



Rama Phosphates Ltd.

CIN: L24110MH1984PLC033917

MFG of SSP Fertilizer, Sulphuric Acid, Oleum 23% / 65%, Chlorosulphonic Acid, Edible Soya Oil, Soya De Oiled Cake, Lecithin, MgSO₄, ZnSO₄ (Hepta & Mono Hydrate), Mix Micronutrients, Sulphur DP, SSF, Phospho Gypsum, LABSA.

Ref : RPL/2024
Date : June 06, 2024
To,

Bombay Stock Exchange Limited Corporate Relationship Department Phiroze Jeejeebhoy Towers, 25 th Floor, Dalal Street, Fort, Mumbai 400 001	National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, Block G, Bandra-Kurla Complex, Bandra (East) Mumbai 400 051
Scrip Code: 524037	Symbol : RAMAPHO

Dear Sir/Madam,

Sub: Notice of Postal Ballot through Electronic Voting

Further to our letter dated May 30, 2024 and pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Postal Ballot Notice for seeking approval of Members of the Company by way of Special Resolution through remote electronic voting process ('remote e-voting') for appointment of:

1. Mr. Ratneshwar Prasad (DIN - 10625105) as an Independent Director of the Company;
2. Mr. Pushpangadan Mangari (DIN - 01667572) as an Independent of the Company; and
3. Mr. Kishore Sukthanker (DIN - 10611925) as Non-Executive Director of the Company.

The Notice is being sent to all the Members, whose name appears in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the Company / Depository Participants as on Tuesday, 4th June, 2024 ('Cut Off Date'). Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice.

The Company has engaged the services of Central Depository Services (India) Limited ('CDSL') to provide remote e-voting facility to its Members. The remote e-voting period will commence from Monday, 10th June, 2024 at 9.00 a.m. (IST) and ends on Tuesday, 9th July, 2024 at 5.00 p.m. (IST).

The Notice of Postal Ballot along with the explanatory statement and instructions for remote e-voting is available on the website of the Company at www.ramaphosphates.com

Please take the above information on record.

Thanking you,

Yours faithfully,
For RAMA PHOSPHATES LIMITED

JAMBU KUMAR
PARAKH
Digitally signed by JAMBU
KUMAR PARAKH
Date: 2024.06.06 12:18:55
+05'30'

J K PARAKH
CHIEF FINANCIAL OFFICER

Encl.: as above

**RAMA PHOSPHATES LTD.**

Regd. Office: 51-52, Free Press House, Nariman Point, Mumbai 400021.

Tel: 91-22-2283 3355 / 2283 4182; **Fax:** 91-22-2204 9946

Email: rama@ramagroup.co.in; **Website:** www.ramaphosphates.com

Corporate Identification No.: L24110MH1984PLC033917

NOTICE OF POSTAL BALLOT

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, ('the Act'), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') read with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 02/2022 dated 5th May, 2022, 10/2022 dated 28th December, 2022 and the latest one being General Circular No. 9/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs ('MCA Circulars') and Secretarial Standard on General Meetings issued by Institute of Company Secretaries of India ('SS-2') any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), that the Special Resolution as set out in this Notice is proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only.

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

In compliance with Regulation 44 of the SEBI (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 framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company / Registrar and Transfer Agent ('RTA') / Depositories. The details of the procedure to cast the vote form part of the Notes to this Notice.

The remote e-voting period commences on **Monday, the 10th day of June, 2024 at 9.00 A.M. (IST)** and shall end on **Tuesday, the 9th day of July, 2024 at 5.00 P.M. (IST)**.

The Company has appointed Mr. Sanjay Dholakia, Practicing Company Secretary (FCS 2655 / CP 1798) to act as the Scrutinizer ('Scrutinizer'), for conducting the Postal Ballot process, in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company (the Chairman) or any other person authorized by the Chairman, and the results of the voting by Postal Ballot will be announced not later than 48 hours from the conclusion of the e-voting. The results declared along with the Scrutinizer's Report shall be communicated in the manner provided in this Postal Ballot Notice.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited and the National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website at www.ramaphosphates.com

SPECIAL BUSINESS

1. Appointment of Mr. Ratneshwar Prasad (DIN: 10625105) as an Independent Director of the Company

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, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Ratneshwar Prasad (DIN: 10625105), who was appointed as an Additional Director in the capacity of an Independent Director with effect from May 30, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 2 (two) years till May 29, 2026, and that he shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of the SEBI Listing Regulations and other applicable provisions, if any, the consent of the members of the Company be and is hereby accorded for continuation of directorship of Mr. Ratneshwar Prasad (DIN: 10625105) as an Independent Director of the Company beyond the age of 75 (Seventy Five) years till the expiry of his current term till May 29, 2026.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the this resolution.”

