



# INDIAN PHOSPHATE LIMITED

## **Calendar events of Postal Ballot**

<b><u>SL.No</u></b>	<b><u>Event</u></b>	<b><u>Date</u></b>
1	Cut-off Date (for sending Notice and eligibility of e-voting)	March 20, 2026 (Friday)
2	Date of completion of dispatch of Postal Ballot Notice	March 23, 2026 (Monday)
3	Start of e-voting (date & time)	March 24, 2026 (Tuesday)
4	End of e-voting (date & time)	April 22, 2026 (Wednesday)
5	Date of submission of Scrutinizer's Report	On or before April 24, 2026 (Friday)
6	Date of submission of results of Postal Ballot	On or before April 24, 2026 (Friday)

**Regd. Office :** Plot no. 638, Sector-11, Udaipur 313001 Rajasthan, India

**Factory :** Plot 5056, Village Umarda, Distt. Udaipur - 313 015 (Rajasthan)

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**CIN :** U24142RJ1998PLC015271, **Contact :** 0294 2946959, +91 8003642968



# INDIAN PHOSPHATE LIMITED

## POSTAL BALLOT NOTICE

**NOTICE** is hereby given to the Members of **Indian Phosphate Limited** (CIN: U24142RJ1998PLC015271) pursuant to Section 108 and 110 of the Companies Act, 2013 (“Act”) and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “Postal Ballot Rules”) read with the General Circular No.14/2020 dated April 18,2020,17/2020 dated April 13,2020,22/2020 dated June 15,2020,33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 read with other relevant circulars, including General Circular No.10/2021 dated June 23,2021,General Circular No.20/2021 dated December 8, 2021 and General Circular no.3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (here in after collectively referred to as (“MCA Circulars”),the Resolutions set out below are proposed to be passed by the Members of Indian Phosphate Limited through Postal Ballot only through the remote e-voting process.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, The Company is sending this Postal Ballot Notice in electronic form only and has extended only the remote e-voting facility for its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot form. The Company has appointed Central Depository Services Limited (“CDSL”) for facilitating remote e-voting to enable the Members to cast their votes electronically. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. The instructions for Remote e-voting are appended to this Postal Ballot Notice.

The Board of Directors of the Company have appointed Mr. Mohit Vanawat (M. No. 11834 & C.P. no. 16528), Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot through the e-voting process in affair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

You are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process from Tuesday, March 24, 2026 (9:00 a.m. IST) to not later than 5:00 p.m. IST on Wednesday, April 22, 2026, failing which it will be strictly considered that no reply has been received from the Member.

After the completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company or any person authorized by the Chairman. The results of Postal Ballot shall be declared by the Chairman on or before Friday, April 24, 2026 along with the Scrutinizer’s report at the Registered Office of the Company and also be displayed at the Registered office of the Company, communicated to the Stock Exchanges and will also be uploaded on the Company’s website viz. [www.indianphosphate.com](http://www.indianphosphate.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) and also on the website of stock exchanges viz. <https://www.nseindia.com/>.

The proposed Resolutions, if approved, shall be deemed to have been passed on the last date of voting, i.e. Wednesday, April 22, 2026.

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# INDIAN PHOSPHATE LIMITED

## SPECIAL BUSINESS

### ITEM No. 1:

#### Approval for Granting Unsecured Loan to Subsidiary Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder, and in compliance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including Regulation 23 relating to Related Party Transactions and other applicable regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the Members of the Company be and is hereby accorded to grant unsecured loan(s), from time to time, to its Subsidiary Company, M/s Shriyam Projects Private Limited, up to an aggregate outstanding amount not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crores only), on such terms and conditions as may be determined by the Board of Directors of the Company during FY 2026-27.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as maybe required, settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all decisions from the powers herein conferred to, without being required to seek any further consent/approval from the members of the Company.”

