



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.



*Rama Phosphates Ltd.*

Ref: RPL/BMD/2025  
Date: July 18, 2025

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 40<sup>th</sup> Annual General Meeting ('AGM') of the Company for the Financial Year 2024-25**

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), please find enclosed the Notice along with Explanatory Statement of the 40<sup>th</sup> AGM of the Company to be held on Wednesday, 13<sup>th</sup> August, 2025, at 3.00 p.m. through Video Conferencing/Other Audio Visual Means. The said Notice forms part of the Annual Report 2024-25.

The Notice of AGM along with the Annual Report for the financial year 2024-25 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**

HARESH DOULAT RAMSINGHANI  
Date: 2025.07.18  
17:50:21 +05'30'

Digitally signed by  
HARESH DOULAT  
RAMSINGHANI  
Date: 2025.07.18  
17:50:21 +05'30'

**HARESH D. RAMSINGHANI  
CHAIRMAN & MANAGING DIRECTOR  
DIN 00035416**

Encl.: a/a

# NOTICE



## NOTICE

**NOTICE** is hereby given that the **FORTIETH (40<sup>TH</sup>) ANNUAL GENERAL MEETING** of the Members of Rama Phosphates Limited will be held on **Wednesday, August 13, 2025 at 3:00 p.m.** through Video Conferencing (VC) / Other Audio Visual Means (OAVM), 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, 2025, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare final dividend of ₹ 0.25/- per equity share face value of ₹ 5/- each share for the financial year ended March 31, 2025.
3. To appoint a Director in place of Mr. Kishore Sukthanker (DIN: 10611925), who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS****4. To ratify the remuneration payable to Cost Auditor for the financial year ending March 31, 2025**

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

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) 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 applicable taxes and reimbursement of out of pocket expenses incurred in connection with the cost audit to M/s. Arun Agarwal & Co., Cost Accountants, (Firm Registration No. 001229) 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 maintained by the Company for the financial year ending March 31, 2026”

**5. To appoint Mr. Naresh Verma (DIN – 03286678) as an Independent Director (Non-Executive) of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Naresh Verma (DIN: 03286678), who was appointed as an Additional Director (Independent and Non-Executive) of the Company, with effect from May 14, 2025 under section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting of the Company, and

who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from May 14, 2025 to May 13, 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 appointment of Mr. Naresh Verma (DIN: 03286678) as a Non-Executive Independent Director of the Company, notwithstanding the fact that he shall attain the age of 75 (Seventy Five) years on January 11, 2028, during the aforesaid tenure of his 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 aforesaid resolution.”

**6. To appoint M/s. Ashok Patel & Associates, Practicing Company Secretary, as the Secretarial Auditor of the Company**

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

**“RESOLVED THAT** pursuant to provisions of Section 204 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 framed thereunder, Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI LODR Regulations”) [including any statutory modification or re-enactment(s) thereof for the time being in force], and based on the recommendation of the Audit

Committee and the Board of Directors, M/s. Ashok Patel & Associates, Practicing Company Secretary (Certificate of Practice No. 15326 and Peer Review Firm No. - 2092/2022) be and is hereby appointed as Secretarial Auditor of the Company to conduct secretarial audit for a term of five (5) consecutive financial years commencing from FY 2025-26 till FY 2029-30 on such remuneration, plus applicable taxes and out-of-pocket expenses as may be determined by the Board of Directors of the Company.”

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

**7. To approve borrowing limits of the Company under section 180(1)(c) of the Companies Act, 2013**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in supersession of the earlier resolution passed by the Members at the 37th Annual General Meeting held on August 25, 2022 and pursuant to the provisions of section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under [including any statutory modification(s) or re-enactments thereof for the time being in force and circulars, notifications, clarifications, rules made/ passed there under from time to time], the consent of the Members of the Company be and is hereby accorded, to borrow, from time to time, any sum or sums of money (exclusive of interest) on such terms and conditions as may be determined, from anyone or more of the Company's bankers and/or from anyone or more other banks, persons, firms, companies /bodies corporate, financial institutions, institutional investor(s), mutual funds, insurance companies, pension funds and or any entity/entities or authority/authorities, whether in India or abroad, and whether by way of cash credit, advance or deposits, loans or bill discounting, issue of debentures, commercial papers, long/short term loans,

suppliers' credit, securitized instruments such as floating rate notes, fixed rate notes, syndicated loans, commercial borrowing from the private sector window of multilateral financial institutions, either in rupees and/or in such other foreign currencies as may be permitted by law from time to time, and/or any other instruments/securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets, licenses and properties, whether immovable or movable and all or any of the undertaking of the Company, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from temporary loan obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves and securities premium, so that the total amount up to which the money may be borrowed will or may exceed the aggregate of the paid-up capital of the Company and its free reserves and securities premium, so that the total amount up to which the money may be borrowed by the Company and outstanding at any time shall not at any time exceed ₹ 750 Crore (Rupees Seven Hundred and Fifty Crore only)”

**“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 aforesaid resolution.”

**8. To approve creation of charge on movable and immovable properties of the Company both present and future, in respect of borrowing under section 180(1)(a) of the Companies Act, 2013**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in supersession of the earlier resolution passed by the Members at the 29th Annual General Meeting held on September 29, 2014 and pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made

there under [including any statutory modification(s) or re-enactments thereof for the time being in force and circulars, notifications, clarifications, rules made/ passed there under from time to time], the consent of the Members of the Company be and is hereby accorded, to create such mortgage, charge, hypothecation, transfer, sell and/ or otherwise dispose of all or any part of the immoveable and / or moveable properties, tangible or intangible assets of the Company, both present and future, in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks / financial institutions, other investing agencies and trustees for the holders of debentures / bonds / other instruments to secure rupee / foreign currency loans and / or the issue of debentures / bonds whether partly / fully convertible or non-convertible (herein collectively referred to as "Loans") issued / to be issued by the Company, provided that the total amount of loans together with the interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said loans, shall not at any time exceed ₹ 750 Crore (Rupees Seven Hundred Fifty Crore only) or the aggregate of the paid-up capital, free reserves and securities premium of the Company, whichever is higher."

