

# NOTICE

To

## The Members,

NOTICE is hereby given that the Fortieth (40<sup>th</sup>) Annual General Meeting of the Members of Paradeep Phosphates Limited ("the Company") will be held on Monday, September 12, 2022, at 4.30 P.M. (IST), through Video Conference ("VC") / Other Audio Visual Means ("OAVM") ("hereinafter referred to as "electronic mode") to transact the following business:

### Ordinary Business:

#### 1. To receive, consider and adopt

- (a) The Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2022 and the Reports of the Board of Directors and Auditors thereon.
- (b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2022 and the Report of the Auditors thereon.

2. To re-appoint Mr. N. Suresh Krishnan (DIN – 00021965), Managing Director who retires by rotation and being eligible, offers himself for re-appointment.

3. To re-appoint Statutory Auditors and fix their remuneration and in this regard, to pass the following resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. B.S.R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022 ), be and are hereby reappointed as Statutory Auditors of the Company, to hold office from the conclusion of 40<sup>th</sup> Annual General Meeting until the conclusion of the 45<sup>th</sup> Annual General Meeting.

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

### Special Business:

#### 4. Ratification of Remuneration to Cost Auditor

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

RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to M/s. S.S. Sonthalia & Co., Cost Accountant in practice, appointed by the Board of Directors of the Company as Cost Auditor to conduct the audit of the cost records of the Company for the Financial Year 2022-23, being INR 3,00,000/- (Rupees Three Lakhs only) plus applicable taxes and out of pocket expenses incurred by him in connection with the aforesaid audit, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors is authorized to take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution

#### 5. Approval of Material Related Party Transaction(s) to be entered into with related parties

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the applicable provisions of the Companies Act, 2013 ("the Act") if any read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any duly authorized Committee constituted / empowered by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions with (whether individual transaction or transaction(s) taken together or /series of transaction(s) or otherwise), OCP S.A. , Indo Maroc Phosphare S. A., Phosphates De Boucraa S.A and Jorf Fertiliser S.A being related parties of the Company,



whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise for a period of three years commencing from financial year 2022-2023 to financial year 2024-25, as per the details set out in the explanatory statement annexed to this notice, provided however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit, file requisite forms with the regulatory authorities and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any authorized person(s) to give effect to this resolution."

#### **6. Payment of remuneration to Directors other than Managing / Whole-Time Directors**

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

RESOLVED THAT pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, the approval of the members be and is hereby accorded for payment of remuneration to the Non-Executive Directors (whether existing or future), for their services collectively up to 1% of the net profits computed in the manner referred to in Section 198 of the Companies Act, 2013, for each financial year over a period of 3 financial years commencing from financial year ending on 31st March 2023, in such proportion/ manner as may be determined by the Board of Directors of the Company, subject to a maximum of ₹ 10,00,000 per annum per Director, payable at such periodicity as the Board may deem fit and for the period less than a year in any financial year, the amount shall be prorated.

RESOLVED FURTHER THAT such remuneration paid to the Non-Executive Directors (whether existing or future) will be in addition to the payment of sitting fees and reimbursement of expenses, if any, to the Directors for attending the meetings of the Board of Directors or Committees thereof.

RESOLVED FURTHER THAT the Board of Directors, or the Nomination and Remuneration Committee of the Board, be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.

#### **7. Borrow and mortgage / charge the Company's properties in favour of its lenders**

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

"RESOLVED THAT in supersession of the Special Resolution passed by the Shareholders' on 17th September 2021 and pursuant to the provisions of Section 180 (1) (c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), the Rules notified there under and the Articles of Association of the Company, approval of the Shareholders' be and is hereby accorded to the Board of Directors to borrow money through loans, advances, credit etc. for both domestic and foreign currency borrowings up to INR 15,000 crore (including Public Deposits but excluding temporary loans obtained from the Company's bankers in the ordinary course of business) from banks, financial institutions and other sources from time to time for the purpose of financing the working capital requirements as also for acquisition of capital assets and / or for the purpose of any other requirements of the Company, both for capital and revenue in nature, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), will exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purposes."

