



*Rama Phosphates Ltd.*

CIN: L24110MH1984PLC033917

MFG of SSP Fertilizer, Sulphuric Acid, Oleum 23% / 65%, Chlorosulphonic Acid, Edible Soya Oil, Soya De Oiled Cake, Lecithin, MgSO<sub>4</sub>, ZnSO<sub>4</sub>(Hepta & Mono Hydrate), Mix Micronutrients, Sulphur DP, SSF, Phospho Gypsum, LABSA.

Ref: RPL/BMD/2023

Date: July 25, 2023

Bombay Stock Exchange Limited Corporate Relationship Department Phiroze Jeejeebhoy Towers, 25 <sup>th</sup> 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
<b>Scrip Code: 524037</b>	<b>Symbol : RAMAPHO</b>

Dear Sir/Madam,

**Sub: Notice of the 38<sup>th</sup> Annual General Meeting ('AGM') of the Company for the Financial Year 2022-23**

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), please find enclosed the Notice along with Explanatory Statement of the 38<sup>th</sup> AGM of the Company to be held on Friday, 18<sup>th</sup> August, 2023, at 3.00 p.m. through Video Conferencing/Other Audio Visual Means. The said Notice forms part of the Annual Report 2022-23

The Notice of AGM along with the Annual Report for the financial year 2022-23 is also available on the website of the Company at [www.ramaphosphates.com](http://www.ramaphosphates.com)

This is for your information and records.

Thanking you,

Yours faithfully,

**For RAMA PHOSPHATES LIMITED**

JAMBU  
KUMAR  
PARAKH

Digitally signed by  
JAMBU KUMAR  
PARAKH  
Date: 2023.07.25  
16:13:19 +05'30'

**J K PARAKH  
CHIEF FINANCIAL OFFICER**

Encl.: as above

# NOTICE

**NOTICE** is hereby given that the **THIRTY-EIGHTH ANNUAL GENERAL MEETING** of the Members of Rama Phosphates Limited will be held on **Friday, August 18, 2023 at 3:00 p.m.** through Video Conferencing (VC) / Other Audio Visual Means (OAVM) organized by the Company, to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at 51-52, Free Press House, Nariman Point, Mumbai 400 021.

## ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare final dividend of ₹ 1/- (10%) per equity share for the financial year ended March 31, 2023.
3. To appoint a Director in place of Mrs. Nilanjana H. Ramsinghani (DIN 01327609), who retires by rotation and being eligible, offers herself for re-appointment.

## SPECIAL BUSINESS

4. To ratify the remuneration payable to Cost Auditor of the Company and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the Company hereby ratifies the remuneration of ₹ 1,90,000/- (Rupees one lakh ninety thousand only) plus taxes and reimbursement of out of pocket expenses incurred in connection with the cost audit to Mr. Arun Agrawal, Cost Accountant, (Membership No - 28447) who was appointed by the Board of Directors as the Cost Auditor of the Company, based on recommendations of Audit Committee, to conduct the audit of cost records of the Company for the financial year ended March 31, 2024.”

## NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), in respect of the Special Businesses to be transacted at the Annual General Meeting (“AGM”) as set out under Item No 4 above and the relevant details of the Directors seeking appointment/re-appointment as mentioned under Item No. 3 above as required by Regulation 36(3) of the Securities and Exchange Board of India

(Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and as required under Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed hereto.

2. In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 21/2021 dated 14th December, 2021, 02/2022 dated 5th May, 2022 and the latest being 10/2022 dated 28th December, 2022 issued by the Ministry of Corporate Affairs (“MCA”) read with relevant circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 issued by the Securities and Exchange Board of India (“SEBI”), (hereinafter collectively referred to as “the Circulars”), Companies are allowed to hold AGM through Video Conference (“VC”) or Other Audio Visual Means (“OAVM”) till 30th September, 2023, without the physical presence of members at

a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM on **Friday, August 18, 2023 at 3:00 p.m.** Central Depository Services (India) Limited (CDSL) will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM.

3. As the AGM shall be conducted through VC/OAVM, there is no requirement of appointment of proxies, pursuant to the Circulars. Accordingly, the facility for appointment of proxy by the members is not available for this AGM and hence the proxy form is not annexed to this Notice. Also, the Attendance Slip including Route Map is not annexed to this Notice.
4. Authorised representatives of the corporate members intending to participate in the AGM pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy (in PDF/JPG format) of the relevant Board Resolution/Authority Letter, etc.



authorising its representatives to attend the AGM, by email to [compliance@ramaphosphates.com](mailto:compliance@ramaphosphates.com)

- In compliance with the aforementioned Circulars, Notice of the AGM along with the Annual Report for the financial year 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depository Participant (DPs).