**"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 aforesaid resolution."

#### NOTES FOR MEMBERS' ATTENTION:

1. 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, 10/2022 dated 28th December, 2022, 09/2023 dated

25th September, 2023 and the latest being 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA") and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/ HO/CRD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities and Exchange Board of India ("SEBI"), (hereinafter collectively referred to as "the Circulars"), prescribing the procedures and manner of conducting the AGM through Video Conference ("VC") or Other Audio Visual Means ("OAVM") upto 30th September, 2025, without the physical presence of members at a common venue. In terms of the said Circulars, the 40th AGM of the Members of the Company is being held through VC/OAVM on **Wednesday, August 13, 2025 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.

The procedure for participating in the meeting through VC/OAVM is explained at Note No. 41 below and is also available on the website of the Company at [www.ramaphosphates.com](http://www.ramaphosphates.com).

2. As the AGM shall be conducted through VC/OAVM, there is no requirement of appointment of proxies, pursuant to the said 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. Further, the attendance slip including route map is not annexed to this Notice. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

#### Explanatory Statement & Details of Directors seeking appointment/ re-appointment

3. 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 40th

Annual General Meeting ("AGM"), as set out under Item Nos. 4 to 8 above and the relevant details of the Directors seeking appointment/ re-appointment as mentioned under Item No. 3 and 5 above as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and as required under Secretarial Standard – 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, is annexed hereto. The Managing Director and Independent Directors of the Company are not liable to retire by rotation.

#### Authorised Representative

4. Authorised representatives of the Institutional Shareholders/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).

Institutional Shareholders/Corporate Members (i.e., other than individuals, HUF, NRI, etc.) are requested to upload their Board Resolution/ Power of Attorney/Authority Letter by clicking on 'Upload Board Resolution/ Authority Letter' displayed under 'e-Voting' tab in their login or send a scanned copy (PDF/JPG format) of the relevant Board Resolution/ Authority letter, etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer at [sanjayrd65@gmail.com](mailto:sanjayrd65@gmail.com) with a copy marked to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).

#### Dispatch of the Annual Report & Process for registration of e-mail id to obtain electronic copy of Annual Report

5. In compliance with the aforementioned circulars issued by MCA and SEBI, the Notice of the 40th AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company M/s. MUFG Intime India Private Limited (formerly known as M/s. Link Intime India Private Limited), Registrar & Share Transfer Agent ("RTA") and

Depository Participant ("DPs"). Additionally, in accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, the Company is also sending a letter to Members whose e-mail ids are not registered with Company/RTA/DP providing the weblink of Company's website from where the Annual Report for financial year 2024-25 can be accessed.

6. Those Members who are holding shares in physical form and have not updated their e-mail ids with the Company, are requested to update the same by submitting a duly filled and signed Form ISR-1 along with self-attested copy of the PAN Card, and self-attested copy of any document as address proof (e.g. Driving License, Voter Identity Card, Passport, Masked Aadhaar, etc.), to M/s. MUFG Intime India Private Limited, Unit – Rama Phosphates Limited, C-101, 1st Floor, C Tower, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai 400083, Tel - 8108116767 or by e-mail to [mt.helpdesk@in.mpms.mufg.com](mailto:mt.helpdesk@in.mpms.mufg.com)

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.in.mpms.mufg.com/KYC-downloads.html>

7. Members holding shares in dematerialised (demat) mode are requested to register / update their e-mail ids with their relevant DPs. In case of any queries / difficulties in registering the e-mail ids with their DPs, Members may write to the Company's RTA at [mt.helpdesk@in.mpms.mufg.com](mailto:mt.helpdesk@in.mpms.mufg.com).

#### Process for obtaining physical copy of Annual Report

8. As per SEBI Listing Regulations, physical copy of the Annual Report is required to be sent only to those Members who specifically request for the same. Members who wish to obtain a physical copy of the Annual Report for the financial year 2024-25, may write to the Company at [compliance@ramaphosphates.com](mailto:compliance@ramaphosphates.com), requesting for the same by providing their DP ID and Client ID/Folio no.
9. The Notice of the 40th AGM along with Annual Report for the financial year 2024-25, is available on the Company's website at [www.ramaphosphates.com](http://www.ramaphosphates.com), and on the website of the Stock Exchanges i.e. Bombay

Stock Exchange 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).

#### Procedure for inspection of document

10. Relevant documents referred to in the accompanying Notice and the Explanatory Statement pursuant to Section 102 of the Act shall be available for inspection through electronic mode. Members are requested to write to the Company at [compliance@ramaphosphates.com](mailto:compliance@ramaphosphates.com) for inspection of the said documents. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act will be available for inspection by the members during the AGM.

#### SEBI mandate on KYC Compliance

11. SEBI vide Master Circular No. SEBI/HO/MIRSD/ POD-1/P/CIR/2024/37 dated 7th May 2024, has prescribed common and simplified norms for processing investor’s service request by RTAs and norms for furnishing PAN, KYC (Contact Details, Bank Details, and Specimen Signature), and Nomination details.
12. As per the provision of the said Circular, amended from time to time, all shareholders holding shares in physical form are mandated to update their PAN, address, mobile number, bank account details, and specimen signature with the RTA.