"RESOLVED FURTHER THAT in supersession of the Special Resolution passed by the Shareholders on 17th September 2021 and pursuant to the provisions of Section 180 (1)(a) and all other applicable provisions, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), the Rules notified there under and the Articles



of Association of the Company and such other approvals as may be necessary, approval of the Shareholders be and is hereby accorded to the Board of Directors to mortgage and / or charge, in addition to the mortgages/ charges created / to be created by the Company in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable / immoveable properties of the Company, both present and future and / or whole or any part of undertaking (s) of the Company in favour of the lender(s), Agent(s) and Trustee(s), for securing the borrowings of the Company availed / to be availed by way of loan(s) in foreign currency and / or rupee currency and Securities (comprising fully / partly Convertible Debentures and / or Non-Convertible Debentures, on all or any of the above, with or without detachable or non-detachable warrants and /or secured premium notes and / or floating rates notes / bonds or other debt instruments) issued / to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013, together with interest at the respective agreed rates, additional interest, compound interest, in case of default accumulated interest, liquidated damages, commitment charges premia on prepayments, remuneration of the Agent (s) / Trustee (s), premium (if any) on redemption, all other costs, charges and expenses as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s) / Heads of Agreement(s), Trust Deed (s) or any other document, entered into / to be entered into between the Company and the Lender (s) / Agent (s) / Trustee (s), in respect of the said loans / borrowings / debentures / bonds or other securities and containing such specific terms and conditions covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s)/Agent(s)/ Trustee(s)."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board / Finance Committee of the Board or officers authorized by them in this regard be and are hereby authorized to finalize, settle and execute such documents/deeds/writings/papers, agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulties or doubts that may arise

with regard to borrowings and creating mortgages / charges as aforesaid."

### By Order of the Board of Directors

#### Sachin Patil

Company Secretary  
A31286

Date: 2<sup>nd</sup> August, 2022

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

#### NOTES:

1. The related Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 3 to 7 is annexed hereto. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking re-appointment at the AGM, forms part of this Notice.
2. The Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 2/2022 dated May 05, 2022 (hereinafter collectively referred to as "MCA Circulars") has permitted the holding of Annual General Meeting through video conferencing (VC) or other audio visual means (OAVM). The AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.





4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circulars and SEBI Circulars dated May 12, 2020, January 15, 2021 and May 13, 2022, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. The Notice of the 40<sup>th</sup> Annual General Meeting along with the Annual Report for the financial year 2021-22 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/ Depositories in accordance with the aforesaid MCA Circulars and circulars issued by SEBI dated May 12, 2020, January 15, 2021 and May 13, 2022. The Notice calling the AGM and Annual Report for the financial year 2021-22 has been uploaded on the website of the Company at [www.paradeepphosphates.com](http://www.paradeepphosphates.com). The Notice and Annual Report for the financial year 2021-22 can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars. Since the AGM will be held through VC/OAVM, the route map and attendance slip are not annexed in this Notice.
8. The Company's Registrar & Share Transfer Agents (RTA) are :  

Link Intime India Private Limited  
C-101, 247 Park,  
L B S Marg, Vikhroli (W)  
Mumbai 400 083  
Tel : 022-49186000  
Fax: 022-49186060  
E-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)  
Website: [www.linkintime.co.in](http://www.linkintime.co.in)
9. Pursuant to the provisions of Section 124 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, there are no unclaimed dividend amounts pending for transfer to IEPF.
10. Members are advised to avail the facility for receipt of future dividends through National Electronic Clearing Services (NECS). The ECS facility is available at specified locations. Shareholders holding shares in electronic form are requested to contact their respective Depository Participant for availing NECS facility. The Company or our RTA cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates.
11. Pursuant to the provisions of Section 72 of the Companies Act, 2013, members can avail facility for nomination in respect of the shares held by them. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility.
12. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts.
14. Members are requested to notify any change in their postal/mail or email address:
  - (i) To their Depository Participants (DPs) in respect of the shares held in Demat form and
  - (ii) In case the mailing address registered with the Company is without the PINCODE, kindly inform the same to DP or the Company, as mentioned above.
15. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the Members on the website of the Company at <https://www.paradeepphosphates.com/agms-egms-and-postal-ballots.php> during the time of AGM.



16. To support the 'Green Initiative' in the Corporate Governance taken by the Ministry of Corporate Affairs, to contribute towards the Greener Environment and to receive all documents, Notices, including Annual Reports and other communications of the Company, investors should register their e-mail addresses with the Depository Participant, if the shares are held in electronic mode.

## 17. Voting Process:

### A. Process and manner for members opting to vote through electronic means:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

#### THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) **The remote e-voting period begins on Friday 9<sup>th</sup> September, 2022 at 10.00 A.M. (IST) and ends on Sunday 11<sup>th</sup> September, 2022 at 5.00 P.M.(IST). During this period shareholders' of the Company, holding shares, as on the cut-off date being Monday 5<sup>th</sup> September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.**
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.

- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

#### Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.





Pursuant to abovesaid SEBI Circular, login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

| Type of shareholders   | Login Method  |
|--|---|
| Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>                               | <ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>   |
| Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>                               | <ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol> |
| Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>   |



**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

| Login type  | Helpdesk details  |
|---|---|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33. |
| Individual Shareholders holding securities in Demat mode with <b>NSDL</b> | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.         |

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on "Shareholders" module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

| <b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b> |  |
|--|--|
| PAN  | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul> |
| Dividend Bank Details OR Date of Birth (DOB)   | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>                |

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.





- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN of PPL.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at [cs.sbhat@gmail.com](mailto:cs.sbhat@gmail.com) and to the Company at the email address viz; [cs.ppl@adventz.com](mailto:cs.ppl@adventz.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.





7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs.ppl@adventz.com](mailto:cs.ppl@adventz.com).
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending upon the availability of time.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Demat shareholders -, Please update your email ID & mobile no. with your respective Depository Participant (DP).
2. For Individual Demat shareholders – Please update your email ID & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services

(India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

**General instruction/information for Members for voting on the Resolutions:**

- a) The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company, subject to the provisions of the Section 108 of the Companies Act, 2013 and Rules made thereunder, as amended, as on the cut-off date, being **5<sup>th</sup> September 2022**. The person who is not a member as on cut-off date should treat this notice for information purpose only. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date 5<sup>th</sup> September, 2022 may please refer the voting instructions in the AGM Notice for remote e-voting/e-voting.
- b) Mr. Shivaram Bhat, Practicing Company Secretary (Membership No. 10454 ) has been appointed by the Board of Directors of the Company as the Scrutinizer for scrutinizing the remote e-voting process as well as voting during the meeting, in a fair and transparent manner.
- c) The Scrutinizer shall immediately after conclusion of the Annual General Meeting, count votes casted on the day of the meeting, thereafter unblock the votes cast through remote e-voting.
- d) The Scrutinizer will submit, within 2 working days of conclusion of the AGM, a consolidated scrutinizer's report, of the total votes cast in favour or against, if any, to the Chairman of AGM or any other Director or Company Secretary authorized by the Chairman of the AGM in writing who will countersign the same and declare the result of the voting forthwith, which shall be displayed on the Notice Board of the Company at its Registered Office. The result will also be displayed on the website of the Company at [www.paradeepphosphates.com](http://www.paradeepphosphates.com), besides being communicated to Stock Exchanges.





# EXPLANATORY STATEMENT

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

## **Item No. 3: Re-appointment of M/s BSR & Co. LLP, as Statutory Auditors of the Company**

M/s. BSR & Co. LLP, Chartered Accountants, were appointed as Statutory Auditors of the Company by the Members at the 35<sup>th</sup> Annual General Meeting (AGM) to hold office from the conclusion of the 35<sup>th</sup> AGM till the conclusion of the 40<sup>th</sup> AGM .

The present term of the BSR & Co. LLP, Chartered Accountants will expire at the ensuing 40<sup>th</sup> Annual General Meeting. BSR & Co. LLP, Chartered Accountants are eligible for re-appointment for a second term of five years in terms of the provisions of section 139 of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014.

The Company has received written consent from BSR & Co. LLP, stating that their appointment, if made, shall be in accordance with the statutory requirements under the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time.

B S R & Co LLP. ("the firm ") was constituted on 27 March 1990 as a partnership firm having firm registration no. as 101248W. It and was converted into limited liability partnership i.e. B S R & Co. LLP on 14 October 2013 thereby having a new firm registration no. 1 0 I 248W I W-1 00022.

B S R & Co. LLP is a member entity of B S R & Affiliates, a network registered with the Institute of Chartered Accountants of India. B S R & Co. LLP is registered in Mumbai, Gurgaon, Bangalore, Kolkata, Hyderabad, Pune, Chennai, Chandigarh, Ahmedabad, Vadodara, Noida, Jaipur and Kochi. B S R & Co. LLP has over 3000 staff and 100+ Partners. B S R & Co. LLP audits various companies listed on stock exchanges

The Audit Committee having considered the audit experience; the audit team; market standing of the firm; clientele served; technical knowledge etc. have recommended the reappointment of BSR & Co. LLP to the Board of Directors of the Company.

