



CIN: L24110MH1984PLC033917

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



Rama Phosphates Ltd.

Ref : RPL/2025
Date : March 11, 2025
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 February 13, 2025 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 re-appointment of:

1. Mr. Pushpangadan Mangari (DIN - 01667572) as an Independent Director of the Company
2. Mr. Brij Lal Khanna (DIN - 00841927) as an Independent Director of the Company
3. Mr. Haresh D. Ramsinghani (DIN 00035416) as the Chairman and Managing 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 (India) Limited and whose email IDs are registered with the Company / Depository Participants as on Thursday, 06th March, 2025 ('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, 17th March, 2025 at 9.00 a.m. (IST) and ends on Tuesday, 15th April, 2025 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: 2025.03.11
16:16:56 +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**POSTAL BALLOT NOTICE**

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 ('the Rules'), the Secretarial Standard -2 on General Meetings issued by Institute of Company Secretaries of India ('SS-2'), 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') (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and other applicable provisions of the Act, rules, regulations circulars and notifications (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof, for the time being in force), that the resolution(s) as set out hereunder is proposed for approval of the Members of Rama Phosphates Limited ('the Company' or 'RPL') as a Special Resolutions by way of Postal Ballot only through remote e-Voting i.e. voting through electronic means ('Remote e-Voting').

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the explanatory statement pertaining to the said Resolutions setting out the material facts and the reasons/rationale thereof and the additional information as required under the SEBI Listing Regulations is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

In compliance with the MCA Circulars, this Notice is being sent by the Company only through electronic mode to those Members whose email addresses are registered with the Company/Registrar and Transfer Agent ('RTA') / Depository Participants (DP's). Accordingly, the physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The detailed procedure for remote e-voting forms part of the 'Notes' section to this Notice. Eligible Member whose e-mail address is not registered with the Company/Depositories, are requested to follow the process provided in the Notes to receive this Postal Ballot Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act, read with the Rules framed thereunder, the MCA Circulars, and SS-2, the Company has provided remote e-voting facility only, to its Members to enable them to cast their votes electronically instead of submitting the Postal Ballot form physically. For this purpose, the Company has engaged the services of Central Depository Services (India) Limited ('CDSL') as the agency to provide remote e-voting facility. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date. The instructions for remote e-voting forms part of this Postal Ballot Notice.

The e-voting facility will commence from **Monday, March 17, 2025 (9.00 a.m. IST onwards)** till **Tuesday, April 15, 2025 (upto 5.00 p.m. IST)**.

Members are requested to carefully read the procedures/instructions for e-voting as enumerated in the notes of this Notice and record their assent (FOR) or dissent (AGAINST) only through the remote e-voting process not later than 5:00 p.m. (IST) on Tuesday, April 15, 2025. Remote e-voting will be disabled by CDSL immediately after the end time and will not be allowed beyond the said date and time.

The Board of Directors has appointed Mr. Sanjay Dholakia, Practicing Company Secretary (FCS 2655 / CP 1798), as the Scrutinizer at their meeting held on February 13, 2025, for conducting the Postal Ballot through Remote e-voting process in a fair and transparent manner and in accordance with the provisions of the Act and the rules made thereunder.

After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman or any Director of the Company as may be authorized by the Board in this regard, on or before Thursday, April 17, 2025. The results of the voting conducted through Postal Ballot (through the remote e-voting process) along with the Scrutinizer's report will be announced by the Chairman or Director of the Company as authorized by the Board, on or before Thursday, April 17, 2025. The declared results along with the Scrutinizer's report shall be intimated to BSE Limited ('BSE') and the National Stock Exchange of India Limited ('NSE'), where the equity shares of the Company are listed. The said results shall also be uploaded on the website of the Company at www.ramaphosphates.com and website of CDSL at www.evotingindia.com. The results shall also be displayed on the Notice Board at the Registered Office of the Company. If the proposed resolutions are assented by requisite majority, it shall be deemed to have been duly passed on Tuesday, April 15, 2025 i.e. being the last date of e-voting.

SPECIAL BUSINESS:**1. Re-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 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Mr. Pushpangadan Mangari (DIN - 01667572), who was appointed as an Independent Director of the Company for a term of 1 (one) year commencing from May 30, 2024 upto May 29, 2025 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed 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 proposing his candidature for the office of Director and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from May 30, 2025 up to May 29, 2030 (both days inclusive).”

“RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI Listing Regulations (including any statutory modification, amendment or re-enactment thereof for the time being in force) and other applicable provisions, if any, consent of the Members of the Company be and is hereby accorded for continuation of directorship of Mr. Pushpangadan Mangari (DIN - 01667572) as an non-executive Independent Director of the Company, notwithstanding the fact that he shall attain the age of 75 (Seventy Five) years on November 30, 2029 during the aforesaid tenure of his re-appointment.”

“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. Re-appointment of Mr. Brij Lal Khanna (DIN - 00841927) 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 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Mr. Brij Lal Khanna (DIN - 00841927), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from August 08, 2020 upto August 07, 2025 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed 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 proposing his candidature for the office of Director and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from August 08, 2025 upto August 07, 2030 (both days inclusive).”

“RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of the SEBI Listing Regulations (including any statutory modification, amendment or re-enactment thereof for the time being in force) and other applicable provisions, if any, consent of the Members of the Company be and is hereby accorded for continuation of directorship of Mr. Brij Lal Khanna (DIN 00841927), as an non-executive Independent Director of the Company beyond the age of 75 (Seventy Five) years until the expiry of his aforesaid tenure of re-appointment from August 08, 2025 till August 07, 2030 (both days inclusive).”

“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. Re-appointment of Mr. Haresh D. Ramsinghani (DIN 00035416) as the Chairman and Managing 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 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013, the Rules made thereunder and other applicable provisions of the Companies Act, 2013 [including the rules, notifications, circulars, guidelines etc. issued thereunder] [‘the Act’], the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [‘SEBI Listing Regulations’] and other applicable provisions, if any, [including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force], and in line with the Memorandum & Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee [‘NRC’] and the Board of Directors of the Company [hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution], and Executive Remuneration Policy of the Company, the consent of the Members of the Company be and it is hereby accorded for re-appointment of Mr. Haresh D. Ramsinghani (DIN 00035416) as the Chairman and Managing Director of the Company for the term of 3 (three) years with effect from June 01, 2025 till May 31, 2028 (both days inclusive), not be liable to retire by rotation, at a remuneration and other terms and conditions, as set out in the Explanatory Statement annexed hereto and with authority to the Board to revise/ alter/ modify/ amend/ change the terms and conditions of the said re-appointment including remuneration in such manner as may be agreed between the Board of Directors and Mr. Haresh D. Ramsinghani.”

“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') / MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), the Company's RTA as on **Thursday, 6th day of March, 2025 ('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. **Thursday, 6th day of March, 2025**. The Members, whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories as on **Thursday, 6th day of March, 2025**, 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, March 17, 2025 at 9:00 a.m. (IST)** and shall end on **Tuesday, April 15, 2025 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, April 15, 2025**.
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 – MUFG Intime India Private Limited (Formerly 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 - MUFG Intime India Private Limited (Formerly 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, April 15, 2025**. 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,

	<p>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.</p> <p>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.</p> <p>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.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</p>

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

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

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

- (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 **EVSN** for the Company which is **250307007** 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 “**RESOLUTIONS 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: February 13, 2025

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 - Re-appointment of Mr. Pushpangadan Mangari (DIN - 01667572) as an Independent Director of the Company

Mr. Pushpangadan Mangari (DIN – 01667572) is currently an Independent Director of the Company and member of the Stakeholder Relationship Committee.

Mr. Mangari was appointed as an Independent Director of the Company by the Members by way of Postal Ballot through remote e-voting on July 09, 2024 for a period of 1 (one) year commencing from May 30, 2024 upto May 29, 2025 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors at its meeting held on February 13, 2025, proposed the re-appointment of Mr. Mangari as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from May 30, 2025 upto May 29, 2030 (both days inclusive), not liable to retire by rotation, subject to the approval of Members of the Company by way of a Special Resolution.

Mr. Mangari holds degree of Doctorate in Management, is MBA in Finance and has done various advance courses in mergers and acquisitions (From New York Institute of Finance, New York), Financial Derivatives (From INSEAD, France) and Financial Mathematics (from London). 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. and the last position held was that of General Manager, in charge of a corporate division in Head Office. He has also worked as Managing Director / CEO for the three financial service organizations and 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.