In view of the same, it may be noted that any service request can be processed only after the folio is KYC compliant. In the case, wherein any one of the above details are not updated, such shareholders will be able to:

- lodge any grievance or avail any service only after furnishing all necessary details required above; and
- receive any payments including dividend in respect of such folios only electronically with effect from 1st April 2024, upon

registering the required details.

13. In terms of the SEBI Circular No. SEBI/HO/MIRSD/ POD-1/P/CIR/2024/81 dated 10th June 2024, all investors are encouraged in their own interest, to provide choice of nomination by contacting the RTA, if shares are held in physical form or their respective Depository Participant(s), if shares are held in dematerialised form. Further, all new investors are mandatorily required to provide the choice of nomination for their demat accounts (except for jointly held demat accounts).
14. For the purpose of updation of KYC and choice of nomination, members are requested to send the necessary forms (ISR-1, ISR-2 and SH-13) along with the necessary attachments mentioned in the said forms to RTA at M/s. MUFG Intime India Private Limited, Unit – Rama Phosphates Limited at C-101, 1st Floor, C Tower, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai – 400083, Tel: 8108116767. 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.
15. 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 aforementioned forms (ISR-1, ISR-2, ISR-3, SH-13 and SH-14) are 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.in.mpms.mufg.com/KYC-downloads.html>
16. Members can raise the request directly through service request to RTA through the given link - [https://web.in.mpms.mufg.com/helpdesk/Service\\_Request.html](https://web.in.mpms.mufg.com/helpdesk/Service_Request.html) The Members can also register on ‘SWAYAM’, RTA’s online Investor Self-Service Portal that empowers holders to effortlessly access information through a dashboard and avail various services in digital mode - SWAYAM Portal - <https://swayam.in.mpms.mufg.com/>

#### SEBI mandate on issuance of securities only in Demat mode

17. In terms of SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. 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. Members are thus requested to make service requests by submitting a duly filled and signed Form ISR-4 along with supporting documents to RTA at MUFG Intime India Private Limited, Unit – Rama Phosphates Limited at C-101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai – 400083. The aforementioned form ISR-4 is available on the website of the Company at [www.ramaphosphates.com](http://www.ramaphosphates.com) and on the website of the RTA under general tab at <https://web.in.mpms.mufg.com/KYC-downloads.html>
18. 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.

#### Dividend related information

19. Dividend - Key Dates
- |  |  |
|--|--|
| <b>Cut-off Date</b><br>(for determining the Members eligible for dividend) | Thursday, July 31, 2025                    |
| <b>Date of payment</b>   | On or after<br>Thursday, September 4, 2025 |
20. The Board of Directors of the Company at their meeting held on 14th May 2025 have, inter alia, approved and recommended payment of final dividend of ₹ 0.25 (Rupee twenty five

paise only) per equity share of the face value of ₹ 5 (Rupees five) each for the financial year ended 31st March 2025 (“final dividend”), subject to the approval of shareholders at the ensuing AGM.

21. Final dividend for the financial year ended 31st March 2025, if approved by the members at the ensuing AGM, will be paid on or after Thursday, 4th September 2025, to those members whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on the record date i.e., Thursday, 31st July 2025.
22. Members holding shares in physical/demat form are hereby informed that the bank particulars registered with RTA or their respective DPs, as the case may be, will be considered by the Company for payment of final dividend.
23. Members holding shares in physical/demat form are required to submit their bank account details to RTA/DPs by submitting requisite documents, if not registered, as mandated by the SEBI.
24. In case the Company’s dividend banker is unable to process the final dividend to any Member by electronic mode, due to non-availability of the details of the bank account or for any other valid reason whatsoever, the Company shall dispatch the dividend warrants/demand drafts/intimation letter to KYC non-compliant physical folios by post.

#### Tax Deducted at Source (“TDS”) on Dividend

25. As per the Income Tax Act, 1961, dividends paid or distributed by the Company after 1st April 2020, shall be taxable in the hands of the shareholders and the Company shall be required to deduct TDS at the prescribed rates from the dividend to be paid to the shareholders, subject to requisite approvals. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. The shareholders are requested to update their PAN with the DP (if shares held in electronic form) and Company / RTA (if shares held in physical form).
26. Please note that the following information and details, if registered with RTA 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 2024-25.
- 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

27. **For Resident Members:** Tax at source shall be deducted under Section 194 of the Income Tax Act, 1961 as amended by the Finance Act, 2020 ("Finance Act") at 10% on the amount of dividend declared and paid by the Company during financial year 2025-26, subject to PAN details registered/ updated by the Member. If PAN is not registered/ updated in the demat account/ folio as on the cut-off date, TDS would be deducted @20% as per Section 206AA of the Income Tax Act, 1961 as amended by the Finance Act.

No tax at source is required to be deducted, if aggregate dividend paid or likely to be paid during the financial year to individual member does not exceed ₹ 10,000 (Rupees Ten Thousand only).

In case of individual shareholders, who are mandatorily required to have their PAN

Aadhaar linked and have not done so, their PAN would be considered as inoperative. Such inoperative PANs would be considered as invalid and a higher TDS rate as per Section 206AA of the Income Tax Act, 1961 would be applied. The Company will rely on the reports downloaded from the reporting portal of the income tax department for checking the validity of PANs / inoperative PANs under Section 206AA of the Income Tax Act, 1961. Further, in cases where the Member 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, subject to the PAN of the Member not having an 'In-operative' status as per provisions of Section 139AA of the Income Tax Act, 1961.

Further, in case PAN of any Member falls under the category of 'In-operative', the Company shall deduct TDS @ 20% as per Section 139AA read with Section 206AA of the Income Tax Act 1961.