Based on the recommendation of the Audit Committee, the Board of Directors at their meeting held on August 02, 2022, recommended the re-appointment of M/s BSR & Co. LLP, as the Statutory Auditors to hold office from the conclusion of 40<sup>th</sup> AGM till the conclusion of 45<sup>th</sup> AGM, subject to the approval of Shareholders at the ensuing AGM.

The Board of Directors recommends the passing of resolution

at item No. 3 as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP are concerned or interested in this resolution.

## **Item No. 4: Ratification of Remuneration to Cost Auditor**

The Board, on the recommendation of the Audit Committee, has approved the re-appointment and remuneration of M/s. S.S. Sonthalia & Co., Cost Accountant in practice as the Cost Auditor to conduct the audit of the Cost Accounts of the Company for the financial year 2022-23 at a remuneration of INR 3,00,000/- (Rupees Three Lakhs only) plus applicable taxes and out of pocket expenses incurred by him in connection with the aforesaid audit.

In terms of provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial Year 2022-23.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP are concerned or interested in this resolution.

## **Item No. 5: Approval of Material Related Party Transaction(s) to be entered into with related parties**

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of Members by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. A transaction with a related party shall be considered as material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) ₹ 1,000 crores, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Company, proposes to enter into transactions with its related party mentioned in Resolution at Item no. 5 of the Notice, as per the terms and conditions as mutually



agreed upon by the Company with the related parties. The proposed related party transactions during the years 2022-23 to 2024-25 would be in the ordinary course of business of the Company and be entered into at an arm's length basis, but may, in aggregate, exceed the applicable materiality thresholds as mentioned above.

Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions to be entered / proposed to be entered into by the Company during the years 2022-23 to 2024-25.

Your Board of Directors considered the same and recommends passing of the resolution contained in Item No. 5 of the accompanying Notice. Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated 22nd November, 2021 is provided herewith:

| 1                          | Name of the Related Party   | OCP S.A. , Indo Maroc Phosphare S. A., Phosphates De Boucraa S.A and Jorf Fertiliser S.A  |                            |  |                            |      |                           |      |                           |      |                     |     |
|----------------------------|---|---|----------------------------|--|----------------------------|------|---------------------------|------|---------------------------|------|---------------------|-----|
| 2                          | Nature of relationship  | Promoter & promoter group of the company  |                            |  |                            |      |                           |      |                           |      |                     |     |
| 3.                         | Names of the directors or Key managerial Personnel who is related, if any.  | Mr. Karim Senhadji- CFO of OCP Group and Mr. SOUAL Mohamed  |                            |  |                            |      |                           |      |                           |      |                     |     |
| 4.                         | Type, Nature, particulars, material terms of contract   | <ul style="list-style-type: none"> <li>• Purchase or supply of raw materials goods and allied activities</li> <li>• Availing and rendering of services</li> <li>• Transfer of resources</li> <li>• Cost recharge/rebate/demurrage to and from related parties</li> <li>• Interest /claims- receivable/payables</li> </ul>   |                            |  |                            |      |                           |      |                           |      |                     |     |
| 5.                         | Tenure of the proposed transaction  | Recurring Transactions for a duration of three financial years. Commencing from financial year 2022-23 to financial year 2024-25  |                            |  |                            |      |                           |      |                           |      |                     |     |
| 6                          | Value/Amount of transactions  | <p>Transactions amounting to ₹ 6500 crores in a Financial year with following related parties</p> <table border="1"> <thead> <tr> <th>Name of Related party</th> <th>Amount of Transactions in a year *<br/>(Amount in Crores)</th> </tr> </thead> <tbody> <tr> <td>Indo Maroc Phosphates S.A.</td> <td>1600</td> </tr> <tr> <td>OCP S.A.</td> <td>2500</td> </tr> <tr> <td>Phosphates De Boucraa S.A</td> <td>1600</td> </tr> <tr> <td>Jorf Fertiliser S.A</td> <td>800</td> </tr> </tbody> </table> <p>*Board of Directors may interchange the limit between each of the related parties mentioned above within the overall limit of ₹ 6500 Crores.</p> | Name of Related party      | Amount of Transactions in a year *<br>(Amount in Crores) | Indo Maroc Phosphates S.A. | 1600 | OCP S.A.                  | 2500 | Phosphates De Boucraa S.A | 1600 | Jorf Fertiliser S.A | 800 |
| Name of Related party      | Amount of Transactions in a year *<br>(Amount in Crores)  |   |                            |  |                            |      |                           |      |                           |      |                     |     |
| Indo Maroc Phosphates S.A. | 1600  |   |                            |  |                            |      |                           |      |                           |      |                     |     |
| OCP S.A.                   | 2500  |   |                            |  |                            |      |                           |      |                           |      |                     |     |
| Phosphates De Boucraa S.A  | 1600  |   |                            |  |                            |      |                           |      |                           |      |                     |     |
| Jorf Fertiliser S.A        | 800   |   |                            |  |                            |      |                           |      |                           |      |                     |     |
| 7                          | Percentage of the Company 's annual consolidated turnover for the immediately preceding financial year that is represented by the value of the proposed transaction | <table border="1"> <tbody> <tr> <td>Indo Maroc Phosphates S.A.</td> <td>20 %</td> </tr> <tr> <td>OCP S.A.</td> <td>32%</td> </tr> <tr> <td>Phosphates De Boucraa S.A</td> <td>20 %</td> </tr> <tr> <td>Jorf Fertiliser S.A</td> <td>10%</td> </tr> </tbody> </table>  | Indo Maroc Phosphates S.A. | 20 %   | OCP S.A.                   | 32%  | Phosphates De Boucraa S.A | 20 % | Jorf Fertiliser S.A       | 10%  |                     |     |
| Indo Maroc Phosphates S.A. | 20 %  |   |                            |  |                            |      |                           |      |                           |      |                     |     |
| OCP S.A.                   | 32%   |   |                            |  |                            |      |                           |      |                           |      |                     |     |
| Phosphates De Boucraa S.A  | 20 %  |   |                            |  |                            |      |                           |      |                           |      |                     |     |
| Jorf Fertiliser S.A        | 10%   |   |                            |  |                            |      |                           |      |                           |      |                     |     |





