



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/2024  
Date : November 29, 2024  
To,

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 Postal Ballot through Electronic Voting**

Further to our letter dated November 13, 2024 and pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Postal Ballot Notice for seeking approval of Members of the Company for the following resolutions through remote electronic voting process ('remote e-voting'):

Sr. No.	Type of Resolution(s)	Description of Resolution(s)
1.	Special Resolution	Adoption of new Set of Articles of Association (AOA) of the Company
2.	Ordinary Resolution	Sub-Division/Split of equity shares of the Company
3.	Ordinary Resolution	Alteration of Capital Clause of the Memorandum of Association (MOA) of the Company

The Notice is being sent to all the Members, whose name appears in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the Company / Depository Participants as on Tuesday, 26th November, 2024 ('Cut Off Date'). Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice.

The Company has engaged the services of Central Depository Services (India) Limited ('CDSL') to provide remote e-voting facility to its Members. The remote e-voting period will commence from Tuesday, 3rd December, 2024 at 9.00 a.m. (IST) and ends on Wednesday, 1st January, 2025 at 5.00 p.m. (IST).

The Notice of Postal Ballot along with the explanatory statement and instructions for remote e-voting is available on the website of the Company at [www.ramaphosphates.com](http://www.ramaphosphates.com)

Please take the above information on record.

Thanking you,

Yours faithfully,  
For RAMA PHOSPHATES LIMITED

JAMBU KUMAR  
PARAKH  
Digitally signed by  
JAMBU KUMAR PARAKH  
Date: 2024.11.29  
12:50:32 +05'30'

J K PARAKH  
CHIEF FINANCIAL OFFICER

Encl.: as above

**RAMA PHOSPHATES LTD.****Regd. Office:** 51-52, Free Press House, Nariman Point, Mumbai 400021.**Tel:** 91-22-2283 3355 / 2283 4182; **Fax:** 91-22-2204 9946**Email:** rama@ramagroup.co.in; **Website:** www.ramaphosphates.com**Corporate Identification No.:** L24110MH1984PLC033917**POSTAL BALLOT NOTICE**

(Pursuant to Section 110 read with Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

**Notice** is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with the General Circular nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Govt. of India (hereinafter collectively referred to as "MCA Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations, to transact the special business as set out hereunder by passing resolutions through Postal Ballot only through remote e-voting process.

The proposed resolutions and the explanatory statement pertaining to the said resolutions, pursuant to Section 102(1) of the Act, setting out the nature of concern or interest, financial or otherwise, and other information and facts to enable you to understand the meaning, scope and implications of the item of business and to take decision thereon, is appended herewith for your consideration.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the provisions of Sections 108 and 110 of the Act read with the rules thereunder and the MCA circulars, Rama Phosphates Limited (the "Company") has extended only remote electronic voting ("e-voting") facility to its Members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms by post. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to enable the members to cast their vote electronically.

The e-voting facility will commence from Tuesday, 3rd December, 2024 (09:00 a.m. IST onwards) till Wednesday, 1st January, 2025 (upto 05:00 p.m. IST).

You are requested to please read carefully the "Procedure/instructions for e-voting" enumerated in the notes to this Notice and record your assent (FOR) or dissent (AGAINST) through remote e-voting process only not later than 5:00 p.m. IST on Wednesday, 1<sup>st</sup> January, 2025. The assent or dissent received after such date and time shall be treated as if reply from the member has not been received.

The Board of Directors of the Company (hereinafter called the "Board"), in compliance with the Rules, has appointed Mr. Narottam Bagaria (FCS No. 5443), Partner, M/s. N. Bagaria & Associates, Company Secretaries, Mumbai, as Scrutinizer (hereinafter called the "Scrutinizer"), to scrutinize the said Postal Ballot process in a fair and transparent manner.

The Scrutinizer's decision on the validity of votes cast in the postal ballot shall be final. Upon completion of Scrutiny of votes, the Scrutinizer will submit his report and other related papers to the Chairman or any Director of the Company, as may be authorized by the Board in this regard, on or before Friday, 3<sup>rd</sup> January, 2025. The result of the Postal Ballot will be announced by the Chairman or Director of the Company so authorized by the Board, on or before Friday, 3<sup>rd</sup> January, 2025 before 06:00 pm at the Company's Registered Office at 51-52, Free Press House, Free Press Journal Marg, Nariman Point, Mumbai - 400 021. The declared results along with the Report of the Scrutinizer shall be forwarded to the Stock Exchanges - BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and shall be uploaded on the website of the Company i.e. [www.ramaphosphates.com](http://www.ramaphosphates.com) and website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) on the same day. The results shall also be displayed on the Notice Board at the Registered Office of the Company. If the proposed resolutions are assented by requisite majority, it shall be deemed to have been duly passed on Wednesday, 1<sup>st</sup> January, 2025 i.e. being the last date of e-voting.