Further, in case of resident member having Order under Section 197 of the Income Tax Act, 1961, TDS will be deducted at the rate mentioned in the Order; provided the Member submits copy of the Order obtained from the income-tax authorities.

28. **For Non-Resident Members:** Tax at source shall be deducted under Section 195 of the Income Tax Act, 1961 at the applicable rates. As per the relevant provisions of the Income Tax Act, 1961, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to Non-resident Members.

Further, in case of Foreign Institutional Investors ("FIIs") and Foreign Portfolio Investors ("FPIs"), tax shall be deducted at source @ 20% (plus applicable surcharge and cess) under Section 196D of the Income Tax Act, 1961.

In case of Non-resident Member having Order under Section 197 of the Income Tax Act, 1961, TDS will be deducted at the rate mentioned in the Order; provided the member submits copy of the order obtained from the income tax authorities.

As per Section 90 of the Income Tax Act, 1961, Non-resident Members may be entitled to avail lower TDS rate as per Double Taxation Avoidance Agreement (DTAA or Tax Treaty). To avail the Tax Treaty benefits, the Non-resident Member will have to provide the following:

- a) Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the Non-resident Member is a resident.
- b) Electronically generated Form 10-F.
- c) Self-attested copy of the Permanent Account Number (PAN Card) allotted by the Indian income-tax authorities, if any.
- d) Self-declaration certifying the following points:
  - Member is and will continue to remain a tax resident of the country of its residence during the financial year 2025-26;
  - Member is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
  - Member has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
  - Member is the ultimate beneficial owner of its shareholding in the Company and Dividend receivable from the Company; and
  - Member does not have a taxable presence or a permanent establishment in India during financial year 2025-26.

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

29. **For all Members:** In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Member(s), such Member(s) will be responsible to

indemnify the Company, and also provide the Company with all information / documents and co-operation in any proceedings.

Members holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares are held under a PAN will be considered on their entire holding in different accounts.

In case of any discrepancy in documents submitted by the Member, the Company will deduct tax at higher rate as applicable, without any further communication in this regard.

In case of joint Members, the member named first in the Register of Member is required to furnish the requisite documents for claiming any applicable beneficial tax rate.

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.

30. The aforementioned forms for tax exemption can be downloaded from M/s. MUFG Intime India Private Limited (formerly known as M/s. Link Intime India Private Limited) website. The URL for the same is as under – <https://web.in.mpms.mufig.com/KYC-downloads.html> On this page select the General tab. All the forms are available under the head "Form 15G/15H/10F"

31. The aforementioned documents (duly completed and signed) are required to be uploaded on the URL mentioned below – <https://web.in.mpms.mufig.com/formsreg/submission-of-form-15g-15h.html> On this page the user shall be prompted to select the name of the Company /share the information and upload the documents to register their request.

In order to enable the Company to determine the appropriate TDS / withholding tax rate applicable, Members are requested to provide the aforesaid details and documents as mentioned above on or before Monday, 4th August, 2025 at <https://web.in.mpms.mufig.com/formsreg/submission-of-form-15g-15h.html> to mail the aforementioned scanned copies of the requisite documents to

[compliance@ramaphosphates.com](mailto:compliance@ramaphosphates.com)

No communication on the tax determination/ deduction shall be entertained post Monday, 4th August, 2025. 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.

32. In accordance with the provisions of the Income Tax Act 1961, TDS certificates can be made available to the Members at their registered email ID after filing of the quarterly TDS Returns of the Company, post payment of the said Dividend.
33. The Company has sent out a separate email communication informing the Members regarding the relevant procedure to be adopted by the Members to avail the applicable tax rate as per the Income Tax Act, 1961.
34. The Members, who have not claimed their dividend, are requested to write to the Registrar and Transfer Agent, M/s. MUFG

Intime India Private Limited (formerly known as M/s. Link Intime India Private Limited), Mumbai to claim the amount of dividend.

**Information relating to unpaid or unclaimed dividends and Investor Education and Protection Fund ("IEPF")**

35. As per Sections 124 and 125 of the Act and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, dividends which remain unpaid or unclaimed by the shareholder for a period of 7 (seven) years shall be transferred to the Investor Education and Protection Fund ("IEPF"). Further, the said provisions mandate companies to transfer the shares of shareholders whose dividends remain unpaid or unclaimed for a period of 7 (seven) consecutive years, to the demat account of IEPF Authority. The unclaimed dividends that are due for transfer to the IEPF are given below and 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)

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, 2025 (Amount in ₹)
1.	Final Dividend 2017 - 2018	October 10, 2018	November 09, 2025	4,02,774.00
2.	Final Dividend 2018 - 2019	October 10, 2019	November 09, 2026	3,82,129.00
3.	Final Dividend 2019 - 2020	October 01, 2020	October 31, 2027	3,78,743.00
4.	Interim Dividend 2020 - 2021	April 22, 2021	May 21, 2028	1,73,706.00
5.	Final Dividend 2020 - 2021	October 11, 2021	November 10, 2028	1,62,539.00
6.	Interim Dividend 2021 - 2022	December 02, 2021	January 01, 2029	1,95,255.60
7.	Final Dividend 2021 - 2022	September 13, 2022	October 12, 2029	1,13,358.00
8.	Final Dividend 2022 - 2023	September 07, 2023	October 06, 2030	1,52,038.00

36. During the financial year 2024-25, final dividend of ₹ 3,79,263 pertaining to FY 2016-17 which remained unpaid or unclaimed was transferred to the IEPF Authority in the month of November 2024 and during the financial year 2024-25 the

Company has transferred 11722 equity shares pertaining to FY 2016-17 to the demat account of the IEPF Authority. The details of shares transferred to IEPF Authority are available on the website of the Company.

