

NOTICE

To

The Members,

NOTICE is hereby given that the Forty-First (41st) Annual General Meeting of the Members of Paradeep Phosphates Limited ("the Company") will be held on **Tuesday 26th September 2023, at 3:00 P.M. (IST)**, through Video Conference ("VC") / Other AudioVisual Means ("OAVM") ("hereinafter referred to as "electronic mode") to transact the following business:

Ordinary Business:

1. To receive, consider and adopt
 - (a) The Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2023 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 31st March 2023 and the Report of the Auditors thereon.
2. To declare final dividend on equity shares for the financial year 2022-23.
3. To appoint Mr. Saroj Kumar Poddar (DIN: 00008654), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

4. Ratification of Remuneration to Cost Auditor

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 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 2023-24, being ₹ 3,00,000 (Rupees Three Lakhs only) plus applicable taxes and out of pocket expenses incurred by them in connection with the aforesaid audit, be and is hereby ratified and confirmed.

5. Approval of Material Related Party Transaction(s) with related parties

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

"RESOLVED THAT in modification of the earlier resolution passed by the members at their meeting held on 12th September, 2022 and 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 and the applicable provisions of the Companies Act, 2013 ("the Act") if any read with the rules framed thereunder (including any statutory amendment(s) or reenactment(s) thereof, for the time being in force, if any), 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 authorised 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 (whether individual transaction or transaction(s) taken together or series of transaction(s) or otherwise), with 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 during the financial year 2023-2024, 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 authorised person(s) to give effect to this resolution."

6. Appointment of Mrs. Rita Menon (DIN: 00064714) as an Independent Director

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 149,150,152 read with Schedule IV and all other applicable provisions of the Companies Act 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee Mrs. Rita Menon (DIN: 00064714), who was appointed as an Additional Director (Category: Non-Executive Independent) of the Company by the Board of Directors with effect from 27th June 2023 and who hold the office till the conclusion of this 41st Annual General Meeting (AGM) in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act, proposing her candidature for appointment as Director, be and is hereby appointed as Independent Director for a term of 3 (three) years from 27th June 2023 up to 26th June 2026, not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised 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.

7. Re-appointment of Mr. Satyananda Mishra (DIN: 01807198) as an 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 Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV of the Act and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, Mr. Satyananda Mishra (DIN: 01807198 DOB: 17/01/1949), who holds office as an Independent Director up to 3rd November 2023, in respect of whom the Company has received a notice in writing from a member under Section 160 of the of the Act,

proposing his candidature for re-appointment as an Independent Director, be and is hereby reappointed as an Independent Director, not liable to retire by rotation, for a second term of 3 (three) years with effect from 4th November 2023 up to 3rd November 2026.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, approval of the members, be and is hereby accorded for continuation of directorship of Mr. Satyananda Mishra after attaining the age of 75 years, during his tenure as an Independent Director of the Company."