## **SPECIAL BUSINESS:**

### **1. Adoption of new Set of Articles of Association 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 14 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with relevant Rules made thereunder, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof, for the time being in force), the existing Articles of Association of the Company be and are hereby altered by way of Adoption of new set of Articles of Association of the Company as per Table F in substitution and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.”

“**RESOLVED FURTHER THAT** the Board and / or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things, to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to settle any question, difficulty that may arise and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members.”

### **2. Sub-division/split of equity shares 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 the provisions of Sections 61(1)(d), 64 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with relevant Rules made thereunder, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modifications or re-enactments thereof, for the time being in force), Article 36 of the Articles of Association of the Company and subject to receipt of such other approvals, consents and permissions as may be required from concerned statutory authorities and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals and on recommendation of the Board of Directors of the Company (hereinafter referred to as “the Board”, which expression shall include any Committee of the Board of Directors), approval of the Members of the Company be and is hereby accorded for sub-division/ split of the existing 1 (One) Equity Share of the Company, having face value of Rs. 10/- (Rupees Ten only) each, into 2 (Two) Equity Share having face value of Rs. 5/- (Rupees Five only) each, ranking pari-passu with each other in all respects with effect from the Record Date (“Record Date”) to be determined by the Board for this purpose.

**RESOLVED FURTHER THAT** pursuant to the sub-division/split of equity shares of the Company, all the equity shares of face value of Rs. 10/- (Rupees Ten only) each consisting in the Authorized equity share capital existing on the Record Date, shall stand sub-divided/split as follows:

Type of Capital	Pre Sub-division/split			Post Sub-division/Split		
	No. of Equity Shares	Face Value (in Rs.)	Total Equity Share Capital (in Rs.)	No. of Equity Shares	Face Value (in Rs.)	Total Equity Share Capital (in Rs.)
Authorised Equity Share Capital	3,10,00,000	10	31,00,00,000	6,20,00,000	5	31,00,00,000
Authorised Preference Share Capital	1,00,00,000	10	10,00,00,000	1,00,00,000	10	10,00,00,000

“RESOLVED FURTHER THAT there is no sub-division / split of Authorised Preference Share capital and it will remain same.”

“RESOLVED FURTHER THAT pursuant to the sub-division/split of equity shares of the Company, all the equity shares of face value of Rs.10/- (Rupees Ten only) each consisting in the Issued, Subscribed and Paid-up equity share capital existing on the Record Date, shall stand sub-divided/split as follows:”

Type of Capital	Pre Sub-division/split			Post Sub-division/Split		
	No. of Equity Shares	Face Value (in Rs.)	Total Equity Share Capital (in Rs.)	No. of Equity Shares	Face Value (in Rs.)	Total Equity Share Capital (in Rs.)
Issued and Subscribed Equity Share Capital	1,76,93,213	10	17,69,32,130	3,53,86,426	5	17,69,32,130
Paid-up Equity Share Capital	1,76,93,213	10	17,67,43,000	3,53,86,426	5	17,67,43,000

“RESOLVED FURTHER THAT the amount due and payable on calls in arrears will be adjusted accordingly in the same proportion in line with sub division / split of shares as envisaged hereinabove, subject to such approvals as may be required.”

“RESOLVED FURTHER THAT upon sub-division/split of equity shares as aforesaid and with effect from the Record Date:

- for the equity shares held in physical form, the existing share certificate(s) in relation to the said equity shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the Members to surrender their existing share certificate(s), shall issue, sign and dispatch new share certificate(s) of the Company and shall comply with the prevailing laws/guidelines in this regard; and
- for the equity shares held in dematerialized form, the sub-divided/split equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the Members held with their depository participants, in lieu of the existing credits present in their respective beneficiary demat accounts.”

“RESOLVED FURTHER THAT the sub division /split of Equity shares shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company.”

**RESOLVED FURTHER THAT** the Board and / or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things, to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to settle any question, difficulty that may arise with regard to the sub-division/split of the equity shares as aforesaid and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members to the end and intent that they shall be deemed to have given their approval thereto and for matters connected therewith or incidental thereto expressly by the authority of this resolution.”