2. Appointment of Mr. Pushpangadan Mangari (DIN: 01667572) as an Independent Director of the Company

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, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Pushpangadan Mangari (DIN: 01667572), who was appointed as an Additional Director in the capacity of an Independent Director with effect from May 30, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 1 (one) year till May 29, 2025, and that he shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the this resolution.”

3. Appointment of Mr. Kishore Sukthanker (DIN: 10611925) as a Non-Executive Director of the Company

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 152 and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Kishore Sukthanker (DIN – 10611925), who was appointed by the Board of Directors as an Additional Director of the Company with effect from May 30, 2024 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17(1A) of the SEBI Listing Regulations and other applicable provisions, if any, the consent of the members of the Company be and is hereby accorded to continue the directorship of Mr. Kishore Sukthanker (DIN – 10611925) who shall attain the age of 75 (Seventy Five) years on July 21, 2027, as Non-Executive Director of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the this resolution.”

NOTES:

1. The Explanatory Statement and reasons for the proposed Special Resolution pursuant to Section 102 of the Companies Act, 2013 (‘the Act’) read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 (‘Rules’) as amended, setting out material facts are appended herein below. Details in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and SS-2, in respect of Director seeking appointment / re-appointment is provided as **annexure** and form part of the Explanatory Statement forming part of this Postal Ballot Notice (‘Notice’).
2. In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company and as received from National Securities and Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (‘Depositories’) / Link Intime India Private Limited, the Company’s RTA as on **Tuesday, 4th day of June, 2024 (‘Cut-Off Date’)** and whose e-mail IDs are registered with the Company / Depositories / RTA. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No. 9. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off date i.e. **Tuesday, 4th day of June, 2024**. The Members, whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories as on **Tuesday, 4th day of June, 2024**, being the cut-off date, are entitled to vote on the Resolution set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
3. In accordance with the MCA Circulars and SEBI Circular, physical copies of the Notice along with Postal Ballot Form and pre-paid business reply envelope(s) are not being sent to the Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
4. Pursuant to the provisions of Section 108 and Section 110 of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and

Regulation 44 of the Listing Regulations and SS-2, (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Company is offering e-voting facility to enable the Members to cast their votes electronically and the Company has availed the services of Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency in accordance with the process specified in this Notice

5. The remote e-voting shall commence on **Monday, June 10, 2024 at 9:00 a.m. (IST)** and shall end on **Tuesday, July 9, 2024 at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off date may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
6. A copy of this Postal Ballot Notice is also available on the website of the Company at www.ramaphosphates.com, website of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on the website of CDSL at www.evotingindia.com.
7. The voting for this Postal Ballot cannot be exercised through proxy.
8. Members who wish to inspect the documents referred to in the Notice or Explanatory Statement may send their requests at compliance@ramaphosphates.com from their registered email address mentioning their Name, Folio Number / DP ID & Client ID until the last date of remote e-voting period of this Postal Ballot i.e. **Tuesday, July 9, 2024**.
9. In respect of shares held in demat form, Members who have not registered their email address are requested to register the same with their respective DP.

In respect of shares held in physical form, Members who want to register their email address, will need to ensure complete KYC compliance for their folio. Such Shareholders can download the relevant Forms i.e. Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14, for registering/changing KYC details from RTA's website at <https://liiplweb.linkintime.co.in/KYC-downloads.html>. The following details viz. PAN of all the holders, Address with PIN code, Email address, Mobile No., Bank Account details of the first holder, Specimen Signature and Nomination details need to be submitted by the holders of physical securities along with supporting documents.

10. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Registrar & Transfer Agent – Link Intime India Private Limited at rnt.hepldesk@linkintime.co.in along with the copy of the signed request letter in Form ISR-1 mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Aadhaar, Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to the Company at compliance@ramaphosphates.com and to the Registrar and Transfer Agent - Link Intime India Private Limited at rnt.hepldesk@linkintime.co.in
11. The Resolution, if passed by the requisite majority, will be deemed to have been passed on the last date specified for remote e-voting i.e. **Tuesday, July 9, 2024**. Further, resolution passed by the Members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members
12. Once the vote on a Resolution is cast by the Member the Member, shall not be allowed to change it subsequently
13. The declared results along with the Report of the Scrutinizer shall be forwarded to the Stock Exchanges - BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and shall be uploaded on the website of the Company i.e. www.ramaphosphates.com and website of CDSL i.e. www.evotingindia.com

14. **The instructions for remote e-voting by Shareholders are as under:**

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

- (i) 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 above said SEBI Circular, Login method for e-Voting 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	<ol style="list-style-type: none"> 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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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, so that the user can visit the e-voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from an e-voting link available on www.cdslindia.com home page. 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 e-voting is in progress and also able to directly access the system of all e-voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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: 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” unde 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. 2) 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 3) 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

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.

(ii) 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
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com 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 :

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<p>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.</p> <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.

- (iii) After entering these details appropriately, click on “**SUBMIT**” tab.
- (iv) 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.
- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the **EVS**N for the Company which is **240605002** on which you choose to vote.
- (vii) 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.

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

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2 .For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. 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 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 at toll free no. 1800 22 55 33

By Order of the Board
For Rama Phosphates Limited

Bhavna Dave
Company Secretary

Place: Mumbai
Date: May 30, 2024

Corporate Office:

51-52, Free Press House,
Free Press Journal Marg,
Nariman Point,
Mumbai 400021

Tel: 022-22834123

Email: compliance@ramaphosphates.com

Website: www.ramaphosphates.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 and 110 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Resolution Nos. 1 to 3 to be passed as mentioned in the accompanying Notice:

Item No. 1 - Appointment of Mr. Ratneshwar Prasad (DIN: 10625105) as an Independent Director of the Company

The Board of Directors of the Company ("Board"), based on the recommendation of the Nomination and Remuneration Committee ("NRC") and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, has approved the appointment of Mr. Ratneshwar Prasad (DIN: 10625105) as an Additional Director, designated as an Independent Director of the Company for a term of 2 (two) consecutive years with effect from May 30, 2024 to May 29, 2026 (both days inclusive) subject to the approval of the members through a special resolution.

Mr. Ratneshwar Prasad has provided the Company (i) his consent in writing to act as Director; (ii) intimation to the effect that he is not disqualified under Section 164(1) and 164(2) of the Act; (iii) he is not debarred from holding the office of Independent Director by virtue of any SEBI order or any other such authority and are in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (iv) a declaration that he meets with the criteria of independence as prescribed under Section 149 (7) of the Act and Regulation 16(1)(b) of the Listing Regulations; (v) he is registered in the Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs ("IICA") and; (vi) other disclosures under other applicable provisions. Further, the Company has also received a notice in writing from a member of the Company proposing the candidature of Mr. Prasad under the provisions of Section 160 of the Act.

In accordance with Regulation 17(1A) of the SEBI Listing Regulations, appointment or continuation of a Non-Executive Director after attaining age of 75 (Seventy Five) years requires approval of members of the Company by way of Special Resolution. Mr. Ratneshwar Prasad have already attained the age of 75 (Seventy Five) years during the proposed appointment and in view of the same, Board of Directors, recommends passing of Special Resolution for continuation of his directorship as Independent Non-Executive Director, beyond the age of 75 (Seventy Five) years till the expiry of his current term till May 29, 2026.

The NRC had previously finalized the desired attributes for the selection of the Independent Director(s) such as experience, expertise and independence etc. Basis on those attributes, the NRC recommended the candidature of Mr. Prasad.

In the opinion of the Board, Mr. Prasad fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his appointment as an Independent Director of the Company, as he is independent of the management and possesses appropriate skills, experience and knowledge. Considering the extensive experience of Mr. Prasad as well as his educational background, appointment of Mr. Prasad as an Independent Director is highly in the interest of the Company.

The resolution seeks the approval of members for the appointment of Mr. Ratneshwar Prasad as an Independent Director of the Company from May 30, 2024 to May 29, 2026 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The relevant details of Mr. Prasad, pursuant to Regulation 36(3) and other applicable provisions of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, are provided in **Annexure** of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the SEBI Listing Regulations, the approval of the members is sought for the appointment of Mr. Ratneshwar Prasad as an Independent Director of the Company, as a special resolution as set out above.