The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Mr. Mangari's qualifications and the rich experience of over four decades in the abovementioned areas meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Mr. Mangari continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing her candidature for the office of Director. The Company has received a declaration from Mr. Mangari confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Mangari has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Mangari has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment/re-appointment of Directors by the listed companies.

Further, Mr. Mangari has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Mr. Mangari has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her

registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). Mr. Mangari is exempt from the requirement to undertake online proficiency self-assessment test conducted by IICA.

In accordance with Regulation 17(1A) of the SEBI Listing Regulations prescribes that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director, who has attained the age of 75 (Seventy Five) years unless a special resolution is passed to that effect. Accordingly, a special resolution is being proposed for approval of the Members for the continuation of directorship of Mr. Mangari as an non-executive Independent Director of the Company, notwithstanding the fact that he shall attain the age of 75 (Seventy Five) years on November 30, 2029 during his aforesaid tenure.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Mr. Mangari as an Independent Director of the Company from May 30, 2025 to May 29, 2030 (both days inclusive) is now placed for the approval of the Members by a Special Resolution.

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

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mr. Mangari and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are annexed to this Notice.

Item No. 2 - Re-appointment of Mr. Brij Lal Khanna (DIN - 00841927) as an Independent Director of the Company

Mr. Brij Lal Khanna (DIN – 00841927) is currently an Independent Director of the Company, Chairman of the Audit Committee, Stakeholder Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee

Mr. Khanna was appointed as an Independent Director of the Company by the Members at the 35th Annual General Meeting of the Company held on September 28, 2020 for a period of 5 (five) consecutive years commencing from August 08, 2020 upto August 07, 2025 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on February 13, 2025, proposed the re-appointment of Mr. Khanna as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from August 08, 2025 upto August 07, 2030 (both days inclusive), not liable to retire by rotation, subject to the approval of Members of the Company by way of a Special Resolution.

Mr. Khanna is a Chartered Accountant from the Institute of Chartered Accountants of India and he has over 47 years of experience serving large and mid-sized clients in several sectors in areas of audit, taxation, corporate finance, corporate governance and corporate advisory.

The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Mr. Khanna's qualifications and the rich experience of over four decades in the abovementioned areas meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Mr. Khanna continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in her role as an Independent Director of the Company and her continued association would be of immense benefit to the Company.

The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing his candidature for the office of Director. The Company has received a declaration from

Mr. Khanna confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Khanna has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Khanna has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment/reappointment of Directors by the listed companies.

Further, Mr. Khanna has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Mr. Khanna has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). Mr. Khanna is exempt from the requirement to undertake online proficiency self-assessment test conducted by IICA.

In accordance with Regulation 17(1A) of the SEBI Listing Regulations prescribes that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director, who has attained the age of 75 (Seventy Five) years unless a special resolution is passed to that effect. Accordingly, a special resolution is being proposed for approval of the Members for the continuation of directorship of Mr. Khanna as an non-executive Independent Director of the Company, beyond the age of 75 (Seventy Five) years until the expiry of his aforesaid tenure.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Mr. Khanna as an Independent Director of the Company from August 08, 2025 till August 07, 2030 (both days inclusive) is now placed for the approval of the Members by a Special Resolution.

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

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mr. Khanna and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are annexed to this Notice.

Item No. 3 - Re-appointment of Mr. Haresh D. Ramsinghani (DIN 00035416) as the Chairman and Managing Director of the Company

Mr. Haresh D. Ramsinghani (DIN - 00035416) is currently the Chairman and Managing Director of the Company and also a Member of Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee and Corporate Social Responsibility Committee

Mr. Haresh Ramsinghani was re-appointed as the Chairman and Managing Director of the Company by the Members at the 35th Annual General Meeting of the Company held on September 28, 2020 for a period of 5 (five) years commencing from June 1, 2020 till May 31, 2025. Accordingly, his current term will be expiring on May 31, 2025.

He has done his Post Graduation in Management (MBA) from USA and has over 42 years of rich and varied experience in the field of Textiles, Petrochemicals and Fertilizers.