### ITEM No. 2:

#### Approval for borrowing Unsecured Loan from Subsidiary Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 179, Section 180(1)(c), Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder, and in compliance with Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded for borrowing / availing unsecured loan(s), from time to time, from its Subsidiary Company, M/s Shriyam Projects Private Limited, up to an aggregate amount not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crores only), on such terms and conditions as may be determined by the Board of Directors of the Company during FY 2026-27.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above

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resolution and matters connected therewith or incidental thereto including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as maybe required, settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all decisions from the powers herein conferred to, without being required to seek any further consent/approval from the members of the Company.”

**By the order of the Board of Directors  
For Indian Phosphate Limited**

**Place: Udaipur  
Date: 18.03.2026**

**Sd/-  
Ravindra Singh  
Managing Director  
DIN: 01373396**

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## NOTES:

1. The notice of postal ballot will be sent to Members of the Company, whose name appear in the Register of Members/List of Beneficial Owners provided by National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) as on Friday, 20<sup>th</sup> March , 2026 (“Cut-off date”) (including those Members who may not have received this Postal Ballot Notice due to non-registration of the email address with (the Company/Depositories), shall be entitled to vote in relation to the resolutions specified in this Postal Ballot Notice. A person who is not a Member as on Friday 20<sup>th</sup> March, 2026 should treat this Postal Ballot Notice for information purposes only.
2. A copy of this Postal Ballot Notice will also be available on the website of the Company at [www.indianphosphate.com](http://www.indianphosphate.com) under “Investors” section, and on the relevant section of the website of the Stock Exchanges on which the Equity Shares of the Company are listed i.e.at [www.nseindia.com](http://www.nseindia.com) and also the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com)
3. Remote e-voting facility will be available during the following period to members whose name appear in list of beneficial owners provided by NSDL & CDSL as on Cut-off date:

<b>Commencement of e-voting</b>	From 9.00 a.m.(IST) on 24/03/2026 (Tuesday)
<b>End of e-voting</b>	Upto 5.00 p.m.(IST) on 22/04/2026 (Wednesday)

4. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Rules, MCA Circulars and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the has appointed CDSL for facilitating remote e-voting to enable the Members to cast their votes electronically.
5. Members holding shares in dematerialised mode are requested to register/update their KYC details including email address with the relevant Depository Participants. Members holding shares in physical form are requested to register/update their KYC details including email address by writing it to Company’s RTA at [info@bigshreonline.com](mailto:info@bigshreonline.com) along with the copy of the share certificate (front and back), self-attested copy of the PAN card and such other documents as may be prescribed by them.
6. Members are requested to carefully read the “Procedure and Instructions for remote e-voting” given below.

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

- (i) The voting period begins on 24<sup>th</sup> March, 2026 at 9:00 AM and ends on 22<sup>nd</sup> April, 2026 at 5:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20<sup>th</sup> March, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) 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.

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.

- (iii) 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 for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	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.

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	<p>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. 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.</p> <p>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></p> <p>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. 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.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>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.</p> <p>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></p> <p>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-</p>

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	<p>Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<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.</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 <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. 1800225533.
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

(iv) Login method for Remote e-Voting 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.

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- 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 Shareholders holding shares in Demat Form other than individual and Physical Form</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 <b>OR</b> 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 as mentioned in instruction (v).</li></ul>

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

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- (viii) which Click on the EVSN for the relevant Company i.e. INDIAN PHOSPHATE LIMITED on you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians**
- 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.

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- 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 and to the Company at the email address viz [investor@indianphosphate.com](mailto:investor@indianphosphate.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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# INDIAN PHOSPHATE LIMITED

## EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013:

### Item No. 1

Shriyam Projects Private Limited is a Subsidiary of Indian Phosphate Limited. The subsidiary may require financial assistance for its working capital requirement/ business expansion / other business operations.

Shriyam Projects Private Limited is a Related Party of the Company, the proposed transactions fall within the scope of Related Party Transactions as specified under Section 188(1) of the Companies Act, 2013.

The proposed granting of loan will be undertaken in the ordinary course of business and on an arm's length basis.

Since the aggregate value of the transactions is expected to be up to Rs. 50,00,00,000/- (Rupees Fifty Crore only) during the relevant financial year(s), approval of the Members of the Company is required in accordance with the provisions of the Companies Act, 2013 and applicable rules.