In case any member is desirous of obtaining physical copy of the Annual Report for the financial year 2022-23 and Notice of the 38th AGM of the Company, he/she may send a request to the Company by writing at [compliance@ramaphosphates.com](mailto:compliance@ramaphosphates.com) mentioning their DP ID and Client ID/folio no.

Members may note that the Notice and the Annual Report for the financial year 2022-23 will also be available on the Company's website at [www.ramaphosphates.com](http://www.ramaphosphates.com) website of the Stock Exchanges on which the equity shares of the Company are listed i.e. BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, and on the website of Central Depository Services (India) Limited (CDSL) (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com)

- Members are requested to update their email address to their depository participants with whom they are maintaining their demat accounts. If the shares are held in physical mode can also register/update their email address by sending a duly signed request letter including their name and folio to the Company's Registrar and Transfer Agent (RTA), Link Intime India Private Limited, Unit – Rama Phosphates Limited, C-101, 247 Park, L.B.S.Marg, Vikhroli West, Mumbai 400083, Tel : +91-022-49816270, Fax: +91-022-49186060, e-mail id - [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
- Members seeking any information with regard to any matter to be placed at the AGM, are requested to write to the Company at [compliance@ramaphosphates.com](mailto:compliance@ramaphosphates.com)
- SEBI vide its Circular No. SEBI/HO/MIRSD/ MIRSDPoD-1/P/CIR/2023/37 dated 16th March, 2023 mandated furnishing of PAN,

KYC details (i.e. postal address with pin code, email address, mobile number, bank account details and specimen signature) and Nomination details by holders of physical securities through Form ISR-1. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant.

In terms of above Circular, Folios of Physical shareholders wherein any one of the above said details such as PAN, email address, mobile number, bank account details and nomination are not available, are required to be frozen by RTA with effect from 1st October, 2023 and such physical shareholders will not be eligible to lodge grievance or avail service request from the RTA of the Company and will not be eligible for receipt of dividend in physical mode.

Shareholders holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. As per the above SEBI Circular, the frozen folios shall be referred by RTA/ Company to the administering authority under the Benami Transactions(Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002, after 31st December, 2025.

The Company has sent individual letters to all the shareholders holding shares of the Company in physical form for furnishing their PAN, KYC and Nomination details to Link Intime India Private Limited, Unit – Rama Phosphates Limited at C-101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai – 400083. The said form is also available on the website of the Company at [www.ramaphosphates.com](http://www.ramaphosphates.com) and on the website of the RTA at <https://web.linkintime.co.in/KYC-downloads.html>

Accordingly, the members are advised to register their details with the RTA or DPs, in compliance with the aforesaid SEBI guidelines for smooth processing of their service requests and trading without any hindrance.

- Regulation 40 of SEBI Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI, vide its Circular dated 25th January, 2022, has clarified that listed companies,

with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issuance of duplicate shares, exchange of shares, endorsement, subdivision/ consolidation of share certificates, etc. In view of this as also to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to demat mode. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 along with supporting documents to Link Intime India Private Limited, Unit – Rama Phosphates Limited at C-101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai – 400083. The said form is available on the website of the Company at [www.ramaphosphates.com](http://www.ramaphosphates.com) and on the website of the RTA at <https://web.linkintime.co.in/KYC-downloads.html>

- As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he / she may submit the same in Form ISR-3 or Form SH-14 along with the supporting documents as the case may be. The said form is available on the website of the Company at [www.ramaphosphates.com](http://www.ramaphosphates.com) and on the website of the RTA at <https://web.linkintime.co.in/KYC-downloads.html> Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, quoting their folio no.
- Mr. Sanjay Dholakia of M/s. Sanjay Dholakia & Associates, Practicing Company Secretaries (Membership No. 2655, COP- 1798), has been appointed as the Scrutinizer for conducting voting process in a fair and transparent manner. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of electronic voting for all those members who are present at the AGM but have not cast

their votes by availing the remote e-Voting facility.