Considering his experience in the industry and growth of the Company under his leadership, the Nomination and Remuneration Committee ('NRC') and the Board of Directors at its meeting held on February 13, 2025, have recommended his re-appointment for a further period of three (3) years with effect from June 1, 2025

till May 31, 2028 (both days inclusive), not liable to retire by rotation, on following remuneration and other terms and conditions, subject to the approval of Members of the Company by way of a Special Resolution:

Designation	:	Chairman & Managing Director
Date of Appointment	:	February 13, 2025
Effective Date of Appointment	:	June 1, 2025
Period of Appointment	:	Three years commencing from June 1, 2025 till May 31, 2028
Remuneration	:	

- A. **Salary:** Consolidated Salary in the grade of ₹ 15,00,000 – ₹ 16,00,000 – ₹ 17,00,000 per month commencing from June 1, 2025 up to May 31, 2028.
- B. **Perquisites and Allowances:** In addition to salary, the Chairman and Managing Director shall be entitled to the following perquisites / allowances:
- (i) **Retirement Benefits:** Contribution towards Provident Fund, Superannuation Fund, National Pension Scheme, Annuity Fund and Gratuity as per the Company's Policy;
 - (ii) **Leave Benefit:** Privilege leaves on full pay and allowances, as per Company's Policy. However, the leave accumulated but not availed will be allowed to be encashed at the end of the term. Benefit of sick leave in accordance with the rules of the Company;
 - (iii) **Medical Expenses:** Medical Reimbursement of all expenses incurred for self and family at actuals [including domiciliary and medical expenses and insurance premium for medical and hospitalization policy as applicable], as per Company's Policy;
 - (iv) **Club Membership:** Fees of two Clubs in India [including admission and annual membership fee];
 - (v) **Other Benefits:** Life Insurance, Personal Accident Insurance, Assignment of Key Man and other insurance policies obtained by the Company and such other perquisites and special allowances as may be determined by the Board from time to time;
 - (vi) **Other Allowances/Benefits, Perquisites:** Any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and/or which may become applicable in the future and/ or any other allowance, perquisites as the Board from time to time decide.
- C. **Over and above the perquisites and allowances, he can reimburse the following business expenditure as and when incurred by him –**
- (i) **Car:** Car with driver for use of the Company's Business as per the Company's Policy;
 - (ii) **House Maintenance:** Reimbursement of expenses at actual pertaining to electricity, gas, water, telephone, internet facilities, mobile phone facilities and other reasonable expenses for the upkeep and maintenance at residence;
 - (iii) **Travel and Hotel Expenses:** Travel Expenses for self and family in accordance with the Company's Policy. Travelling expenses of Spouse accompanying on any official overseas or inland trip will be governed as per the Company's Policy. Reimbursement of travelling, hotel and other expenses incurred by him in India and abroad exclusively for the business of the Company in accordance with the rules and regulations of the Company in force from time to time or as may be approved by the Board of Directors;

- (iv) Other Expenses: Entertainment, travelling and all other expenses incurred for the business of the Company as per policy of the Company;

Annual Remuneration Increment shall be due on 1st June every year during the term of his re-appointment.

Commission: 1% of the Net Profit subject to a maximum of his Annual Salary as may be determined by the Board of Directors of the Company at the end of each financial year, subject to the overall ceilings stipulated in Sections 197 of the Companies Act, 2013 or any modification or enactment thereof.

Minimum Remuneration: Notwithstanding anything contained herein, where in any financial year during his tenure as the Chairman and Managing Director, if the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites/ allowances as specified above.

Other Terms: Mr. Haresh D. Ramsinghani shall not be liable to retire by rotation during his continuing tenure as the Chairman and Managing Director of the Company. No sitting fees shall be payable to him for attending the meetings of the Board of Directors or Committees thereof.

The terms and conditions of the said appointment herein and/ or agreement may be altered and varied by the Board of Directors from time to time at its discretion as it may deem fit so as not to exceed the limits specified in the Schedule V to the Companies Act, 2013, or any other amendments made hereafter in that regard.

The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing his candidature for the office of Director. Mr. Ramsinghani has confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment/reappointment of Directors by the listed companies. Mr. Ramsinghani has also confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members.

Mr. Haresh D. Ramsinghani (DIN - 00035416) is also the Managing Director of Rama Petrochemicals Limited and hence the aggregate remuneration that he will be entitled to receive from both the companies shall not, exceed the higher maximum limit admissible from any one of the Companies in accordance with the provisions of Section V of Schedule V of the Companies Act, 2013.

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

Other than Mr. Haresh. D. Ramsinghani and Mrs. Nilanjana .H. Ramsinghani being his relative, none of the other Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are annexed to this Notice.