Hence, approval of Shareholders is being sought for the said Related Party Transaction proposed to be entered into together with the existing transaction by your Company with Related Party. The Details of the proposed RPTs between the Company and Shriyam Projects Private Limited pursuant to SEBI Circular dated 14.02.2025 and 26.06.2025 & Industry Standards on "Minimum information to be provided for Review of the Audit Committee and Shareholders for Approval of Related Party Transaction (RPT)" is given in **Annexure - I**.

### Annexure - I

Sr. No.	Particulars	Details
<b>A(1): Basic details of the related party</b>		
1.	Name of the Related Party	Shriyam Projects Private Limited
2.	Country of incorporation of the related party	India
3.	Nature of transaction	Granting loan to Subsidiary Company
<b>A(2): Relationship and ownership of the related party</b>		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving	Subsidiary of Indian Phosphate Limited

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# INDIAN PHOSPHATE LIMITED

	the subsidiary) and the related party.							
2.	<p>Shareholding or contribution % or profit &amp; loss sharing % of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</p> <p><i>Explanation:</i> Indirect shareholding shall mean shareholding held through any person, over which the listed entity or subsidiary has control.</p>	Shareholding of 51%						
3.	<p>Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).</p> <p><i>Explanation:</i> Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</p>	NIL						
<b>A(3): Details of previous transactions with the related party</b>								
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<p>Details of transaction undertaken by Listed entity are as under:</p> <table border="1"><thead><tr><th>Sr. No.</th><th>Nature of transaction</th><th>FY 2024-25</th></tr></thead><tbody><tr><td>1.</td><td>Unsecured Loan</td><td>NIL</td></tr></tbody></table>	Sr. No.	Nature of transaction	FY 2024-25	1.	Unsecured Loan	NIL
Sr. No.	Nature of transaction	FY 2024-25						
1.	Unsecured Loan	NIL						

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2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	NIL
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No
<b>A(4): Amount of the proposed transaction(s)</b>		
1.	Total amount of all the proposed transactions being placed for approval in the current meeting.	Not exceeding Rs. 50,00,00,000/- (Rupees Thirty Crores only)
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	5.66%
4.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if	384.62%

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	consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.									
5.	Financial performance of the related party for the immediately preceding financial year: (FY 2024-25)	<table border="1"><thead><tr><th>Particulars</th><th>Amount in Crores</th></tr></thead><tbody><tr><td>Turnover</td><td>13.00</td></tr><tr><td>Profit after tax</td><td>00.20</td></tr><tr><td>Net worth</td><td>00.19</td></tr></tbody></table>	Particulars	Amount in Crores	Turnover	13.00	Profit after tax	00.20	Net worth	00.19
Particulars	Amount in Crores									
Turnover	13.00									
Profit after tax	00.20									
Net worth	00.19									
<b>A(5): Basic details of the proposed transaction</b>										
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Granting loan to Subsidiary Company								
2.	Details of each type of the proposed transaction	Granting loan to Subsidiary Company								
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Regular, year to year basis as may be determined by the Audit committee and Board during the relevant financial year(s)								
4.	Whether omnibus approval is being sought?	Yes								
5.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	5.66%								
6.	Justification for the transaction	The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company.								
7.	Details of the promoter(s)/ director(s) / key managerial	Mr. Ravindra Singh, Promoter & Managing Director, Mr. Rushil Arora Promoter Director, Mrs. Mamta Arora Promoter, Mr. Rohit								

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	personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Paragbhai Parmar, Director & CFO of listed company are also directors in Subsidiary Company.
8.	Pricing and other terms	On arm's length basis and comparable to market rates
9.	Manner of determining pricing	Based on prevailing market prices, quotations, and commercial negotiations
10.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not applicable
<b>B(1): Disclosure <i>only</i> in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances: NA</b>		
<b>B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary:</b>		
1.	Source of funds in connection with the proposed transaction.  <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.</i>	Internal accrual
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:  <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</i>	NA
	a. Nature of indebtedness	
	b. Total cost of borrowing	

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	c. Tenure	
	d. Other details	
3.	<p>Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.</p> <p><i>Note:</i></p> <p>(1) <i>This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</i></p> <p>(2) <i>Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.</i></p>	NA
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	1% above bank interest rate, from time to time.
5.	Maturity / due date	After 5 years
6.	Repayment schedule & terms	On long term basis
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	NA
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Financial assistance/working capital requirement/expansion/other business operations.