- |  |   |
|--|---|
| 8. Justification as to why the RPT is in the interest of the listed entity                         | <ul style="list-style-type: none"><li>• We depend on OCP, Indo Maroc Phosphore S.A. Morocco, Phosphates De Boucraa S.A. and Jorf Fertiliser S.A. for the procurement of our most important raw material by value, Phosphate Rock and Phosphoric acid.</li><li>• In order to ensure a stable supply of our most important raw material by value, the company has entered into a long term Phosphate Rock supply contract with OCP our promoter and globally leading producer of such raw material and which operates largely in the Morocco and Western Sahara region which has approximately 70% of the global Phosphate Rock reserves according to CRISIL Research, provides us the ability to source cost-effective and increasing amounts of Phosphate Rock as our operations grow.</li><li>• Arrangement is commercially beneficial.</li><li>• Competitive pricing and at arm's length with assurance of quality and also provides flexibility to our sourcing during the volatility of supply.</li></ul> |
| 9. A copy of the valuation or other external party report, if any such report has been relied upon | As the transactions are in the ordinary course of business at arm's length, the transactions do not contemplate any valuation.  |
| 10. Any other information that may be relevant   | All relevant information forms part of this explanatory statement   |

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

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

#### **Item No. 6: Payment of remuneration to Non-Executive Directors**

The Non-Executive Directors are paid sitting fees for attending the Board and Committee meetings and reimbursement of expenses incurred for attending the meetings of the Board or its Committees. With the constitution of various Committees of the Board, the increasing demand for the independent and professional Directors on various matters relating to the Company and the ever changing regulatory environment, it is advisable to appropriately compensate, attract and retain professionals on the Board. In order to remunerate the Non-Executive Directors (whether existing or future) for rendering their services to the Company, it is proposed to pay remuneration to the Directors (whether existing or future) other than the Managing/Whole-time Directors, collectively upto 1% of the net profits computed in the manner referred to in Section 198 of the Companies Act, 2013, for each financial year over a period of three (3) financial years commencing from the financial year ending on March 31, 2023 subject to the Company achieving budgeted profits for the respective financial years, in such proportion / manner as may be determined by the Board of Directors of the Company, subject to a maximum of INR 10,00,000 per annum per Director, payable at such periodicity as the Board may deem fit. For the period less than a year in any financial year, the amount shall be prorated. The above remuneration will be in addition to the sitting fees and reimbursement of expenses, if any, for attending the meetings of the Board of Directors or Committees thereof.

Accordingly, approval of the Shareholders is sought by way of an Ordinary Resolution for payment of remuneration to the Non-Executive Directors of the Company. The Board recommends the Ordinary Resolution set out under Item No. 6 of the Notice for approval by the members.

The Managing Director and Key Managerial Personnel of the Company and their relatives are not concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice. Non-Executive Directors of the Company and their relatives may be deemed to be concerned or interested in the Resolution set out at Item No. 6 of the Notice to the extent of their shareholding interest, if any, in the Company.



