



Rama Phosphates Ltd.

CIN: L24110MH1984PLC033917

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

Ref: RPL/BMD/2024  
Date: July 20, 2024

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

Dear Sir/Madam,

**Sub: Notice of the 39<sup>th</sup> Annual General Meeting ('AGM') of the Company for the Financial Year 2023-24**

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), please find enclosed the Notice along with Explanatory Statement of the 39<sup>th</sup> AGM of the Company to be held on Tuesday, 13<sup>th</sup> August, 2024, at 3.00 p.m. through Video Conferencing/Other Audio Visual Means. The said Notice forms part of the Annual Report 2023-24.

The Notice of AGM along with the Annual Report for the financial year 2023-24 is also available on the website of the Company at [www.ramaphosphates.com](http://www.ramaphosphates.com)

This is for your information and records.

Thanking you,

Yours faithfully,  
**For RAMA PHOSPHATES LIMITED**

JAMBU  
KUMAR  
PARAKH  
PARAKH

Digitally signed by  
JAMBU KUMAR  
PARAKH  
Date: 2024.07.20  
16:27:14 +05'30'

**J K PARAKH  
CHIEF FINANCIAL OFFICER**

Encl.: as above





# NOTICE

**NOTICE** is hereby given that the **THIRTY- NINTH ANNUAL GENERAL MEETING** of the Members of Rama Phosphates Limited will be held on **Tuesday, August 13, 2024 at 3:00 p.m.** through Video Conferencing (VC) / Other Audio Visual Means (OAVM) organized by the Company, to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at 51-52, Free Press House, Nariman Point, Mumbai 400 021.

## **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Nilanjana H. Ramsinghani (DIN 01327609), who retires by rotation and being eligible, offers herself for re-appointment.



**SPECIAL BUSINESS**

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

**“RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the Company hereby ratifies the remuneration of ₹ 1,90,000/- (Rupees one lakh ninety thousand only) plus taxes and reimbursement of out of pocket expenses incurred in connection with the cost audit to Mr. Arun Agrawal, Cost Accountant, (Membership No - 28447) who was appointed by the Board of Directors as the Cost Auditor of the Company, based on recommendations of Audit Committee, to conduct the audit of cost records of the Company for the financial year ended March 31, 2025.”

4. To alter the clauses of Memorandum of Association of the Company 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 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules and regulations made thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) consent of the members of the Company be and is hereby accorded for the modification, substitution and addition in Clause III (B) i.e. the objects incidental or ancillary to the attainment of the main object clause of Memorandum of Associations of the Company as follows:

In Part III (B), the following eleven new sub-clauses numbered 100 to 110 be added after sub-clause 99 as follows:

100. To acquire for purchase or on lease or assignment or under any other arrangement or understandings upon payment of consideration by way of

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outright payment or by rent, royalty or otherwise forever or for certain period the Trade name, Trade mark, Goodwill or any other rights of and from any other concern or concerns in carrying on the business or dealing in the products, goods and commodities for which Company is authorized.

101. To apply for, obtain, purchase or otherwise acquire and protect, prolong and renew any patents, patent right, inventions processes, scientific technology, software, hardware, processes, secrets, scientific or technical or other assistance, know-how and other information, designs, patterns, copyrights, trademarks, licenses, concession, and the like rights or benefits or rights of use thereof, which may seem capable of being used for or in connection with any of the objects of the company or the acquisition or use of which may seem calculated directly or indirectly to benefit the company on payment of any fee, royalty or any other consideration and to use, exercise or develop the same and manufacture under grant of license in respect thereof or otherwise deal with the same.
102. To carry on the business of manufacture, imports, exports, distributors, dealers, traders, agents, wholesalers, retailers, job work and to deal in all types of materials viz. muriate of potassium, potassium chloride, micronutrients, mixed micronutrients, water soluble fertilizers, organic fertilizers, other agri inputs, urea phosphate, magnesium fertilizer, zinc fertilizer, boron fertilizer, zinc boron fertilizer, fungicide, magnesium sulphate, zinc sulphate monohydrate, potash derived from molasses, calcium nitrate, di-sodium octaborate tetra hydrate, mixtures of N.P.K different composition and of different proportions of N.P.K, NPK complex fertilizer, sulphur bentonite, mono ammonium phosphate, mono potassium phosphate, potassium sulphate, Urea SSP, fortified SSP, triple

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superphosphate, urea SSP (complex), compost, biofertilisers, soil conditioner, humic acid fertilizer, plant growth regulators, weedicides, herbicides, other agri products and also in all types of liquid and vegetable fertilizers and all types of other fertilizers.