- The voting results shall be declared within two working days from conclusion of the AGM and the Resolutions shall be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared results along with the report of the Scrutinizer shall be placed on the website of the Company [www.ramaphosphates.com](http://www.ramaphosphates.com) and on the website of CDSL at <https://www.evotingindia.com> The results along with the report of the Scrutinizer shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited.
- Register of Members and the Share Transfer Books shall remain closed from Friday, the 11th day of August, 2023 to Friday, the 18th day of August, 2023 (both days inclusive) for the payment of final dividend for the financial year 2022-23, if approved by the members at the ensuing Annual General Meeting. In respect of shares held in physical form the said dividend will be payable to those shareholders whose names appear on the Company's Register of Members after giving effects to all valid share transfer requests lodged with the Company or Link Intime India Pvt. Ltd., Registrar and Transfer Agent on or before 10th August, 2023 and in respect of shares held in electronic form the dividend will be payable to those shareholders whose names appear on the list of beneficial owners to be furnished by the depositories as on the close of the business hours on 10th August, 2023.

#### **DIVIDEND RELATED INFORMATION**

- Final dividend for the financial year ended March 31, 2023, as recommended by the Board of Directors, if approved by the members at the AGM, will be paid on or after Thursday, September 7, 2023, to those members whose names appear on the Register of Members as on Friday, August 11, 2023. Members holding shares in electronic form are hereby informed that bank particulars registered with their respective Depository Participants (DP), with whom they maintain their demat accounts, will be used by the Company for payment of dividend. Members holding shares in physical/



electronic form are required to submit their bank account details, if not already registered, as mandated by SEBI.

2. Shareholders holding shares in dematerialized mode are requested to register complete bank account details with the Depository Participant(s) and shareholders holding shares in physical mode shall send a duly signed request letter to Link Intime mentioning the name, folio no., bank details, self-attested PAN card and original cancelled cheque leaf. In case of absence of name of the first shareholder on the original cancelled cheque or initials on the cheque, bank attested copy of first page of the Bank Passbook/Statement of Account along with the original cancelled cheque shall be provided.
3. Members holding shares in physical form are requested to intimate any change of address and/ or bank mandate to Link Intime India Private Limited, Unit – Rama Phosphates Limited, Registrar and Share Transfer Agent of the Company by sending a request in Form ISR-1 along with supporting documents at C-101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai – 400083. The said form is available on the website of the Company at [www.ramaphosphates.com](http://www.ramaphosphates.com) and on the website of the RTA <https://web.linkintime.co.in/KYC-downloads.html>. In case the Company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrants/demand drafts to such shareholder by post in due course.
4. Members may note that the Income Tax Act, 1961, (“the IT Act”), dividends paid or distributed by a Company after April 01, 2020 shall be taxable in the hands of the members and the Company shall therefore be required to deduct tax at source (TDS) at the prescribed rates from the dividend to be paid to the shareholders, subject to approval of shareholders in the ensuing AGM. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. In order to enable the Company to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961 and

Rules thereto.

5. Please note that the following information and details, if registered with Link Intime and Depositories, as the case may be, will be relied upon by the Company, for the purpose of complying with the applicable TDS provisions –
  - I. Valid Permanent Account Number (PAN).  
If the PAN is not as per the database of the Income-tax Portal, it would be considered as invalid PAN. Further as per the Notification of Central Board of Direct Taxes, individual shareholders are requested to link their Aadhaar number with PAN.
  - II. Residential status as per the Income Tax Act, 1961 i.e. Resident or Non-Resident for FY 2022-23.
  - III. Category of the Shareholder viz. Mutual Fund, Insurance Company, Alternate Investment Fund (AIF) Category I and II, AIF Category III, Government (Central/State Government), Foreign Portfolio Investor (FPI)/Foreign Institutional Investor (FII): Foreign Company, FPI/FII: Others (being Individual, Firm, Trust, Artificial Juridical Person, etc.), Individual, Hindu Undivided Family (HUF), Firm, Limited Liability Partnership (LLP), Association of Persons (AOP), Body of Individuals (BOI) or Artificial Juridical Person, Trust, Domestic Company, Foreign Company, Overseas Corporate Bodies, etc.
  - IV. Email Address.
  - V. Residential Address
6. **For Resident Shareholders**, TDS is required to be deducted at the rate of 10% under Section 194 of the Income Tax Act, 1961 on the amount of dividend declared and paid by the Company for the financial year 2023-24 provided valid PAN is registered by the Shareholder. If the valid PAN is not registered, the TDS is required to be deducted at the rate of 20% Section 206AA of the Income Tax Act, 1961.  
No tax at source is required to be deducted, if during the fiscal year, the aggregate dividend

paid or likely to be paid to resident individual shareholder does not exceed ₹ 5,000 (Rupees Five Thousand Only). If any resident individual shareholder is in receipt of dividend exceeding ₹ 5,000 (Rupees Five Thousand Only) in a fiscal year, entire dividend will be subject to TDS @ 10%.