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<b>B(3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary: NA</b>		
<b>B(4). Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee ), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary: NA</b>		
<b>B(5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary: NA</b>		
<b>B(6). Disclosure only in case of transactions relating to transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate: NA</b>		
<b>B(7). Disclosure only in case of transactions relating to payment of royalty: NA</b>		
<b>C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary:</b>		
1.	Latest credit rating of the related party  <i>Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</i>	NA
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.  <i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i>  In Addition, state the following:	NIL

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<p><i>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</i></p> <p><i>b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</i></p> <p><i>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</i></p> <p><i>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</i></p> <p><i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i></p>	
<b>C(2). Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary: NA</b>	
<b>C(3). Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary: NA</b>	
<b>C(4). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary: NA</b>	

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**C(5). Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate: NA**

**C(6). Disclosure only in case of transactions relating to payment of royalty: NA**

The Board of Directors, after considering all relevant factors, is of the opinion that the proposed transactions are in the best interest of the Company, as they enable consistent sales volumes and strengthen business relationships.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, directorship or interest in Shriyam Projects Private Limited, if any.

The Board recommends the passing of the accompanying resolution by the Members of the Company.

## **Item No. 2**

Shriyam Projects Private Limited is a Subsidiary of Indian Phosphate Limited. The Listed Entity requires financial assistance for its working capital requirement/ business expansion / other business operations.

Shriyam Projects Private Limited is a Related Party of the Company, the proposed transactions fall within the scope of Related Party Transactions as specified under Section 188(1) of the Companies Act, 2013.

The proposed borrowings will be undertaken in the ordinary course of business and on an arm's length basis.

Since the aggregate value of the transactions is expected to be up to Rs. 50,00,00,000/- (Rupees Fifty Crore only) during the relevant financial year(s), approval of the Members of the Company is required in accordance with the provisions of the Companies Act, 2013 and applicable rules.

Hence, approval of Shareholders is being sought for the said Related Party Transaction proposed to be entered into together with the existing transaction by your Company with Related Party. The Details of the proposed RPTs between the Company and Shriyam Projects Private Limited pursuant to SEBI Circular dated 14.02.2025 and 26.06.2025 & Industry Standards on "Minimum information to be provided for Review of the Audit Committee and Shareholders for Approval of Related Party Transaction (RPT)" is given in **Annexure - II**.

## **Annexure - II**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
	<b>A(1): Basic details of the related party</b>	
1.	Name of the Related Party	Shriyam Projects Private Limited

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2.	Country of incorporation of the related party	India
3.	Nature of transaction	Borrowing from Subsidiary Company
<b>A(2): Relationship and ownership of the related party</b>		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.	Subsidiary of Indian Phosphate Limited
2.	Shareholding or contribution % or profit & loss sharing % of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. <i>Explanation:</i> Indirect shareholding shall mean shareholding held through any person, over which the listed entity or subsidiary has control.	Shareholding of 51%
3.	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). <i>Explanation:</i> Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	NIL

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<b>A(3): Details of previous transactions with the related party</b>								
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Details of transaction undertaken by Listed entity are as under: <table border="1"><thead><tr><th>Sr. No.</th><th>Nature of transaction</th><th>FY 2024-25</th></tr></thead><tbody><tr><td>1.</td><td>Unsecured Loan</td><td>NIL</td></tr></tbody></table>	Sr. No.	Nature of transaction	FY 2024-25	1.	Unsecured Loan	NIL
Sr. No.	Nature of transaction	FY 2024-25						
1.	Unsecured Loan	NIL						
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	NIL						
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No						
<b>A(4): Amount of the proposed transaction(s)</b>								
1.	Total amount of all the proposed transactions being placed for approval in the current meeting.	Not exceeding Rs. 50,00,00,000/- (Rupees Thirty Crores only)						
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes						