37. Members are requested to check if any unpaid or unclaimed dividends are lying with the Company against their holdings. Members are then requested to contact the Company / Company's RTA for encashing their unclaimed dividends, if any. Members whose dividends and/or shares are already transferred to the IEPF Authority can claim their dividends and/or shares from the IEPF Authority by following the Refund Procedure as detailed on the IEPF website at <https://www.iepf.gov.in/IEPF/refund.html>

**38. Process and manner for members opting for voting through electronic means**

- (i) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and pursuant to the MCA Circulars, 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), as the authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by CDSL. [As may be applicable]
- (ii) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Wednesday, August 6, 2025, shall be entitled to avail the facility of remote e-voting as well as venue voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- (iii) A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Wednesday, August 6, 2025, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or

venue voting system on the date of the AGM by following the procedure mentioned in this part.

- (iv) The remote e-voting will commence on **Saturday, 9th August, 2025 at 9:00 a.m. and will end on Tuesday, 12th August, 2025 at 5:00 p.m.** During this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. Wednesday, August 6, 2025 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.
- (v) Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- (vi) The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Wednesday, August 6, 2025.
- (vii) The Company has appointed M/s. Sanjay Dholakia & Associates, Practicing Company Secretaries (Membership No. 2655 & CP No. 1798) to act as the Scrutinizer for conducting the remote e-voting process as well as the venue voting system on the date of the AGM, in a fair and transparent manner.
- (viii) In view of the 'Green Initiatives in Corporate Governance' introduced by MCA and in terms of the provisions of the Act, members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register/ update their email addresses with their Depository Participant(s).

**39. Process for those Shareholders whose Email id/ Mobile no. are not registered with Company/ Depository Participant**

- (i) 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.
- (ii) For Demat shareholders – Please update your email id and mobile no. with your respective Depository Participant (DP)
- (iii) 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.

**40. Instructions for Shareholders for remote E-voting**

- (i) The voting period commences on **Saturday, 9th August, 2025 at 9:00 a.m.** and will end on **Tuesday, 12th August, 2025 at 5:00 p.m.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on **Wednesday, August 6, 2025** i.e. cut-off date (record date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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.

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

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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 cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</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; My Easi New (Token) 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 a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</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.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

Type of shareholders	Login Method
	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</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 website for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911.
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 022 - 4886 7000 and 022 - 2499 7000.

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

(v) 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.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) 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.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) 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.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) 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.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **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](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- 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 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. [sanjayrd65@gmail.com](mailto:sanjayrd65@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com), if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM and 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 21 09911

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 at toll free no. 1800 21 09911.

**41. Instructions for shareholders attending the AGM through VC/OAVM & E-voting during the AGM**

- (i) Shareholder will be provided with a facility to attend the AGM through VC/OAVM or view the live webcast of AGM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders'/members login by using the remote e-voting credentials.
- (ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- (iii) Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast 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 in the AGM.
- (iv) If any votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting.
- (v) Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (vi) Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
- (vii) Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

(viii) 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.

42. The Scrutinizer shall, after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting and count the same, and count the votes cast during the AGM, and shall make, not later than 48 hours from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Scrutinizer's decision on the validity of the votes shall be final.

43. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.ramaphosphates.com](http://www.ramaphosphates.com) and on the website of CDSL i.e. [www.cdslindia.com](http://www.cdslindia.com) within two days of the passing of the Resolutions at the 40th Annual General Meeting of the Company and shall also be communicated to BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed.

**44. Procedure to raise questions/seek clarifications with respect to Annual Report at the ensuing 40th AGM**

- (i) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request on or before Saturday, August 2,

2025 mentioning their name, demat account number/folio number, email id, and mobile number through email on [compliance@ramaphosphates.com](mailto:compliance@ramaphosphates.com)

(ii) Shareholders seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Saturday, August 2, 2025 mentioning their name, demat account number/folio number, email id, and mobile number through email on [compliance@ramaphosphates.com](mailto:compliance@ramaphosphates.com). These queries will be replied to by the Company suitably by email.

(iii) 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.

By Order of the Board  
For RAMA PHOSPHATES LIMITED

**BHAVNA DAVE**  
COMPANY SECRETARY

Place : Mumbai  
Dated : May 14, 2025

**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 FORTIETH ANNUAL GENERAL MEETING OF THE COMPANY ITEM NO. 4**

**To ratify the remuneration payable to Cost Auditor for the financial year ending March 31, 2025**

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to have the audit of its cost records conducted by a Cost Accountant in practice. Further, the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board must be ratified by the Members of the Company.

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of M/s. Arun Agarwal & Co., Cost Accountants (Firm Registration No. 001229) as the Cost Auditor of the Company, to conduct audit of the cost records of the Company for the financial year ending March 31, 2026 at a remuneration of ₹ 1,90,000/- (Rupees One Lakh Ninety Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred by the Cost Auditor in connection with the aforesaid audit.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 4 of this Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2026.

The Board recommends the Ordinary Resolution set forth in Item No. 4 of this Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 4 of this Notice.

**ITEM NO. 5**

**To appoint Mr. Naresh Verma (DIN – 03286678) as an Independent Director (Non-Executive) of the Company**

The Board of Directors of the Company ("Board"), at its Meeting held on May 14, 2025, pursuant to the recommendation of the Nomination and Remuneration Committee ("NRC"), has approved

the appointment of Mr. Naresh Verma (DIN: 03286678) as an Additional Director (Independent and Non-Executive) of the Company with effect from May 14, 2025 to hold office up to the date of the next Annual General Meeting of the Company pursuant to section 161 of the Companies Act, 2013 ("the Act") and subject to approval of the Members at the said Annual General Meeting, to hold office as an Independent Director, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from May 14, 2025 to May 13, 2030 (both days inclusive).