Further, in cases where the shareholder provides Form 15G (applicable to any person other than a Company or a Firm)/Form 15H (applicable to an Individual above the age of 60 years), provided that the eligibility conditions are being met, no TDS shall be deducted.

Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above. Further, Members are requested to ensure Aadhaar number is linked with PAN, as per the timelines prescribed. In case of failure of linking Aadhaar with PAN within the prescribed timelines, PAN shall be considered inoperative and, in such scenario, tax shall be deducted at higher rate of 20%.

Notwithstanding the above, in case PAN of any Shareholder falls under the category of 'Specified Person', the Company shall deduct TDS @ 20% as per Section 206AB of the Income Tax Act 1961.

7. **For Non-Resident Shareholders**, including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs), taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following:
  - a) Self-attested copy of PAN allotted by the Indian income tax authorities.

- b) Self-attested copy of valid Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the member is a resident.
- c) Self-declaration in form 10F duly filled and signed.
- d) Self-declaration by the shareholder certifying as under –
  - Shareholder is and will continue to remain a tax resident of the country of its residence during the Financial Year 2023-24;
  - Shareholder is eligible to claim the beneficial Double Taxation Avoidance Agreement (DTAA) rate for the purposes of tax withholding on dividend declared by the Company;
  - Shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
  - Shareholder is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company;
  - Shareholder does not have a taxable presence or a permanent establishment in India during the Financial Year 2023-24;
  - In case of Foreign Institutional Investors and Foreign Portfolio Investors, self-attested copy of SEBI registration certificate; and
  - Any other documents as prescribed under the Act, for lower withholding tax if applicable, duly attested by the member.

For Foreign Institutional Investors (FIIs) and Foreign Portfolio Investors (FPIs), Tax shall be deducted at source @ 20% (plus applicable surcharge and cess) in view of specific provision under section 196D of the Income tax Act 1961 or the rate provided in relevant DTAA, whichever is more beneficial, subject to the submission of the above documents.

The draft formats of the aforementioned documents may also be accessed from the website of the Company at [www.ramaphosphates.com](http://www.ramaphosphates.com) and from the



RTA's website viz. <https://linkintime.co.in/>

The Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amount. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the company, of all the documents submitted by Non-Resident Shareholder.

If the documents are not provided or are insufficient to apply the beneficial DTAA rates, then tax will be deducted at 20% (plus applicable surcharge and cess).

Above communication on TDS only sets out the provisions of law in a summarized manner and does not purport to be a complete analysis or listing of all potential tax consequences. Members should consult their own tax advisors for the tax provisions applicable to their particular circumstances.

The aforementioned forms for tax exemption can be downloaded from Link Intime's website. The URL for the same is as under – <https://www.linkintime.co.in/client-downloads.html>

On this page select the General tab. All the forms are available under the head "Form 15G/15H/10F"

The aforementioned documents (duly completed and signed) are required to be uploaded on the URL mentioned below –

<https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>

On this page the user shall be prompted to select/share the following information to register their request.

- Accordingly, in order to enable us to determine the appropriate TDS / withholding tax rate applicable, we request you to provide these details and documents as mentioned above **on or before Thursday, 10th August, 2023**. Kindly note that the aforementioned documents are required to be emailed at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) and alternatively at [bhavnadave@ramagroup.co.in](mailto:bhavnadave@ramagroup.co.in)

- It may be further noted that in case the tax on dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents, there would still be an option available with the shareholder to file the return of income and claim an appropriate

refund, if eligible. No claim shall lie against the Company for such taxes deducted. No communication on the tax determination/ deduction shall be entertained post Thursday, 10th August, 2023. Members may note that in case the tax on said dividend is deducted at a higher rate due to non-receipt of the aforementioned details/ documents, there would still be an option available to the Member to file the return of income and claim an appropriate refund, if eligible.