### Item No. 7: Borrow and mortgage / charge the Company's properties in favour of its lenders

As per Section 180(1)(c) of the Companies Act, 2013 (the Act), the Board of Directors of a company cannot, except with the consent of the Company in general meeting by a Special Resolution, borrow monies, apart from temporary loans obtained from the company's bankers in the ordinary course of business, in excess of the aggregate of the paid up capital and free reserves of the company. Keeping in view of the current increase in raw material price & trading volume of company and operations of Goa plant, the estimated WC limits may increase upto ₹ 12,000 Crores, and the term loan requirement of ₹ 2000 crore and unsecured loan of ₹ 1000 crore.

The consent of the Members is sought in accordance with the provisions of Section 180(1)(c) of the Act to enable the Board to borrow monies, provided that the total amount so borrowed shall not at any time exceed INR. 15,000 crores (Rupees fifteen thousand crores only), or the aggregate of the paid up capital and free reserves of the Company, whichever is higher, apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business.

The borrowings of the Company (existing / proposed) may, if necessary, be secured by way of charge/mortgage/hypothecation on the Company's assets in favour of the lenders as mentioned in the Resolution at Item No. 7. Since the mortgage by the Company of its immovable and movable properties to Banks / Institutions may be regarded as disposal of the Company's properties / undertakings, it is necessary to pass a Special Resolution under Section 180(1)(a) of the Act for creation of charges/mortgages/hypothecations for an amount not exceeding the borrowing limit as approved under Section 180(1)(c) of the Companies Act, 2013.

Accordingly, consent of members is sought by way of Special Resolutions for Item No. 7.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in Item No. 7.

#### By Order of the Board of Directors

**Sachin Patil**  
Company Secretary  
A31286

Date: 2<sup>nd</sup> August, 2022

Registered Office: 5<sup>th</sup> Floor, OSHWC Building,

Pandit J N Marg, Bhubaneswar – 751 001

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

|  |  |
|--|--|
| <b>Name of the Director</b>  | <b>N. Suresh Krishnan</b>  |
| Date of Birth  | June 03, 1964  |
| Age  | 58   |
| Inter-se relationship with Directors of the Company  | None   |
| Date of First Appointment  | February 16, 2020  |
| Qualification  | B.E (Hons.) and M.Sc. from BITS (Pilani)   |
| Functional Expertise & Experience including brief resume.  | With 34 years of corporate experience in fertilizer, energy and cement sectors, he has been associated with the Advantz Group for over two decades and has been widely acknowledged for his leadership, vision and commitment. His functional experience spans corporate finance, corporate strategy, projects planning, operations and business development. Over the years, he has been instrumental in financing of large Greenfield projects in the domestic and international markets, forging and managing joint ventures and acquisitions and in executing turnaround strategies alongside day-to-day operations in the manufacturing sector. |
| Terms and Conditions of re-appointment   | Re-appointment on retirement by rotation   |
| Directorship held in other companies (excluding foreign companies & Section 8 companies) along with listed entities from which the person resigned in the past 3 years as on 31st March, 2022. | Zuari Agro Chemicals Limited<br>Zuari Maroc Phosphates Private Limited<br>The Fertiliser Association of India<br>Gobind Sugar Mills Ltd – cessation 28.05.2020<br>Mangalore Chemicals & Fertilizers Limited – cessation 16.09.2021<br>Zuari Industries Limited – cessation 14.02.2020<br>Texmaco Infrastructure & Holdings Limited – cessation 03.03.2020  |





| Name of the Director  | N. Suresh Krishnan   |                 |                                      |
|---|--|-----------------|--------------------------------------|
| Membership/ Chairmanship of Committees of public Companies (includes only Audit Committee and Stakeholders Relationship Committee) as on 31st March, 2022 | Company  | Audit Committee | Stakeholders' Relationship Committee |
|   | Zuari Agro Chemicals Limited   | Member          | Chairman                             |
| Shareholding in the Company, including shareholding as a beneficial owner.  |  | Nil             |                                      |
| Remuneration proposed to be paid  | Remuneration as approved by the members in the Annual General Meeting held on September 11, 2020 |                 |                                      |

For other details such as number of meetings of Board of Directors attended during the year and remuneration last drawn i.e. as on 31<sup>st</sup> March, 2022, please refer to the Corporate Governance Report (**Annexure - A**) of the Annual Report.