By **Order of the Board of Directors**

Sachin Patil

Company Secretary

Date: 27th June 2023

Registered Office: 5th 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") is annexed hereto. Additional information as required under Regulation 36 of the Listing Regulations and the Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India in respect of the Director seeking appointment/re-appointment at the Annual General Meeting (AGM), forms part of this Notice.
2. Pursuant to General Circular No. 14/2020 dated 8th April 2020, Circular No.17/2020 dated 13th April 2020, Circular No. 20/2020 dated 5th May 2020, Circular No. 02/2021 dated 13th January 2021, Circular No. 19/2021 dated 8th December 2021, Circular No. 21/2021 dated 14th December 2021, Circular No. 2/2022 dated 5th May 2022 and Circular No. 10/2022 dated 28th December 2022 (hereinafter collectively referred to as "MCA Circulars"), the Company is conveying 41st AGM 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 Notice of the 41st Annual General Meeting along with the Annual Report for the financial year 2022-23 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 12th May 2020, 15th January 2021, 13th May 2022 and 5th January 2023. The Notice calling the AGM and Annual Report for the financial year 2022-23 has been uploaded on the website of the Company at www.paradeepphosphates.com. The Notice and Annual Report for the financial year 2022-23 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 and 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.
4. Members attending the meeting through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act. Members holding equity shares of the Company as on Tuesday, 19th September 2023 ('Cut-off date') can join the meeting anytime 30 minutes before commencement of the AGM by following the procedure mentioned in the Notice.
 5. 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 shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and 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.
 6. 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.
 7. Since this AGM is being held through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars (a) Members will not be able to appoint proxies for the meeting, and (b) Attendance Slip & Route Map are not annexed to this Notice.
 8. Corporate shareholders/institutional shareholders intending to send their authorised representative(s) to attend and vote at the 41st AGM are requested to send from their registered e-mail address, scan copy of the relevant Board Resolution/ Authority Letter, etc. authorising their representative(s) to vote, to the Scrutiniser on his e-mail ID at cs.sbhat@gmail.com with a copy marked to cs.ppl@adventz.com
 9. 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.
 10. 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.
 - 11. Record Date:** Members may kindly note that Tuesday, 19th September 2023 has been fixed as the "Record Date" to determine entitlement of members to the final dividend for the financial year 2022-23
 - 12. Dividend:**
 - (i) Pursuant to Finance Act, 2020, dividend income is taxable in the hands of members w.e.f. 1st April 2020. Accordingly, the final dividend, as recommended by the Board of Directors, and if approved at 41st AGM, shall be paid after deducting tax at source ('TDS') at the prescribed rates in accordance with the provisions of the Income Tax Act, 1961, within 30 days from the date of declaration to the beneficial owners in respect of equity shares held by them in dematerialised form whose name appear in the list of beneficial owners furnished by NSDL and Central Depository Services (India) Limited ('CDSL'), as on close of business hours on Tuesday, 19th September 2023.
 - (ii) Detailed information in respect of deduction of tax at source (TDS) on the Final Dividend for the financial year 2022-23 is uploaded on the company website at: <https://www.paradeepphosphates.com/investors/corporate-governance#agmegmpostal-ballot>
 - (iii) In case of members whose bank details are not updated in the records of the Company's Registrar and Share Transfer Agent/Depositories before close of business hours on Tuesday, 19th September 2023 or in case the Company is unable to pay the dividend to any member directly in his/her bank account via electronic clearing service, the Company shall dispatch draft/cheque to such member(s) by post
 13. The statutory registers maintained under Section 170 and Section 189 of the Act shall be made available electronically for inspection by the Members



on the website of the Company at <https://www.paradeepphosphates.com/investors/corporate-governance#agmegmpostal-ballot> during the time of AGM.

14. Members who would like to express their views or ask questions with respect to the agenda items of the meeting will be required to register themselves as speaker by sending e-mail in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs.ppl@adventz.com. The Company reserves the right to restrict the number of questions and / or number of speakers, depending upon availability of time, for smooth conduct of the AGM.

15. E-Voting :

- 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 8th April 2020, 13th April 2020 and 5th May 2020 the Company is providing facility of remote e-voting to its Members in respect of the business 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 authorised 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. Members shall have the option to vote either through remote e-voting or voting through electronic means at the AGM.
- **Detailed instructions for remote e-voting/e-voting and also for attending the AGM are annexed as Annexure - 2**
- Mr. Shivaram Bhat, Practicing Company Secretary (Membership No. ACS 10454) has been appointed by the Board of Directors of the Company as the Scrutiniser for scrutinising the remote e-voting

process as well as voting during the meeting, in a fair and transparent manner.

- **The remote e-voting period begins on Friday 22nd September 2023 at 10.00 A.M. (IST) and ends on Monday 25th September 2023 at 5.00 P.M.(IST).**
- Voting rights of members shall be reckoned on the paid up value of equity shares registered in their name as on the 'Cut-off date' i.e. Tuesday, 19th September 2023.
- Members whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the 'Cut-off date', shall be entitled to avail the facility of remote e-voting or e-voting at the AGM, as the case may be.
- Any person who becomes a Member of the Company after dispatch of the Notice of 41st AGM and holds equity shares as on the 'Cut-off date' may also follow the procedure as outlined in Annexure-2 to this Notice. Any person who is not a Member as on the 'Cut-off date' should treat this Notice for information purpose only.

16. Declaration of results of voting

- The Scrutiniser shall immediately after conclusion of the Annual General Meeting, shall count votes casted on the day of the meeting, thereafter unblock the votes cast through remote e-voting.
- The Scrutiniser will submit, within 2 working days of conclusion of the AGM, a consolidated scrutiniser'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 authorised 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, besides being communicated to Stock Exchanges.