Air Marshal Naresh Verma, AVSM, VSM Retired from the Indian Air Force on January 31, 2013, after holding the appointments of Director General (Administration) and AOA, Indian Force. After retirement he was appointed as member of Armed Forces Tribunal, Chandigarh Bench and he served on the Bench from December 1, 2013 to June 30, 2015. Later he was appointed as Director of India International Centre, New Delhi on July 1, 2015 and served till December 31, 2018. Mr. Naresh Verma has wide ranging experience and he is currently Advisor to the President, Refrigeration and Air-conditioning Manufacturers Association (RAMA). He is an alumnus of the reputed National Defence College, New Delhi. For his distinguish service he was awarded the Vishisht Seva Medal by the Hon'ble President of India in the year 2001 and Ati Vishisht Seva Medal in the year 2006. As former Air Officer-in-Charge of Administration and the first Director General (Administration) of the IAF, he played a pivotal role in modernizing infrastructure, managing high-stakes projects, and shaping policy across strategic domains including education, legal affairs, HR, and logistics.

The NRC taking into consideration the skills, expertise and competencies required for the Board for the effective functioning of the Company and based on the performance evaluation conducted and after considering the qualifications, skillsets, experience, independence, knowledge, ability to devote sufficient time, the NRC selected and recommended to the Board, the appointment of Mr. Naresh Verma as Independent Director of the Company.

The Company has in terms of Section 160(1) of the Act received a notice from a Member proposing his candidature for the office of Director. The Company has received a declaration from Mr. Naresh Verma 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. Naresh Verma 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. Naresh Verma 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. Naresh Verma 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 his appointment by the Members. Mr. Naresh Verma 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. Naresh Verma 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. Naresh Verma as an Non - Executive Independent Director of the Company, notwithstanding the fact that he shall attain the age of 75 (Seventy Five) years on January 11, 2028 during his aforesaid tenure.

In compliance with the provisions of Section 149 read with Schedule IV and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the SEBI Listing Regulations, the

appointment of Mr. Naresh Verma as an Independent Director of the Company from May 14, 2025 to May 13, 2030 (both days inclusive) is now placed for the approval of the Members by a Special Resolution and he shall not be liable to retire by rotation.

The Board recommends the Special Resolution set forth in Item No. 5 of this Notice for approval of the Members.

Except Mr. Naresh Verma and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is interested or concerned, financially or otherwise in the Resolution as set out in Item No. 5 of this 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. 6**

**To appoint M/s. Ashok Patel & Associates, Practicing Company Secretary, as the Secretarial Auditor of the Company**

Pursuant to provisions of Section 204 of the Companies Act, 2013, ("the Act") read with the rules framed thereunder, and Regulation 24(A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") [including any statutory modification or re-enactment(s) thereof for the time being in force] and based on the recommendation of the Audit Committee, the Board of Directors at their meeting held on May 14, 2025, has approved the appointment of M/s. Ashok Patel & Associates, Practicing Company Secretary (Certificate of Practice No. 15326 and Peer Review Firm No. - 2092/2022) as Secretarial Auditor of the Company to carry out the Secretarial Audit for a period of five (5) consecutive financial years commencing from FY 2025-26 till FY 2029-30, subject to the approval of the Members.

M/s. Ashok Patel & Associates is a Sole Proprietorship, Peer Reviewed Firm of Company Secretaries in Practice with over 10 years of experience in delivering comprehensive professional services across Corporate Laws, SEBI Regulations and FEMA Regulations. Their expertise includes conducting Secretarial Audits, Due Diligence Audits, Mergers and Amalgamations, Legal Due Diligence, Corporate Governance Audit, Public issue of Securities and Compliance Audits.

M/s. Ashok Patel & Associates has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by M/s. Ashok Patel & Associates as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The proposed fees in connection with the secretarial audit shall be ₹ 90,000/- (Rupees Ninety Thousand Only) plus applicable taxes and other out-of-pocket expenses for FY 2025-26, and for subsequent year(s) of his term, such fees as may be mutually agreed between the Board of Directors and M/s. Ashok Patel & Associates. In addition to the secretarial audit, M/s. Ashok Patel & Associates shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

The Board recommends the Ordinary Resolution set forth in Item No. 6 of this Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 6 of this Notice.

#### ITEM NO. 7

##### To approve borrowing limits of the Company under section 180(1)(c) of the Companies Act, 2013

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 ("the Act") read with the Rules, if any, made there under provide that the Board of Directors of the Company shall not, except with the consent of Members by way of Special Resolution, borrow money together with the money already borrowed, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of its paid up capital, free reserves and securities premium. The shareholders, at the 37th Annual General Meeting held on August 25, 2022, authorized the Board with the total borrowing limits up to ₹ 500 Crore (Rupees Five Hundred Crore only) for the Company.

The Board of Directors of the Company envisages requirement of funds in future to support the

business operations/projects of the Company and accordingly, it is proposed to increase the overall borrowing limits up to ₹ 750 Crore (Rupees Seven Hundred and Fifty Crore only).

Accordingly, consent of the Members is sought by way of Special Resolution set out in Item No. 7 of the accompanying Notice for increasing the borrowing limits of the Company to ₹ 750 Crore (Rupees Seven Hundred and Fifty Crore only) or the aggregate of the paid-up capital, free reserves and securities premium of the Company, whichever is higher.

The Board recommends the Special Resolution set forth in Item No. 7 of this Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 7 of this Notice.

#### ITEM NO. 8

##### To approve creation of charge on movable and immovable properties of the Company both present and future, in respect of borrowing under section 180(1)(a) of the Companies Act, 2013

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 ("the Act") read with the Rules, if any, made there under ("the Act") provide that the Board of Directors of the Company shall not, except with the consent of Members by Special Resolution, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.