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3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	5.66%								
4.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	384.62%								
5.	Financial performance of the related party for the immediately preceding financial year: (FY 2024-25)	<table border="1"><thead><tr><th>Particulars</th><th>Amount in Crores</th></tr></thead><tbody><tr><td>Turnover</td><td>13.00</td></tr><tr><td>Profit after tax</td><td>00.20</td></tr><tr><td>Net worth</td><td>00.19</td></tr></tbody></table>	Particulars	Amount in Crores	Turnover	13.00	Profit after tax	00.20	Net worth	00.19
Particulars	Amount in Crores									
Turnover	13.00									
Profit after tax	00.20									
Net worth	00.19									
<b>A(5): Basic details of the proposed transaction</b>										
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Borrowing from Subsidiary Company								
2.	Details of each type of the proposed transaction	Borrowing from Subsidiary Company								
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Regular, year to year basis as may be determined by the Audit committee and Board during the relevant financial year(s)								
4.	Whether omnibus approval is being sought?	Yes								
5.	Value of the proposed transactions as a percentage of the listed entity's annual	5.66%								

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	consolidated turnover for the immediately preceding financial year	
6.	Justification for the transaction	The Board is of the opinion that the aforesaid proposal is in the best interest of the Company as it will contribute to continuous growth in sales and profit of the Company.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Mr. Ravindra Singh, Promoter & Managing Director, Mr. Rushil Arora Promoter Director, Mrs. Mamta Arora Promoter, Mr. Rohit Paragbhai Parmar, Director & CFO of listed company are also directors in Subsidiary Company.
8.	Pricing and other terms	On arm's length basis and comparable to market rates
9.	Manner of determining pricing	Based on prevailing market prices, quotations, and commercial negotiations
10.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not applicable
<b>B(1): Disclosure <i>only</i> in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances: NA</b>		
<b>B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary: NA</b>		
<b>B(3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary: NA</b>		
<b>B(4). Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee ), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary: NA</b>		
<b>B(5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary</b>		
1.	Material covenants of the proposed transaction	As per the agreement to be executed between the parties.

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2.	Interest rate (in terms of numerical value or base rate and applicable spread)	1% above bank interest rate, from time to time.
3.	Cost of borrowing <i>Note: This shall include all costs associated with the borrowing</i>	1% above bank interest rate, from time to time.
4.	Maturity / due date	After 5 years
5.	Repayment schedule & terms	On long term basis
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	NA
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	Financial assistance/working capital requirement/expansion/other business operations.
<b>B(6). Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate: NA</b>		
<b>B(7). Disclosure only in case of transactions relating to payment of royalty: NA</b>		
<b>C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary: NA</b>		
<b>C(2). Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary: NA</b>		
<b>C(3). Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary: NA</b>		
<b>C(4). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary</b>		
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements <i>Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies.</i>	

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	a. Before transaction	Listed Entity: .12 Subsidiary: 8.60
	b. After transaction	Listed Entity: 0.83 Subsidiary: 8.60
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements  <i>Note: This shall not be applicable to listed banks/NBFC/insurance companies/ housing finance companies.</i>	
	a. Before transaction	Listed Entity: 3.24 Subsidiary: 2.88
	b. After transaction	Listed Entity: 1.27 Subsidiary: 8.60
<b>C(5). Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate: NA</b>		
<b>C(6). Disclosure only in case of transactions relating to payment of royalty: NA</b>		

The Board of Directors, after considering all relevant factors, is of the opinion that the proposed transactions are in the best interest of the Company, as they enable consistent sales volumes and strengthen business relationships.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, directorship or interest in Shriyam Projects Private Limited, if any.

The Board recommends the passing of the accompanying resolution by the Members of the Company.

**By the order of the Board of Directors  
For Indian Phosphate Limited**

Sd/-  
**Ravindra Singh**  
Managing Director  
DIN: 01373391

Place: Udaipur  
Date: 18.03.2026

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