103. To carry on the business of manufacturers, retailers, importers, exporters, traders and dealers in chemical products of any nature including oleum, linear alkylbenzene sulfonic acid, linear alkylate sulfonate, derivatives of sulphuric acids, acids and acid derivatives, camphorsulfonic acid - CSA, Specialty chemicals, oleum 23%, oleum 65%, sodium silico fluoride, in particular soda ash, caustic soda, ammonium chloride, benzene hexachloride, zinc chloride, calcium chloride, di-calcium phosphate, alcohol, chlorine, chlorine products, both organic and inorganic such as polyvinyl chloride carbontetra-chloride, trichloro-ethylene, perchloroethylene ethylene dichloride, carbon disulphide, barium chloride, aluminum trichloride and titanium tetrachloride etc. metallic chlorides, hypochlorides, alkalic acids, cordials, drugs, tannins, essences and pharmaceuticals, photo-graphical, sizing, medical, chemical, industrial and other allied preparations and articles of any nature and kinds whatsoever, mineral and other waters, cements, oils, paints pigments and varnishes compounds drugs, stuff organic or mineral intermediates and other preparations of any nature and kind whatsoever.
104. To rent out, give on hire or lease or sub-lease or share with others or otherwise or purchase or deal with any property or assets or plant or machinery or equipment's or vehicles or furniture's or fixtures, of the Company, not immediately required or any part thereof in excess of the requirements of the Company from time to time for such consideration terms and conditions as the Directors may deem fit.
105. To purchase, take on lease, exchange, hire or otherwise acquire any movable

or immovable property and any rights or privileges which the company may think necessary or convenient for the purpose of its business.

106. To purchase or otherwise acquire and lease, sub-lease, rent, let out on hire, mortgage, pledge, hypothecate, sell or otherwise dispose off the whole or any part of the undertaking of the Company or any land, business, property, rights, plant and machinery, equipment's, vehicles or assets of any kind of the Company or any share of interest therein respectively in such manner and for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other body corporate having objects altogether or in part similar to those of the Company.
107. To enter into any arrangements or agreements with any government or authorities, semi-government authorities, public sector undertakings, municipal, local or otherwise that may seem to be conducive for purchase or sell of fertilizers, chemicals or all types of agri inputs.
108. To enter into arrangements for job work in Company's branding and outsourcing material in Company's brands.
109. To open or set-up retail outlets on hire or Company owned on all India basis to sell Company's agri inputs or fertilizers or chemicals as mentioned in above clauses.
110. To trade in raw materials of fertilizers and chemicals.

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

**NOTES**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), in respect of the Special Businesses to be transacted at the Annual General Meeting (“AGM”) as set out under

- Item No. 3 above and the relevant details of the Directors seeking appointment/re-appointment as mentioned under Item No. 2 above as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and as required under Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed hereto.
2. In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 21/2021 dated 14th December, 2021, 02/2022 dated 5th May, 2022, 10/2022 dated 28th December, 2022 and the latest being 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs ("MCA") read with relevant circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated 7th October, 2023 issued by the Securities and Exchange Board of India ("SEBI"), (hereinafter collectively referred to as "the Circulars"), Companies are allowed to hold AGM through Video Conference ("VC") or Other Audio Visual Means ("OAVM") till 30th September, 2024, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM on **Tuesday, August 13, 2024 at 3:00 p.m.** Central Depository Services (India) Limited (CDSL) will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM.
  3. As the AGM shall be conducted through VC/OAVM, there is no requirement of appointment of proxies, pursuant to the Circulars. Accordingly, the facility for appointment of proxy by the members is not available for this AGM and hence the proxy form is not annexed to this Notice. Also, the Attendance Slip including Route Map is not annexed to this Notice.
  4. Authorised representatives of the corporate members intending to participate in the AGM pursuant to Section 113 of the Act, are

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- 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).
5. In compliance with the aforementioned Circulars, Notice of the AGM along with the Annual Report for the financial year 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depository Participant (DPs).  
  