EXPLANATORY STATEMENT

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

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 2023-24 at a remuneration of ₹ 3,00,000 (Rupees Three Lakhs only) plus applicable taxes and out of pocket expenses incurred by them 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 2023-24.

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) 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 1st April 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.

In the financial year 2023-24, the related party transactions as mentioned below, in the aggregate, are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, approval of the Members is being sought by passing an Ordinary Resolution as set out at Item No. 5 of the Notice.

The Audit Committee of the Company has approved the said related party transactions with related parties at its meeting held on 17th May 2023 and has noted that although the said related party transactions are in the ordinary course of business of the Company and shall be entered into at an arm's length basis, they may, in aggregate, cross the applicable materiality thresholds as mentioned above.

Your Board of Directors accordingly recommends passing of the resolution contained in Item No. 5 of this Notice for approval by the Members by way of an ordinary resolutions. 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"> • Purchase of raw materials goods and allied activities • Availing of services • Cost recharge/rebate/demurrage to and from related parties • Interest /claims- receivable/payables 										
5.	Tenure/Duration/Approval Period	For Financial Year 2023-24										
6	Value/Amount of transaction	<p>Transactions amounting to ₹ 7000 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 *</th> </tr> </thead> <tbody> <tr> <td>Indo Maroc Phosphates S.A.</td> <td>3000</td> </tr> <tr> <td>OCP S.A.</td> <td>1700</td> </tr> <tr> <td>Phosphates De Boucraa S.A</td> <td>1700</td> </tr> <tr> <td>Jorf Fertiliser S.A</td> <td>600</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 ₹ 7000 Crores</p>	Name of Related party	Amount of Transactions in a year *	Indo Maroc Phosphates S.A.	3000	OCP S.A.	1700	Phosphates De Boucraa S.A	1700	Jorf Fertiliser S.A	600
Name of Related party	Amount of Transactions in a year *											
Indo Maroc Phosphates S.A.	3000											
OCP S.A.	1700											
Phosphates De Boucraa S.A	1700											
Jorf Fertiliser S.A	600											



7.	The manner of determining the pricing and other commercial terms	The related party transactions are ordinary course of business and at arm's length basis.								
8.	The percentage of the listed entity's consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	<table border="1"> <tr> <td>Indo Maroc Phosphates S.A.</td> <td>22 %</td> </tr> <tr> <td>OCP S.A.</td> <td>13%</td> </tr> <tr> <td>Phosphates De Boucraa S.A</td> <td>13 %</td> </tr> <tr> <td>Jorf Fertiliser S.A</td> <td>4 %</td> </tr> </table>	Indo Maroc Phosphates S.A.	22 %	OCP S.A.	13%	Phosphates De Boucraa S.A	13 %	Jorf Fertiliser S.A	4 %
Indo Maroc Phosphates S.A.	22 %									
OCP S.A.	13%									
Phosphates De Boucraa S.A	13 %									
Jorf Fertiliser S.A	4 %									
9.	Justification as to why the RPT is in the interest of the listed entity	<ul style="list-style-type: none"> 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. 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 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. Arrangement is commercially beneficial. Competitive pricing and at arm's length with assurance of quality and also provides flexibility to our sourcing plants during the volatility of supply. 								
10.	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.								
11.	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 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: Appointment of Mrs. Rita Menon (DIN: 00064714) as an Independent Director

Based on the recommendation of Nomination and Remuneration Committee, the Board by resolution passed on 27th June 2023 approved the appointment of Mrs. Rita Menon (DIN: 00064714) as an Additional Director in the category of Independent Directors w.e.f. 27th June 2023.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), Mrs. Rita Menon holds office as an Additional Director till the date of the ensuing 41st Annual General Meeting (AGM) scheduled on September 26th, 2023.

A notice has been received in writing from a member under Section 160 of the Companies Act, 2013 proposing

appointment of Mrs. Rita Menon as an Independent Director of the Company.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company through resolution passed by circulation on June 27th, 2023 recommended the appointment of Mrs Rita Menon as an Independent Director on the Board of the Company, not liable to retire by rotation, for a term of 3 years commencing from the date of Board's approval i.e. 27th June 2023.

The Company has received in writing from Mrs. Rita Menon (i) consent to act as Director of the Company; (ii) intimation to the effect that she is not disqualified from being appointed as Director in terms of Section 164(2) of the Act; and (iii) declaration that she 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").