The Board of Directors of the Company has proposed to seek consent of the Members by way of Special Resolution set out in Item No. 7 of the accompanying Notice for increasing the borrowing limits of the Company to ₹ 750 Crore (Rupees Seven Hundred and Fifty Crore only) or the aggregate of the paid-up capital, free reserves and securities premium of the Company, whichever is higher.

The proposed borrowings of the Company may, if necessary, be secured by way of charge / mortgage / hypothecation / security on the Company's assets in favour of the lenders/ holders of securities / trustees for the holders of the said securities as mentioned in the Resolution at Item No. 8. As the documents to be executed between the lenders/security holders/trustees for the holders of the said securities and the Company may contain provisions to take over

substantial assets of the Company in certain events, it is necessary to obtain fresh approval of the Members by means of a Special Resolution under Section 180(1)(a) of the Act, to enable the Board of Directors of the Company to create charge / mortgage / hypothecation / security on all or any of the movable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company together with the power to take over the substantial assets of the Company in certain events in favour of the Lender(s), Agent(s) and Trustee(s) and other bodies / persons, to secure the borrowings of the Company, availed / to be availed by way of loan(s) and / or Securities (comprising fully / partly Convertible Debentures / Non-Convertible Debentures / secured premium notes / floating rates / notes / bonds or other debt instruments), issued / to be issued by the Company, from time to time, within the overall limits of the borrowing powers of the Board of Directors as determined from time to time by the members of the Company, pursuant to Section 180(1)(c) of the Act.

The Board recommends the Special Resolution set forth in Item No. 8 of this Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 8 of this Notice.

By Order of the Board of Directors  
For RAMA PHOSPHATES LIMITED

**BHAVNA DAVE**  
COMPANY SECRETARY

Place: Mumbai  
Dated: May 14, 2025

#### 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)



Udaipur Plant

**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;

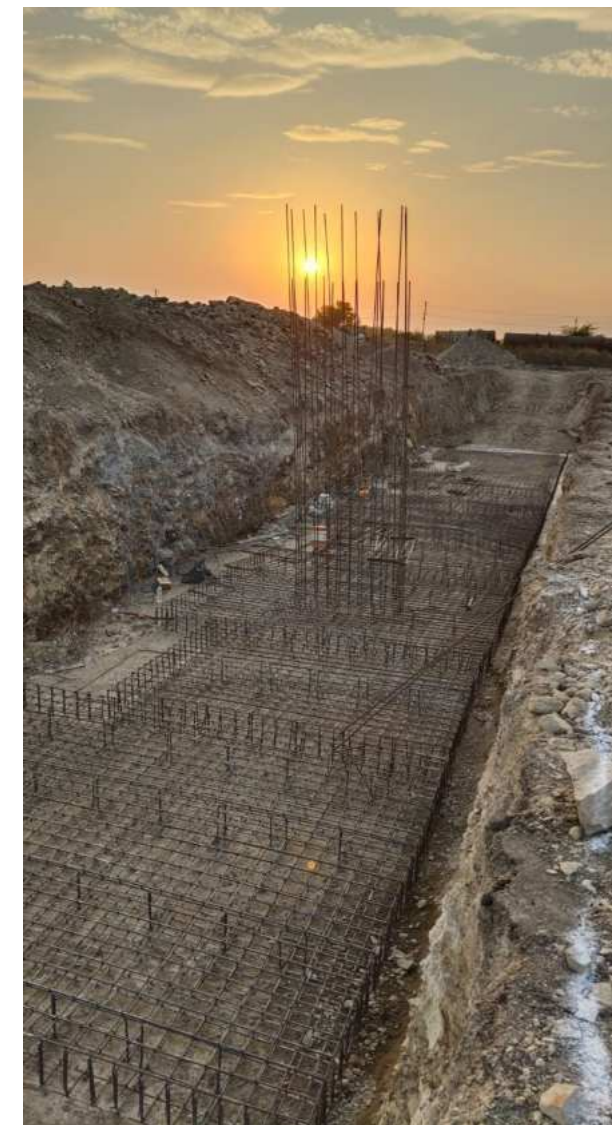
Names of the Directors	Mr. Kishore Sukthanker
<b>Director Identification Number (DIN)</b>	10611925
<b>Designation and Category of Director</b>	Non - Executive – Non - Independent Director
<b>Date of Birth</b>	July 21, 1952
<b>Date of first appointment on the Board</b>	May 30, 2024
<b>Qualifications</b>	<ul style="list-style-type: none"> <li>o Diploma in Mechanical Engineering from Institute of Engineers</li> <li>o Bachelor of Engineering - BE, Chemical Engineering from NIT Raipur</li> <li>o Skill Arbitrage Certified by NSDC</li> </ul>
<b>Experience / Brief Profile</b>	<p>Having 48 years of varied experience in fertilizer and chemical industry for handling operations, maintenance, projects and development work of fertilizer and chemical manufacturing plant by ensuring efficiency, quality and safety standards. He has successfully implemented ISO 9001, ISO 14001 and ISO 45001 and obtained the accreditation of National Accreditation Board for Testing and Calibration Laboratories (NABL) during his tenure at various organization.</p> <p>He has also managed and executed multiple projects, such as plant expansions, process improvements, quality enhancements, and cost reductions, delivering value and innovation during his tenure with the fertilizer and chemical sector.</p> <p>He was associated as General Manager (Works) with BEC Fertilizer Ltd., Dharamsi Morarji Chemical (DMCC), KEL Chemicals LTD, Unialchem Fertilizer Co. Ltd., National Rayon Corporation Limited. and was also associated as Vice President (Operations) in Nicomet Industries Limited. He was also elected member of executive committee of Gujarat Chamber of Commerce &amp; Industries. He also represented the District Safety Committee, Amreli.</p>
<b>Expertise in specific functional areas</b>	Specialized in the field of Chemical, Fertilizer and Engineering
<b>Skills and capabilities required for role and the manner in which the Directors meet the requirements</b>	Refer Notice and Explanatory Statement
<b>Terms and Condition of Appointment / Re-appointment</b>	In terms of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Kishore Sukthanker, who retires by rotation, is proposed to be re-appointed as a Director of the Company, liable to retire by rotation.
<b>No. of Equity Shares held in the Company</b>	Nil
<b>Details of remuneration (including sitting fees, if any) last drawn (For the FY 2024-25)</b>	₹ 45,000/- (Sitting Fess paid for attending Board and Committee Meetings)
<b>Directorships held in other Companies (excluding foreign companies) as on March 31, 2025</b>	<ul style="list-style-type: none"> <li>o Rama Petrochemicals Limited</li> </ul>
<b>Memberships / Chairmanships of Committees of other Companies (excluding foreign companies) as on March 31, 2025</b>	<ul style="list-style-type: none"> <li>o Rama Petrochemicals Limited                             <ul style="list-style-type: none"> <li>▪ Nomination and Remuneration Committee (Chairman)</li> <li>▪ Stakeholder Relationship Committee (Member)</li> </ul> </li> </ul>