None of the Directors or Key Managerial Personnel (“KMP”) or their relatives, except Mr. Ratneshwar Prasad, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item No.1 of this accompanying Notice.

The Board commends the Special Resolution set out in Item No.1 of the accompanying Notice for the approval of the members.

Item No. 2 - Appointment of Mr. Pushpangadan Mangari (DIN: 01667572) as an Independent Director of the Company

The Board of Directors of the Company (“Board”), based on the recommendation of the Nomination and Remuneration Committee (“NRC”) and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) read with the Articles of Association of the Company, has approved the appointment of Mr. Pushpangadan Mangari (DIN: 01667572) as an Additional Director, designated as an Independent Director of the Company for a term of 1 (one) year with effect from May 30, 2024 to May 29, 2025 (both days inclusive) subject to the approval of the members through a special resolution.

Mr. Pushpangadan Mangari has provided the Company (i) his consent in writing to act as Director; (ii) intimation to the effect that he is not disqualified under Section 164(1) and 164(2) of the Act; (iii) he is not debarred from holding the office of Independent Director by virtue of any SEBI order or any other such authority and are in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (iv) a declaration that he meets with the criteria of independence as prescribed under Section 149 (7) of the Act and Regulation 16(1)(b) of the Listing Regulations; (v) he is registered in the Independent Director’s Data Bank maintained by Indian Institute of Corporate Affairs (“IICA”) and; (vi) other disclosures under other applicable provisions. Further, the Company has also received a notice in writing from a member of the Company proposing the candidature of Mr. Mangari under the provisions of Section 160 of the Act.

The NRC had previously finalized the desired attributes for the selection of the Independent Director(s) such as experience, expertise and independence etc. Basis on those attributes, the NRC recommended the candidature of Mr. Mangari.

In the opinion of the Board, Mr. Mangari fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his appointment as an Independent Director of the Company, as he is independent of the management and possesses appropriate skills, experience and knowledge. Considering the extensive experience of Mr. Mangari as well as his educational background, appointment of Mr. Mangari as an Independent Director is highly in the interest of the Company.

The resolution seeks the approval of members for the appointment of Mr. Pushpangadan Mangari as an Independent Director of the Company from May 30, 2024 to May 29, 2025 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The relevant details of Mr. Mangari, pursuant to Regulation 36(3) and other applicable provisions of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, are provided in **Annexure** of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the SEBI Listing Regulations, the approval of the members is sought for the appointment of Mr. Pushpangadan Mangari as an Independent Director of the Company, as a special resolution as set out above.

None of the Directors or Key Managerial Personnel (“KMP”) or their relatives, except Mr. Pushpangadan Mangari, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item No. 2 of this accompanying Notice.

The Board commends the Special Resolution set out in Item No. 2 of the accompanying Notice for the approval of the members.

Item No. 3 - Appointment of Mr. Kishore Sukthanker (DIN: 10611925) as a Non-Executive Director of the Company

The Board of Directors of the Company (“Board”), based on the recommendation of the Nomination and Remuneration Committee (“NRC”) and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) read with the Articles of Association of the Company, has approved the appointment of Mr. Kishore Sukthanker (DIN – 10611925) as an Additional Director designated as a Non-Executive Director of the Company with effect from May 30, 2024. Pursuant to the provisions of Section 161(1) of the Act, Mr. Kishore Sukthanker hold office upto the date of this Meeting.

Mr. Kishore Sukthanker is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declarations from him, confirming that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

The Company has also received notice under Section 160 of the Act from a Member proposing the candidature of Mr. Sukthanker for the office of a Non-Executive Director of the Company.

In accordance with Regulation 17(1A) of the SEBI Listing Regulations, appointment or continuation of a Non-Executive Director after attaining age of 75 (Seventy Five) years requires approval of members of the Company by way of Special Resolution. Accordingly, Mr. Kishore Sukthanker will attain the age of 75 (Seventy Five) years on July 21, 2027 and hence, continuation of his directorship beyond the age of 75 (Seventy Five) years requires approval of members by way of a special resolution.

The NRC had previously finalized the desired attributes for the selection of the Director(s) such as experience and expertise. Basis on those attributes, the NRC recommended the candidature of Mr. Sukthanker.

The resolution seeks the approval of members for the appointment of Mr. Kishore Sukthanker as a Non-Executive Director of the Company pursuant to Section 152 of the Act and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall be liable to retire by rotation.