In case any member is desirous of obtaining physical copy of the Annual Report for the financial year 2023-24 and Notice of the 39th AGM of the Company, he/she may send a request to the Company by writing at [compliance@ramaphosphates.com](mailto:compliance@ramaphosphates.com) mentioning their DP ID and Client ID/folio no.  
  
Members may note that the Notice and the Annual Report for the financial year 2023-24 will also be available on the Company's website at [www.ramaphosphates.com](http://www.ramaphosphates.com), website of the Stock Exchanges on which the equity shares of the Company are listed i.e. 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).
  6. Members are requested to update their email address to their depository participants with whom they are maintaining their demat accounts. If the shares are held in physical mode can also register/update their email address by sending a duly signed request letter including their name and folio to the Company's Registrar and Transfer Agent (RTA), Link Intime India Private Limited, Unit – Rama Phosphates Limited, C-101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai 400083, Tel : +91-022-49816270, Fax: +91-022-49186060, e-mail id - [mnt.helpdesk@linkintime.co.in](mailto:mnt.helpdesk@linkintime.co.in).
  7. Members seeking any information with regard to any matter to be placed at the AGM, are requested to write to the Company at [compliance@ramaphosphates.com](mailto:compliance@ramaphosphates.com).

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8. Relevant documents referred to in the accompanying Notice and the Statements are available for inspection through electronic mode up to the date of the meeting.
9. Members may note that as per SEBI Master Circular No. SEBI/HO/MIRSD/ MIRSDPoD-1/P/CIR/2024/37 dated 7th May, 2024, it is mandatory for all holders of physical securities in listed entities to update their KYC and Nomination details with the Registrar and Share Transfer Agent ('RTA'), in case they have not updated the same. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant.  
  
As per the aforesaid SEBI Circular, members holding securities in physical form may note that any future dividend payable against their shareholding would be withheld if their KYC and choice of Nomination are not updated with the RTA.  
  
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 Link Intime India Private Limited, Unit – Rama Phosphates Limited at C-101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai – 400083. 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.  
  
Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he / she may submit the same in Form ISR-3 or Form SH-14 along with the supporting documents as the case may be.  
  
The said forms are 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://liiplweb.linkintime.co.in/KYC-downloads.html> Accordingly, the members are advised to register their details with the RTA or DPs, in compliance with the aforesaid SEBI guidelines for smooth processing of their service requests and trading without any hindrance.

10. Members may please note that 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. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 along with supporting documents to Link Intime India Private Limited, Unit – Rama Phosphates Limited at C-101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai – 400083. The said form is available on the website of the Company at [www.ramaphosphates.com](http://www.ramaphosphates.com) and on the website of the RTA at <https://liiplweb.linkintime.co.in/client-downloads.html> under General tab. It may be noted that any service request can be processed only after the folio is KYC compliant.  
  
SEBI on January 24, 2022 has amended SEBI Listing Regulations and has mandated that transfer of securities should be done in dematerialized form only. In view of the same and to eliminate all risks associated with physical shares and to avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form.
11. Mr. Sanjay Dholakia of M/s. Sanjay Dholakia & Associates, Practicing Company Secretaries (Membership No. 2655, COP- 1798), has been appointed as the Scrutinizer for conducting voting process in a fair and transparent manner. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of electronic voting for all those members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
12. The voting results shall be declared within two working days from conclusion of the AGM and the Resolutions shall be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared



results along with the report of the Scrutinizer shall be placed on the website of the Company [www.ramaphosphates.com](http://www.ramaphosphates.com) and on the website of CDSL at <https://www.evotingindia.com>. The results along with the report of the Scrutinizer shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited.

- Register of Members and the Share Transfer Books shall remain closed from Tuesday, the 6th day of August, 2024 to Tuesday, the 13th day of August, 2024 (both days inclusive).