- In accordance with the provisions of the Income Tax Act 1961, TDS certificates can be made available to the Members at their registered e-mail ID after filing of the quarterly TDS Returns of the Company, post payment of the said dividend.
- The Shareholders, who have not claimed their dividend, are requested to write to the Registrar and Transfer Agent, M/s. Link Intime Private Limited, Mumbai to claim the amount of dividend.

**TRANSFER OF UNCLAIMED DIVIDEND AMOUNTS TO THE INVESTOR EDUCATION AND PROTECTION FUND (IEPF)**

Pursuant to the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") dividends that are unpaid or unclaimed for a period of 7 (Seven) years from the date of their transfer are required to be transferred by the Company to the IEPF, administered by the Central Government. Further accordingly to the said IEPF Rules, shares in respect of which dividend has not been claimed by the Shareholders for 7 (Seven) consecutive years or more shall also be transferred to the demat account of the IEPF Authority. In view of this, members are requested to claim their dividends from the Company, within the stipulated timeline. The members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in)

During the Financial Year 2022-23, the Company has not transferred any unclaimed dividends and corresponding shares to Investor Education and Protection Fund (IEPF) as dividend was not declared during the Financial Year 2014-15.

The dividend amount and shares transferred to the IEPF can be claimed by the concerned members from the IEPF Authority after complying with the procedure

prescribed under the IEPF Rules. The details of the unclaimed dividends are also available on the Company's website at [www.ramaphosphates.com](http://www.ramaphosphates.com) and said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link [www.iepf.gov.in](http://www.iepf.gov.in)

**DETAILS OF UNCLAIMED / UNPAID DIVIDEND ACCOUNTS**

Pursuant to Section 124 of the Companies Act, 2013, if the Dividend Amount is not claimed within 7

Years from the date of becoming due for payment, such unclaimed amount will be transferred to Investor Education and Protection Fund and thereafter no claim shall be against the Company. Information in respect of such unclaimed dividend when due for transfer to the Investor Education and Protection Fund (IEPF) are given below and are also available on the Company's website at [www.ramaphosphates.com](http://www.ramaphosphates.com)

Sr. No.	Financial year	Date of Payment of Dividend	Due date for transfer to the Investor Education and Protection Fund	Unclaimed dividend as on March 31, 2023 (Amount in ₹)
1.	Final Dividend 2015 - 2016	October 10, 2016	November 09, 2023	3,02,308.53
2.	Final Dividend 2016 - 2017	October 10, 2017	November 09, 2024	3,80,943.00
3.	Final Dividend 2017 - 2018	October 10, 2018	November 09, 2025	4,06,456.00
4.	Final Dividend 2018 - 2019	October 10, 2019	November 09, 2026	3,85,589.00
5.	Final Dividend 2019 - 2020	October 01, 2020	October 31, 2027	3,81,992.00
6.	Interim Dividend 2020 - 2021	April 22, 2021	May 21, 2028	1,77,612.00
7.	Final Dividend 2020 - 2021	October 11, 2021	November 10, 2028	1,65,659.00
8.	Interim Dividend 2021 - 2022	December 02, 2021	January 01, 2029	2,00,260.80
9.	Final Dividend 2021 - 2022	September 13, 2022	October 12, 2029	1,16,145.60

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE 38<sup>TH</sup> AGM THROUGH VC/OAVM**

- CDSL will be providing facility for voting through remote e-Voting, for participation in the 38th AGM through VC/OAVM and e-Voting during the 38th AGM.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Company is providing facility of remote e-Voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-

voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

- Shareholders may access the Notice and Annual Report 2022-23 at <https://www.evotingindia.com/> under shareholders /members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/ members login where the EVSN of Company will be displayed after successful login as per the instructions mentioned below for Remote e-voting.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters,





Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

**PROCEDURE TO RAISE QUESTIONS/SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT AT THE ENSUING 38<sup>TH</sup> AGM**

1. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, Demat account number/folio number, email id, mobile number at [bhavnadave@ramagroup.co.in](mailto:bhavnadave@ramagroup.co.in)
2. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, Demat account number/folio number, email id, mobile number at [bhavnadave@ramagroup.co.in](mailto:bhavnadave@ramagroup.co.in) These queries will be replied to by the Company suitably by email.
3. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the time of AGM. However the Company reserve the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.

**INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM**

The instructions for members for voting electronically are as under –

- (i) The voting period commences on **Tuesday, 15<sup>th</sup> August, 2023 at 9:00 a.m.** and will end on **Thursday, 17<sup>th</sup> August, 2023 at 5:00 p.m.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on **Friday, 11<sup>th</sup> August, 2023** i.e. cut-off date (record date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Shareholders will not be allowed to vote again on any resolution on which vote has already been cast. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (ii) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- (iii) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- (iv) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.

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

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

- (v) 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 and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon and New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>



Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	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's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**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 022- 23058738 and 22-23058542-43.
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

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

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

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.

- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) 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.
- (xvii) Additionally Facility for Non – Individual Shareholders and Custodians –Remote Voting only –
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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 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. [bhavnadave@ramagroup.co.in](mailto:bhavnadave@ramagroup.co.in) (designated email address by company), if they have voted from individual tab and

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 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 and 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 and joining virtual meetings through Depository.**

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai- 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33

By Order of the Board of Directors  
**For RAMA PHOSPHATES LIMITED**

**BHAVNA DAVE**  
**COMPANY SECRETARY**

Place : Mumbai  
Dated : May 18, 2023

**Regd. Office:**  
51 - 52, Free Press House,  
Nariman Point,  
Mumbai 400 021  
Tel: 91 - 022 - 22833355/22834182  
CIN : L24110MH1984PLC033917  
Email : [compliance@ramaphosphates.com](mailto:compliance@ramaphosphates.com)  
Website : [www.ramaphosphates.com](http://www.ramaphosphates.com)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 WITH REFERENCE TO THE SPECIAL BUSINESS IN THE NOTICE CONVENING THE THIRTY EIGHTH ANNUAL GENERAL MEETING OF THE COMPANY.**

**ITEM NO. 4**

The Board of Directors at its meeting held on May 18, 2023, based on the recommendations of the Audit Committee, had approved the re-appointment and remuneration of Mr. Arun Agrawal, Cost Accountant (Membership No. 28447), as the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2024, at a remuneration of ₹ 1,90,000/- (Rupees one lakh ninety thousand only) plus taxes and reimbursement of out of pocket expenses incurred in connection with the audit.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the members of the Company.

Accordingly, ratification by the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2024.

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

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

By Order of the Board of Directors  
**For RAMA PHOSPHATES LIMITED**

**BHAVNA DAVE**  
**COMPANY SECRETARY**

Place: Mumbai  
Dated: May 18, 2023

**Regd. Office:**  
Rama Phosphates Ltd.  
51-52 Free Press House,  
Nariman Point, Mumbai 400 021  
Tel : 91 - 022 - 22833355/22834182  
CIN : L24110MH1984PLC033917  
Email : [compliance@ramaphosphates.com](mailto:compliance@ramaphosphates.com)  
Website : [www.ramaphosphates.com](http://www.ramaphosphates.com)

**INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATION, 2015**

As required under the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 the particulars of Directors who are proposed to be appointed/re-appointed at the forthcoming Annual General Meeting are as follows;

Sr. No.	Names of the Directors	Mrs. Nilanjana H. Ramsinghani
1.	DIN	01327609
2.	Date of Birth	31-12-1964
3.	Qualifications	MBA
4.	No. of Equity shares held (as on 31.03.2023)	NIL
5.	Brief Profile	Mrs. Nilanjana H. Ramsinghani has done her Post Graduation from USA and has over 35 years of rich and varied experience in the field of Business Administration and International Trade.
6.	Date of first Appointment in current designation	31-03-2015
7.	List of other Directorships (excluding Foreign Company)	<ul style="list-style-type: none"> <li>• Rama Petrochemicals Limited</li> <li>• Jupiter Corporate Services Private Limited</li> </ul>
8.	Membership / Chairmanship of other Public Companies (includes only Audit Committee and Stakeholder Relationship Committee)	<p><b>Member</b></p> <ul style="list-style-type: none"> <li>• Rama Petrochemicals Ltd.- Stakeholder Relationship Committee.</li> </ul> <p><b>Chairman</b></p> <ul style="list-style-type: none"> <li>• NIL</li> </ul>
9.	Relationships, if any between Directors and other Key Managerial Personnel	Related to Mr. Haresh D. Ramsinghani – Chairman and Managing Director of the Company