In the opinion of the Nomination and Remuneration Committee and the Board, Mrs. Rita Menon fulfils the conditions for appointment as Independent Director as specified in the Act, the Rules made thereunder and



the Listing Regulations and she is independent of the management of the Company.

Mrs. Rita Menon is interested in the resolution set out at Item No. 6 of the Notice. The relatives of Mrs. Rita Menon may be deemed to be 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.

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.

Item No. 7: Re-appointment of Mr. Satyananda Mishra (DIN: 01807198) as an Independent Director of the Company and continuation of directorship after attaining the age of 75 years

Based on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 4th November 2020 and the shareholders at their meeting held on 19th September 2021 had approved the appointment of Mr. Satyananda Mishra (DIN: 01807198), as an Independent Director for a period of 3 years from 4th November 2020 to 3rd November 2023.

Based on his skills, experience, knowledge and performance evaluation and recommendation of the Nomination and Remuneration Committee, the Board by resolution passed on 27th June 2023, has approved, subject to the approval of the shareholders, the re-appointment of Mr. Satyananda Mishra as an Independent Director for a second term of 3 years w.e.f. 4th November 2023 up to 3rd November 2026 and continuation of directorship of Mr. Satyananda Mishra after attaining the age of 75 years, during his tenure as an Independent Director of the Company. The brief profile and other particulars of Mr. Satyananda Mishra as required SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are annexed and forms part of this notice.

In terms of Regulation 17(1A) of the Listing Regulations, the continuation of directorship of any person as a Non-Executive Director, who has attained the age of seventy five years, requires approval of shareholders by way of a special resolution, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointment or continuation of directorship of such a person. The Board recommends the Special resolution in relation to the continuation of directorship of Mr. Satyananda Mishra as an Independent Director, even after he attains the age of 75 years till the expiry of his term

till 3rd November 2026, for the approval of the Members of the Company. Considering his vast experience, it is desirable that he should complete his tenure of 3 years as an Independent Director of the Company.

In the opinion of the Nomination and Remuneration Committee and the Board, Mr. Satyananda Mishra fulfils the conditions for his re-appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management.

A notice has been received in writing by a member under Section 160 of the Companies Act, 2013 proposing re-appointment of Mr. Satyananda Mishra as an Independent Director of the Company.

The Company has received in writing from Mr. Satyananda Mishra (i) consent for re-appointment; (ii) intimation to the effect that he is not disqualified from being re-appointed as Director in terms of Section 164(2) of the Act; and (iii) Form MBP-1 giving disclosure of interest (iv) declaration that he meets the criteria of independence as specified under Section 149 of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and he has confirmed that he is not aware of any circumstance or situation which exist or may be reasonably anticipated that could impair or impact his ability to discharge his duties..

Mr. Satyananda Mishra is interested in the Resolution set out at Item No. 7 of the Notice with regard to his re-appointment. The relatives of Mr. Satyananda Mishra may be deemed to be interested in the Resolution set out at Item No. 7 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 reappointment.

The Board accordingly recommends the Special Resolution set out at Item No. 7 of the Notice for approval of the members.

By **Order of the Board of Directors**

Sachin Patil

Company Secretary

Date: 27th June 2023

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



Annexure-1

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

Name of the Director	Saraj Kumar Poddar	Rita Menon	Satyananda Mishra
Date of Birth	15-09-1945	25-12-1951	17-01-1949
Age	77	71	74
Inter-se relationship with Directors of the Company	None	None	None
Date of First Appointment	05-02-2014	27-06-2023	04-11-2020
Qualification	Bachelor's degree in commerce from St. Xavier's College, University of Calcutta	MA (Economics) from Delhi School of Economics. Retired IAS Officer of 1975 batch.	Bachelor's and master's degree in English from Utkal University. Retired IAS Officer of 1973 batch.
Functional Expertise & Experience including brief resume.	Mr. Saraj Kumar Poddar is also the Chairman of the Adventz Group. He has served as the President of the Federation of Indian Chambers of Commerce and Industry and was also appointed as a member of the Board of Trade and a member of the Court of the Indian Institute of Science, Bangalore by the Government of India. He was also on the Advisory Council of N M Rothschild (India) Limited. He is also a recipient of the Rashtriya Samman award from the Central Board of Direct Taxes.	In her career as IAS officer she has worked in various positions like CMD of ITPO, Chairperson of TNTPO & KTPO, Joint Secretary to Secretary Positions at various Central Ministries, MD of UP Finance Corporation, Director at various central and private sector undertakings like BEL, GRSEL, Goa Shipyard Limited, Mazagaon Dock Limited, SIDBI etc.	Mr. Satyananda Mishra, a career civil servant and member of the IAS, has more than 4 decades of experience in Public Service. He has held various important positions in the Government of Madhya Pradesh, such as, Principal Secretary of Departments of Public Works, Revenue and Housing & Environment. He also held the positions of Development Commissioner of Small Scale Industries, Establishment Officer and Secretary, Department of Personnel & Training in the Government of India before he retired in September 2008. He has served as Chairman of the Multi-Commodity Exchange of India Limited and as an Independent Director of SIDBI. At present, he is serving as a Director on the Boards of REVA University, Bangalore and the National Foundation of India.
In case of Independent Directors, Skills and capabilities required for the role	NA	Legal & compliance, corporate governance and industry knowledge	Strategic, Business Management Understanding of the relevant laws, rules, regulation policies applicable to the organisation /industry/ sector