Names of the Directors	Mr. Kishore Sukthanker
<b>Name of Listed Entities from which the person has resigned in the past three years</b>	None
<b>No. of Board Meetings attended during the financial year 2024-25</b>	3 out of 4
<b>Inter-se relationship with other Directors and Key Managerial Personnel of the Compan</b>	He is not related to any Directors and Key Managerial Personnel of the Company.

Names of the Directors	Mr. Naresh Verma
<b>Director Identification Number (DIN)</b>	03286678
<b>Designation and Category of Director</b>	Additional Non - Executive – Independent Director
<b>Date of Birth</b>	January 11, 1953
<b>Date of first appointment on the Board</b>	May 14, 2025
<b>Qualifications</b>	<ul style="list-style-type: none"> <li>o Bachelor of Arts from Delhi University</li> <li>o Three years training from National Defence Academy (Joint Services and specialized Air Force Services)</li> <li>o Graduate from National Defence College</li> <li>o Specialized training for Administrative Branch from Air Force Administrative College, Coimbatore</li> <li>o National Securities &amp; Strategic Study Fighter Pilot Flying Training from Elementary Flying School, Bidar</li> </ul>
<b>Experience / Brief Profile</b>	<p>Air Marshal Naresh Verma, AVSM, VSM Retired from the Indian Air Force on January 31, 2013, after holding the appointments of Director General (Administration) and AOA, Indian Force. After retirement he was appointed as member of Armed Forces Tribunal, Chandigarh Bench and he served on the Bench from December 1, 2013 to June 30, 2015. Later he was appointed as Director of India International Centre, New Delhi on July 1, 2015 and served till December 31, 2018. Mr. Naresh Verma has wide ranging experience and he is currently Advisor to the President, Refrigeration and Air-conditioning Manufacturers Association (RAMA). He is an alumnus of the reputed National Defence College, New Delhi. For his distinguish service he was awarded the Vishisht Seva Medal by the Hon'ble President of India in the year 2001 and Ati Vishisht Seva Medal in the year 2006. As former Air Officer-in-Charge of Administration and the first Director General (Administration) of the IAF, he played a pivotal role in modernizing infrastructure, managing high-stakes projects, and shaping policy across strategic domains including education, legal affairs, HR, and logistics.</p>
<b>Expertise in specific functional areas</b>	Rich experience in various areas of technology, operations, compliance, governance matters, global expansion strategies, administrative skills and strategic planning.
<b>Skills and capabilities required for role and the manner in which the Directors meet the requirements</b>	Refer Notice and Explanatory Statement
<b>Terms and Condition of Appointment / Re-appointment</b>	Appointment as an Non-Executive Independent Director with effect from May 14, 2025
<b>No. of Equity Shares held in the Company</b>	NIL
<b>Details of remuneration (including sitting fees, if any) last drawn (For the FY 2024-25)</b>	Not Applicable for the FY 2024-2025

<b>Names of the Directors</b>	<b>Mr. Naresh Verma</b>
<b>Directorships held in other Companies (excluding foreign companies) as on March 31, 2025</b>	<ul style="list-style-type: none"> <li>o Lloyd Insulations India Limited</li> <li>o Isolloyd Engineering Technologies Limited</li> </ul>
<b>Memberships / Chairmanships of Committees of other Companies (excluding foreign companies) as on March 31, 2025</b>	<ul style="list-style-type: none"> <li>o Lloyd Insulations India Limited                             <ul style="list-style-type: none"> <li>▪ Nomination and Remuneration Committee (Member)</li> <li>▪ Audit Committee (Member)</li> <li>▪ Corporate Social Responsibility Committee (Member)</li> </ul> </li> <li>o Isolloyd Engineering Technologies Limited                             <ul style="list-style-type: none"> <li>▪ Nomination and Remuneration Committee (Member)</li> <li>▪ Audit Committee (Member)</li> <li>▪ Corporate Social Responsibility Committee (Member)</li> </ul> </li> </ul>
<b>Name of Listed Entities from which the person has resigned in the past three years</b>	None
<b>No. of Board Meetings attended during the financial year 2024-25</b>	Not Applicable for the FY 2024-2025
<b>Inter-se relationship with other Directors and Key Managerial Personnel of the Company</b>	He is not related to any Directors and Key Managerial Personnel of the Company.

**Overview of Udaipur SSP complex**



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