In compliance with the provisions of Regulation 17(1A) of the SEBI Listing Regulations, the approval of the members is sought for the appointment of Mr. Kishore Sukthanker as a Non-Executive Director of the Company, as a special resolution as set out above.

The relevant details of Mr. Sukthanker, pursuant to Regulation 36(3) and other applicable provisions of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, are provided in **Annexure** of this Notice.

None of the Directors or Key Managerial Personnel (“KMP”) or their relatives, except Mr. Kishore Sukthanker, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item No. 3 of this accompanying Notice.

The Board commends the Special Resolution set out in Item No. 3 of the accompanying Notice for the approval of the members.

By Order of the Board
For Rama Phosphates Limited

Bhavna Dave
Company Secretary

Place: Mumbai
Date: May 30, 2024

Corporate Office:

51-52, Free Press House,
Free Press Journal Marg,
Nariman Point,
Mumbai 400021

Tel: 022-22834123

Email: compliance@ramaphosphates.com

Website: www.ramaphosphates.com

ANNEXURE**Details of Director Seeking Appointment****(Pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretariat Standard – 2 on General Meetings)**

Name of Director	Mr. Ratneshwar Prasad
DIN	10625105
Age	76 years
Nationality	Indian
Date of first appointment on Board	May 30, 2024
Qualifications	<ul style="list-style-type: none"> - B. Tech (Hons.) in Mechanical Engineering from IIT Kharagpur - Bachelor of Laws degree from Magadh University - M.Sc Finance from University of Strathclyde Glasgow UK
Experience / Brief Profile of Director	<p>Mr. Prasad had joined the Indian Revenue Service (IRS) - Income Tax in the year 1970 after clearing the Civil Services Examination in the year 1969. In due course, he was promoted to the posts of Commissioner, Chief Commissioner and eventually, Chairman of Central Board of Direct Taxes (CBDT) and he was posted in Kolkata, Patna, Mumbai, Baroda, Indore and Delhi having 38 years of distinct experience. During his service with the IRS he was involved in augmentation of revenue, policy planning, disposal of appeals, search and seizure operations etc. and disposed off 10,000 tax appeals and he was involved in planning and execution of 200 groups searches.</p> <p>After retirement from the Income Tax Department as Chairman of Central Board of Direct Taxes in the year 2008, he joined the Competition Commission of India (CCI) as a founding member.</p>
Expertise in specific functional areas	Specialized in the field of Taxation Law, Legal, Competition Law and International Taxation Law.
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Refer Notice and Explanatory Statement
Terms and conditions of Re-appointment	Appointment as an Independent Director for a period of 2(two) years commencing from May 30, 2024 upto May 29, 2026 (both days inclusive)
No. of shares held	Nil
Details of remuneration (including sitting fees, if any) last drawn (FY 2023-24)	Not Applicable
Directorships in other listed Companies (excluding foreign companies) as on March 31, 2024	Nil
Membership/ Chairmanship of Committees in other listed companies (excluding foreign companies) as on March 31, 2024	Nil
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Nil
No. of Board Meetings attended during the financial year 2023-24	Nil

Inter-se relationship with other Directors and Key Managerial Personnel of the Company	He is not related to any Directors and Key Managerial Personnel of the Company.
Name of Director	Mr. Pushpangadan Mangari
DIN	01667572
Age	69 years
Nationality	Indian
Date of first appointment on Board	May 30, 2024
Qualifications	<ul style="list-style-type: none"> - Doctorate in Management - MBA in Finance - Advance courses in :- <ul style="list-style-type: none"> -Mergers and Acquisitions (From New York Institute of Finance, New York) -Financial Derivatives (From INSEAD, France) -Financial Mathematics (from London) - CAIB from Indian Institute of Bankers.
Experience / Brief Profile of Director	<p>He has worked as Managing Director / CEO for the three financial service organizations from the year 1996 till the year 2012. These included positions of MD of OTCEI, an electronic Stock Exchange, MD of UTISEL, an investment banking / portfolio management (SEBI approved) / wealth management firm and CEO of L&T Capital, an infrastructure project consultant / management consultant, and a SEBI approved portfolio / fund management firm, owned fully by L&T. He has also worked as CFO of L&T General Insurance Company, post retirement, from the year 2012 till 2013. From the year 2014 till 2020, he has worked as Managing Director of Consultwin Solutions Private Limited, a consulting firm in Kerala.</p> <p>He joined Unit Trust of India as a Probationary Officer in 1980, and worked there in various capacities in different departments like Equity Research, Investment, Accounts, Policy Planning, etc. The last position held was that of General Manager, in charge of a corporate division in Head Office.</p> <p>He has also worked as a member of various policy making / recommending Committees of Government of India (Capital market related), SEBI (Securities Exchange Board of India), FICCI (Federation of Indian Chamber of Commerce and Industry) and BCCI (Bombay Chamber of Commerce and Industry) on capital market related (policy/ regulation / development) matters. He has published many articles on capital market in leading Indian Financial dailies / magazines. World Economic Association published as article titled "Impact of Financialization: View from India" in 2020.</p>
Expertise in specific functional areas	Specialized in the field of Finance, Investment Banking, Portfolio and Fund Management.
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Refer Notice and Explanatory Statement
Terms and conditions of Re-appointment	Appointment as an Independent Director for a period of 1 (one) year commencing from May 30, 2024 upto May 29, 2025 (both days inclusive)