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

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

During the Financial Year 2023-24, final dividend of ₹ 3,01,475.20 pertaining to FY 2015-16 which

| 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, 2024 (Amount in ₹) |
|---------|------------------------------|-----------------------------|---|---|
| 1.      | Final Dividend 2016 - 2017   | October 10, 2017            | November 09, 2024   | 3,79,383.00   |
| 2.      | Final Dividend 2017 - 2018   | October 10, 2018            | November 09, 2025   | 4,04,256.00   |
| 3.      | Final Dividend 2018 - 2019   | October 10, 2019            | November 09, 2026   | 3,82,849.00   |
| 4.      | Final Dividend 2019 - 2020   | October 01, 2020            | October 31, 2027  | 3,79,383.00   |
| 5.      | Interim Dividend 2020 - 2021 | April 22, 2021              | May 21, 2028  | 1,74,706.00   |
| 6.      | Final Dividend 2020 - 2021   | October 11, 2021            | November 10, 2028   | 1,63,579.00   |
| 7.      | Interim Dividend 2021 - 2022 | December 02, 2021           | January 01, 2029  | 1,96,215.60   |
| 8.      | Final Dividend 2021 - 2022   | September 13, 2022          | October 12, 2029  | 1,13,998.00   |
| 9.      | Final Dividend 2022 - 2023   | September 07, 2023          | October 06, 2030  | 1,53,158.00   |

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remained unpaid or unclaimed was transferred to the IEPF Authority in the month of November 2023.

During the Financial Year 2023-24, the Company has transferred 40187 shares of face value ₹ 10 per share pertaining to FY 2015-16 to the demat account of the IEPF Authority.

The dividend amount and shares transferred to the IEPF can be claimed by the concerned members from the IEPF Authority after complying with the procedure prescribed under the IEPF Rules. The details of the unclaimed dividends are also available on the Company's website at [www.ramaphosphates.com](http://www.ramaphosphates.com) and said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link [www.iepf.gov.in](http://www.iepf.gov.in)

**DETAILS OF UNCLAIMED / UNPAID DIVIDEND ACCOUNTS**

Pursuant to Section 124 of the Companies Act, 2013, if the Dividend Amount is not claimed within 7 Years from the date of becoming due for payment, such unclaimed amount will be transferred to Investor Education and Protection Fund and thereafter no claim shall be against the Company. Information in respect of such unclaimed dividend when due for transfer to the Investor Education and Protection Fund (IEPF) are given below and are also available on the Company's website at [www.ramaphosphates.com](http://www.ramaphosphates.com)

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**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE 39<sup>TH</sup> AGM THROUGH VC/OAVM**

- CDSL will be providing facility for voting through remote e-Voting, for participation in the 39th AGM through VC/OAVM and e-Voting during the 39th AGM.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Company is providing facility of remote e-Voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- Shareholders may access the Notice and Annual Report 2023-24 at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed after successful login as per the instructions mentioned below for Remote e-voting.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who

are allowed to attend the AGM without restriction on account of first come first served basis.

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

**PROCEDURE TO RAISE QUESTIONS/SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT AT THE ENSUING 39<sup>TH</sup> AGM**

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

### INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM

The instructions for members for voting electronically are as under –

- (i) The voting period commences on **Friday, 9th August, 2024 at 9:00 a.m.** and will end on **Monday, 12th August, 2024 at 5:00 p.m.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on **Tuesday, 6th August, 2024** i.e. cut-off date (record date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Shareholders will not be allowed to vote again on any resolution on which vote has already been cast. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (ii) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- (iii) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- (iv) Pursuant to SEBI Circular No. SEBI/HO/CFD /CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

- (v) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

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

| Type of shareholders  | Login Method  |
|---|---|
| Individual Shareholders holding securities in demat mode with <b>NSDL</b> | <ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.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 or joining virtual meeting &amp; voting during the meeting.</li> </ol> |



| Type of shareholders  | Login Method  |
|---|---|
|   | <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-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</b> | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.  |

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

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

| Login type  | Helpdesk details  |
|---|---|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33. |
| 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.                    |

(vi) Login method for e-Voting and joining virtual meeting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL : 16 digits beneficiary ID,
  - b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in

Physical Form should enter Folio Number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

| For Physical shareholders and other than individual shareholders holding shares in Demat |   |
|--|---|
| PAN  | Enter your 10 digit alpha-numeric **PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) **Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details <b>OR</b> Date of Birth (DOB)                                      | Enter the *Dividend Bank Details or *Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. *If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.                  |

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION

DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Additionally Facility for Non – Individual Shareholders and Custodians – Remote Voting only –

