcomes.	matters and mergers and acquisitions.
<b>In case of Independent Directors, Skills and capabilities required for the role</b>	Not Applicable	Not Applicable	He has over 30 years of experience in the legal profession having specialized in corporate matters and mergers and acquisitions.
<b>Appointment/ Re-appointment</b>	Re-appointment	Appointment	Appointment
<b>Terms and Conditions of appointment</b>	As per the resolution at Item No. 1 of this Notice read with explanatory statement thereto.	As per the resolution at Item No. 2 of this Notice read with explanatory statement thereto.	As per the resolution at Item No. 3 of this Notice read with explanatory statement thereto.
<b>Remuneration last drawn</b>	As detailed in Annexure A	As detailed in Annexure A	Not Applicable
<b>Remuneration proposed to be paid</b>	Mentioned in the resolution	Mentioned in the resolution	Sitting fee for attending the Meeting(s) of the Board of Directors and Committees thereof and the commission as may be recommended by the Nomination and Remuneration Committee and Board, within the limit approved by the members of the Company
<b>Number of Board meetings of the Company attended during the year as on notice date</b>	7 out of 7 Board meetings held during the FY 2025-26	Not Applicable	Not Applicable
<b>Directorship held in other companies</b>	<ul style="list-style-type: none"> <li>Zuari Maroc Phosphates Private Limited</li> </ul>	None	<ul style="list-style-type: none"> <li>Texmaco Rail &amp; Engineering Limited</li> </ul>

<p><b>(excluding foreign companies &amp; Section 8 companies) as on notice date.</b></p>	<ul style="list-style-type: none"> <li>• The Fertiliser Association of India</li> <li>• Bluspring Enterprises Limited</li> <li>• Zuari Farmhub Limited</li> </ul>				<ul style="list-style-type: none"> <li>• Indian Register of Shipping</li> <li>• Amphetronix Offset Interconnect Solutions Private Limited</li> <li>• Amphenol Omniconnect India Private Limited</li> <li>• Amphenol Interconnect India Private Limited</li> <li>• Exa Thermometrics India Pvt Ltd</li> <li>• Amphenol Industrial Products India Private Limited</li> </ul>
<p><b>Listed entities from which the person has resigned in the past 3 years</b></p>	<ul style="list-style-type: none"> <li>• Mangalore Chemicals &amp; Fertilizers Limited – merged with the Company w.e.f. 16.10.2025</li> </ul>			<ul style="list-style-type: none"> <li>• Shree Digvijay Cement Co Limited – cessation 15.12.2023</li> </ul>	<ul style="list-style-type: none"> <li>• Mangalore Chemicals &amp; Fertilizers Limited – merged with the Company w.e.f. 16.10.2025</li> <li>• Stovec Industries Limited – cessation 06.05.2025</li> <li>• Josts Engineering Company Limited – cessation 31.03.2024</li> </ul>
<p><b>Membership/ Chairmanship of Committees of public Companies (includes only Audit Committee and Stakeholders Relationship Committee) as on notice date</b></p>	<p>Company</p>	<p>Audit Committee</p>	<p>Stakeholders' Relationship Committee</p>	<p>Nil</p>	<p>Nil</p>
<p><b>Shareholding in the Company, including shareholding as a beneficial owner.</b></p>	<p>140477 Equity shares</p>			<p>266280 Equity shares</p>	<p>Nil</p>

**THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING: EVENT NO- 260152**

**REMOTE EVOTING INSTRUCTIONS:**

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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 correctly in their demat accounts to access remote e-Voting facility.

**Login method for Individual shareholders holding securities in demat mode:**

**Individual Shareholders holding securities in demat mode with NSDL**

**METHOD 1 - NSDL OTP based login**

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - NSDL IDeAS facility**

**Shareholders registered for IDeAS facility:**

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- b) Enter IDeAS User ID, Password, Verification code & click on “Log-in”.
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Shareholders not registered for IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- c) Enter the last 4 digits of your bank account / generate ‘OTP’
- d) Post successful registration, user will be provided with Login ID and password.
- e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



### **METHOD 3 - NSDL e-voting website**

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section. Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on “Login”.
- c) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **Individual Shareholders holding securities in demat mode with CDSL**

#### **METHOD 1 - CDSL e-voting page**

- a) Visit URL: <https://www.cdslindia.com>.
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### **METHOD 2 - CDSL Easi/ Easiest facility:**

##### Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: [www.cdslindia.com](https://web.cdslindia.com), click on “Login” and select “My Easi New (Token)”.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

##### Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

### **Individual Shareholders holding securities in demat mode with Depository Participant**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

## Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

### STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “**Login**” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click “Submit”.

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.JN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no, registered with the Company

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “**Sign Up**” under ‘SHARE HOLDER’ tab & register with details as under:

1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
  - o Shareholders, holding shares in **NSDL form**, shall provide ‘point 4’ above.
  - o Shareholders, holding shares in **CDSL form**, shall provide ‘point 3’ or ‘point 4’ above.
  - o Shareholders, holding shares in **physical form** but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above
5. Set the password of your choice.  
(The password should contain minimum 8 characters, at least one special Character (!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click “Submit” (You have now registered on InstaVote).

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.JN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no, registered with the Company

Post successful registration, click on “**Login**” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

### STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- D. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

**NOTE:** Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

**Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at [cs.sbhat@gmail.com](mailto:cs.sbhat@gmail.com) with a copy marked to RTA at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) and the company at [cs.ppl@adventz.com](mailto:cs.ppl@adventz.com).

### **Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)**

#### **STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

#### **STEP 2 – Investor Mapping**

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu section
- C. Map the Investor with the following details:
  - 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
  - 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
  - 3) ‘Investor PAN’ - Enter your 10-digit PAN.
  - 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report section”.

#### **STEP 3 – Steps to cast vote for Resolutions through InstaVote**

The corporate shareholder can vote by two methods, during the remote e-voting period.

#### **METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.  
Event No. can be viewed on the home page of InstaVote under “On-going Events”.

- d) Enter “16-digit Demat Account No.”.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**METHOD 2 - VOTES UPLOAD**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name / Event number”.
- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**NOTE: Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at [cs.sbhat@gmail.com](mailto:cs.sbhat@gmail.com) with a copy marked to RTA at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) and the company at [cs.ppl@adventz.com](mailto:cs.ppl@adventz.com)

**HELPDESK:**

**Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

**Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**Forgot Password:**

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Further Click on “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.



In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Further Click on “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

**General Instructions - Shareholders**

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

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