Terms and Conditions of re-appointment	Re-appointment on retirement by rotation	As per Explanatory Statement	As per Explanatory Statement
Directorship held in other companies (excluding foreign companies & Section 8 companies) as on 31st March 2023.	<ul style="list-style-type: none"> • Chambal Fertilisers and Chemicals Limited • Texmaco Rail & Engineering Limited • Zuari Industries Limited • Texmaco Infrastructure & Holdings Limited • Zuari Agro Chemicals Limited • Hepo India Private Limited • Hettich India Private Limited • Lionel India Limited • Adventz Finance Private Limited • Adventz Homecare Private Limited • Forte Furniture Products India Private Limited 	<ul style="list-style-type: none"> • Chambal Fertilisers and Chemicals Limited • Mangalore Chemicals & Fertilisers Limited 	<ul style="list-style-type: none"> • Ugro Capital Limited • Invesco Trustee Private Limited • India International Depository IFSC Limited
Listed entities from which the person has resigned in the past 3 years	-	-	63 Moons Technologies Limited
Membership/ Chairmanship of Committees of public Companies (includes only Audit Committee & Stakeholders Relationship Committee) as on 31st March 2023.	NA	Chambal Fertilisers and Chemicals Limited - Member of Audit & Chairman of Stakeholders Relationship Committee Mangalore Chemicals & Fertilisers Limited - Member of Audit & Stakeholders Relationship Committee	Ugro Capital Limited - Member of Audit & Stakeholders Relationship Committee
Shareholding in the Company, including shareholding as a beneficial owner.	Nil		Nil
Remuneration proposed to be paid	remuneration as approved by the members in AGM dt. 12 th September 2022	Sitting fee and remuneration as approved by the members in AGM dt. 12 th September 2022	Sitting fee and remuneration as approved by the members in AGM dt. 12 th September 2022

For other details such as number of meetings of Board of Directors attended during the year and remuneration last drawn i.e., as on 31st March 2023, please refer to the Corporate Governance Report (Annexure -A) to the Directors Report.



Annexure -2

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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

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

The voting period begins on Friday 22nd September 2023 at 10.00 AM (IST) and ends on Monday 25th September 2023 at 5:00 PM (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) i.e. 19th September 2023 may cast their vote electronically.

Detailed steps on the process and manner for remote e-voting/e-voting at the AGM and to access the VC facility at the AGM, is given below:

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

In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 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 CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>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 https://web.cdslindia.com/myeasinew/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & 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.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>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: https://eservices.nsd.com 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 & voting during the meeting.</p>



Type of shareholders	Login Method
	<p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<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 & 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 abovementioned 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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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.

- (i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

The shareholders should log on to the e-voting website www.evotingindia.com.

- 1) Click on "Shareholders" module.
- 2) 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.
- 3) Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.



- 4) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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"> 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.
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"> 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.

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN of the Company.
- (vi) 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.

- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) 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.
- (xii) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutiniser for verification.

(xiii) 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 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.

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 scrutiniser 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 authorised signatory who are authorised to vote, to the Scrutiniser at the email address cs.sbhat@gmail.com with a copy marked to the Company at the email address cs.ppl@adventz.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutiniser 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 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 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 at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs.ppl@adventz.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs.ppl@adventz.com. These queries will be replied to by the Company suitably by email.
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 EGM/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 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 or call toll free no. 1800 22 55 33.