No. of shares held	Nil
Details of remuneration (including sitting fees, if any) last drawn (FY 2023-24)	Not Applicable
Directorships in other listed Companies (excluding foreign companies) as on March 31, 2024	Nil
Membership/ Chairmanship of Committees in other listed companies (excluding foreign companies) as on March 31, 2024	Nil
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Nil
No. of Board Meetings attended during the financial year 2023-24	Nil
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	He is not related to any Directors and Key Managerial Personnel of the Company.

Name of Director	Mr. Kishore Sukthanker
DIN	10611925
Age	72 years
Nationality	Indian
Date of first appointment on Board	May 30, 2024
Qualifications	<ul style="list-style-type: none"> - Diploma in Mechanical Engineering from Institute of Engineers - Bachelor of Engineering - BE, Chemical Engineering from NIT Raipur - Skill Arbitrage Certified by NSDC
Experience / Brief Profile of Director	<p>Having 48 years of varied experience in fertilizer and chemical industry for handling operations, maintenance, projects and development work of fertilizer and chemical manufacturing plant by ensuring efficiency, quality and safety standards. He has successfully implemented ISO 9001, ISO 14001 and ISO 45001 and obtained the accreditation of National Accreditation Board for Testing and Calibration Laboratories (NABL) during his tenure at various organization.</p> <p>He has also managed and executed multiple projects, such as plant expansions, process improvements, quality enhancements, and cost reductions, delivering value and innovation during his tenure with the fertilizer and chemical sector.</p> <p>He was associated as General Manager (Works) with BEC Fertilizer Ltd., Dharamsi Morarji Chemical (DMCC), KEL Chemicals LTD, Unialchem Fertilizer Co. Ltd., National Rayon Corporation Limited. and was also associated as Vice President (Operations) in Nicomet Industries Limited. He was also elected member of executive committee of Gujarat Chamber of Commerce & Industries. He also represented the District Safety Committee, Amreli.</p>

Expertise in specific functional areas	Specialized in the field of Chemical, Fertilizer and Engineering
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Refer Notice and Explanatory Statement
Terms and conditions of Re-appointment	Appointment as a Non-Executive Director
No. of shares held	Nil
Details of remuneration (including sitting fees, if any) last drawn (FY 2023-24)	Not Applicable
Directorships in other listed Companies (excluding foreign companies) as on March 31, 2024	Nil
Membership/ Chairmanship of Committees in other listed companies (excluding foreign companies) as on March 31, 2024	Nil
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Nil
No. of Board Meetings attended during the financial year 2023-24	Nil
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	He is not related to any Directors and Key Managerial Personnel of the Company.

Information at glance:

Particulars	Notes
Cut-off date to determine eligible members to vote on the resolutions	Tuesday, June 4, 2024
Voting start time and date	9.00 a.m. IST, Monday, June 10, 2024
Voting end time and date	5.00 p.m. IST, Tuesday, July 09, 2024
Date on which the resolution is deemed to be passed	Last date of voting i.e. Tuesday, July 09, 2024
Name, address and contact details of Registrar and Share Transfer Agent.	Link Intime India Private Limited C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083, Maharashtra Tel: 022 - 49186270, Fax: 022 – 49186000
Name, address and contact details of e-voting service provider	Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai - 400013 Email id- helpdesk.evoting@cdslindia.com Contact no. - 1800 22 55 33
CDSL e-voting website address	www.evotingindia.com