By Order of the Board
For Rama Phosphates Limited

Bhavna Dave
Company Secretary

Place: Mumbai
Date: February 13, 2025

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 Re-appointment****(Pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretariat Standard – 2 on General Meetings)**

Name of Director	Mr. Pushpangadan Mangari
DIN	01667572
Age	70 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 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. He has worked as Managing Director / CEO for the three financial service organizations from the year 1996 till the year 2012. 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. 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.</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	Re-appointment as an Independent Director for a second term of 5 (five) consecutive years commencing from May 30, 2025 upto May 29, 2030 (both days inclusive)
No. of shares held as on March 31, 2024	Nil
Details of remuneration (including sitting fees, if any) last drawn (FY 2023-24)	Not Applicable for the FY 2023-2024
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	Not Applicable for the FY 2023-2024
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	He is not related to any Directors and Key Managerial Personnel ('KMP') of the Company.

Name of Director	Mr. Brij Lal Khanna
DIN	00841927
Age	78 years
Nationality	Indian
Date of first appointment on Board	August 8, 2020
Qualifications	- B.com - Chartered Accountant (CA)
Experience / Brief Profile of Director	Mr. Khanna is a Chartered Accountant from the Institute of Chartered Accountants of India and he has over 47 years of experience serving large and mid-sized clients in several sectors in areas of audit, taxation, corporate finance, corporate governance and corporate advisory.
Expertise in specific functional areas	Specialized in the field of Finance, Audit, Taxation, and Corporate Advisory.
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	Re-appointment as an Independent Director for a second term of 5 (five) consecutive years commencing from August 8, 2025 upto August 7, 2030 (both days inclusive)
No. of shares held as on March 31, 2024	Nil
Details of remuneration (including sitting fees, if any) last drawn (FY 2023-24)	₹ 1.80 Lakhs
Directorships in other listed Companies (excluding foreign companies) as on March 31, 2024	<ul style="list-style-type: none"> Rama Petrochemicals Limited
Membership/ Chairmanship of Committees in other listed companies (excluding foreign companies) as on March 31, 2024	Chairman <ul style="list-style-type: none"> Rama Petrochemicals Limited <ul style="list-style-type: none"> - Audit Committee Member 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	Four
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	He is not related to any Directors and Key Managerial Personnel ('KMP') of the Company.

Name of Director	Mr. Haresh D. Ramsinghani
DIN	00035416
Age	63 years
Nationality	Indian
Date of first appointment on Board	November 5, 2018
Qualifications	- B.com - MBA (USA)
Experience / Brief Profile of Director	He has over 42 years of rich and varied experience in the field of Textiles, Petrochemicals and Fertilizers.
Expertise in specific functional areas	Specialized in the field of Sales and Marketing, Strategy, Manufacturing, Operations and General 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	Re-appointment as the Chairman and Managing Director for a period of 3 (three) years commencing from June 1, 2025 upto May 31, 2028 (both days inclusive)
No. of shares held as on March 31, 2024	2 (Two) Equity Shares
Details of remuneration (including sitting fees, if any) last drawn (FY 2023-24)	₹ 154 Lakhs
Directorships in other listed Companies (excluding foreign companies) as on March 31, 2024	<ul style="list-style-type: none"> Rama Petrochemicals Limited
Membership/ Chairmanship of Committees in other listed companies (excluding foreign companies) as on March 31, 2024	Chairman Nil Member <ul style="list-style-type: none"> Rama Petrochemicals Limited <ul style="list-style-type: none"> - Audit Committee
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	Four
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	He is related to Mrs. Nilanjan H. Ramsinghani, Director of the Company.

Information at glance:

Particulars	Notes
Cut-off date to determine eligible members to vote on the resolutions	Thursday, March 06, 2025
Voting start time and date	9.00 a.m. IST, Monday, March 17, 2025
Voting end time and date	5.00 p.m. IST, Tuesday, April 15, 2025
Date on which the resolution is deemed to be passed	Last date of voting i.e. Tuesday, April 15, 2025
Name, address and contact details of Registrar and Share Transfer Agent.	MUFG Intime India Private Limited (Formerly 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 voting service provider	e- 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 Email id- helpdesk.evoting@cdslindia.com Contact no. - 1800 22 55 33
CDSL e-voting website address	www.evotingindia.com