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz. [bhavnadave@ramagroup.co.in](mailto:bhavnadave@ramagroup.co.in) (designated email address by company), if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

**RAMA PHOSPHATES LTD.**

2. For Demat shareholders – Please update your email id and mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat Shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting and joining virtual meetings through Depository.**

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

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

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

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

Place : Mumbai  
Dated : May 30, 2024

**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)

**RAMA PHOSPHATES LTD.**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 WITH REFERENCE TO THE SPECIAL BUSINESS IN THE NOTICE CONVENING THE THIRTY NINTH ANNUAL GENERAL MEETING OF THE COMPANY. ITEM NO. 3**

Pursuant to 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 Auditors 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 Mr. Arun Agrawal, Cost Accountant (Membership No. 28447), as the Cost Auditor of the Company to conduct audit of the cost records of the Company for the financial year ending March 31, 2025 at a 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 audit.

Accordingly, consent of the Members is sought by way of an Ordinary Resolution as set out at Item No. 3 of the accompanying Notice for ratification of the remuneration amounting to ₹ 1,90,000/- plus applicable taxes and out-of-pocket expenses payable to the Cost Auditor for the financial year ending March 31, 2025.

The Board recommends the Ordinary Resolution set forth in Item No. 3 of the Notice for approval of the Members.

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

**ITEM NO. 4**

It is proposed to alter the Memorandum of Association of the Company ('MOA') by adding new clauses to the objects incidental or ancillary to the attainment of the main objects, as the Company looks towards widening the sphere of its business and diversification into areas which would be profitable for the Company as part of diversification plans.

In view of the said requirements and the strategic expansion plans of the Company, the clauses under

objects incidental or ancillary to the attainment of the main objects is proposed to be amended as follow:

Eleven new clauses numbered 100 to 110 will be added to the existing Part B of Clause III (Objects incidental or ancillary to the attainment of the main objects) to enable the Company to widen the scope of its business activities.

Any alteration of the Memorandum of Association of the Company requires approval of the members of the Company by means of a Special Resolution under section 13 of the Companies Act, 2013 and the Board of Directors vide its resolution dated May 30, 2024 has accorded its approval to the proposed alteration of the Memorandum of Association and the Board now seek members approval for the same.

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

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

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

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

Place: Mumbai  
Dated: May 30, 2024

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



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

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

| Sr. No. | Names of the Directors   | Mrs. Nilanjana H. Ramsinghani   |
|---------|--|---|
| 1.      | DIN  | 01327609  |
| 2.      | Date of Birth  | 31-12-1964  |
| 3.      | Date of First Appointment on Board   | 31-05-2015  |
| 4.      | Qualifications   | MBA   |
| 5.      | Experience and Expertise in Specific functional areas / Brief Profile                                  | Over 36 years of rich and varied experience in the field of Business Administration and International Trade.  |
| 6.      | Skills and capabilities required for role and the manner in which the Directors meet the requirements  | Director liable to retire by rotation   |
| 7.      | Terms and Condition of Re-appointment  | Reappointment as Director(Non-Executive) of the Company liable to retire by rotation.   |
| 8.      | No. of Shares held   | Nil   |
| 9.      | Details of remuneration (including sitting fees, if any) last drawn (FY 2023-24)                       | Sitting Fees - ₹ 45,000   |
| 10.     | Directorships in other listed Companies (excluding foreign companies) as on March 31, 2024             | Rama Petrochemicals Ltd.  |
| 11.     | Membership / Chairmanship of other listed Companies (excluding foreign companies) as on March 31, 2024 | Member<br><ul style="list-style-type: none"> <li>Rama Petrochemicals Ltd. - Stakeholder Relationship Committee</li> </ul> Chairman<br><ul style="list-style-type: none"> <li>Nil</li> </ul> |
| 12.     | Listed Entities from which Director has Resigned from Directorship in last 3 (Three) Years             | None  |
| 13.     | No. of Board Meetings attended during the financial year 2023-24                                       | Attended 3 out of 4 Board Meetings.   |
| 14.     | Inter-se relationship with other Directors and Key Managerial Personnel of the Company                 | Related to Mr. Haresh D. Ramsinghani – Chairman and Managing Director of the Company.   |

**SULPHURIC ACID UNIT, PUNE**