### **3. Alteration of Capital Clause of the Memorandum of Association 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 the provisions of Sections 13, 61 and other applicable provisions of the Companies Act, 2013 (if any), read with relevant Rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force), the Articles of Association of the Company and subject to receipt of such other approvals, consents and permissions as may be required from concerned statutory authorities and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals and on recommendation of the Board of Directors of the Company (hereinafter referred to as “the Board”, which expression shall include any Committee of the Board of Directors), approval of the Members of the Company be and is hereby accorded to delete the existing Clause V of the Memorandum of Association of the Company in entirety and insert the following new Clause V:

V. The Authorised Share Capital of the Company is Rs. 41,00,00,000/- (Rupees Forty One Crores only) divided into 6,20,00,000 (Six Crores Twenty Lacs) Equity Shares of Rs.5/- each (Rupees Five only) and 1,00,00,000 (One Crore) Preference Shares of Rs.10/- (Rupees Ten only) each with the rights, privileges and conditions attaching thereto as may be provided by the Articles of Association of the Company for the time being, with power to increase and reduce the Capital of the Company and to divide and/or subdivide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, guaranteed, qualified or special rights, privileges and conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company but subject always to the provisions of the Companies Act, 2013 including amendments thereto from time to time.”

“**RESOLVED FURTHER THAT** the sub division /split of Equity shares shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company.”

“**RESOLVED FURTHER THAT** the Board and / or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things, including to fix and announce the Record Date, to make appropriate adjustments on account of sub-division/ split of equity shares, to accept and make any alteration(s), modification(s) to terms and to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to settle any question, difficulty that may arise and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members to the end and intent that they shall be deemed to have given their approval thereto and for matters connected therewith or incidental thereto expressly by the authority of this resolution.”

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules') as amended, setting out material facts are appended herein below.
2. In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company and as received from National Securities and Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) ('Depositories') and Link Intime India Private Limited, the Company's RTA as on **26<sup>th</sup> November, 2024 ('Cut-Off Date')** and whose e-mail IDs are registered with the Company / Depositories / RTA. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No. 9. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off date i.e. **26<sup>th</sup> November, 2024**. The Members, whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories as on **26<sup>th</sup> November, 2024**, being the cut-off date, are entitled to vote on the Resolution set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
3. In accordance with the MCA Circulars and SEBI Circular, physical copies of the Notice along with Postal Ballot Form and pre-paid business reply envelope(s) are not being sent to the Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
4. Pursuant to the provisions of Section 108 and Section 110 of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Listing Regulations and SS-2, (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Company is offering e-voting facility to enable the Members to cast their votes electronically and the Company has availed the services of Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency in accordance with the process specified in this Notice.
5. The remote e-voting shall commence on **Tuesday, 3<sup>rd</sup> December, 2024 (09:00 a.m. IST onwards)** and shall end on **Wednesday, 1<sup>st</sup> January, 2025 (upto 05:00 p.m. IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off date may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
6. A copy of this Postal Ballot Notice is also available on the website of the Company at [www.ramaphosphates.com](http://www.ramaphosphates.com), website of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
7. The voting for this Postal Ballot cannot be exercised through proxy.
8. Members who wish to inspect the documents referred to in the Notice or Explanatory Statement may send their requests at [compliance@ramaphosphates.com](mailto:compliance@ramaphosphates.com) from their registered email address mentioning their Name, Folio Number / DP ID & Client ID until the last date of remote e-voting period of this Postal Ballot i.e. **Wednesday, 1st January, 2025**.
9. In respect of shares held in demat form, Members who have not registered their email address are requested to register the same with their respective DP. In respect of shares held in physical form, Members who want to register their email address, will need to ensure complete KYC compliance for their folio. Such Shareholders can download the relevant Forms i.e. Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14, for registering/changing KYC details from RTA's website at <https://liiplweb.linkintime.co.in/KYC-downloads.html>. The following details viz. PAN of all the holders, Address with PIN code, Email address, Mobile No., Bank Account details of the first holder, Specimen Signature and Nomination details need to be submitted by the holders of physical securities along with supporting documents.

10. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Registrar & Transfer Agent – Link Intime India Private Limited at [rnt.hepldesk@linkintime.co.in](mailto:rnt.hepldesk@linkintime.co.in) along with the copy of the signed request letter in Form ISR-1 mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Aadhaar, Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to the Company at [compliance@ramaphosphates.com](mailto:compliance@ramaphosphates.com) and to the Registrar and Transfer Agent - Link Intime India Private Limited at [rnt.hepldesk@linkintime.co.in](mailto:rnt.hepldesk@linkintime.co.in).
11. The Resolution, if passed by the requisite majority, will be deemed to have been passed on the last date specified for remote e-voting i.e. **Wednesday, 1<sup>st</sup> January, 2025**. Further, resolution passed by the Members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
12. Once the vote on a Resolution is cast by the Member the Member, shall not be allowed to change it subsequently.
13. The declared results along with the Report of the Scrutinizer shall be forwarded to the Stock Exchanges - BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and shall be uploaded on the website of the Company i.e. [www.ramaphosphates.com](http://www.ramaphosphates.com) and website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com).
14. **The instructions for remote e-voting by Shareholders are as under:**

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>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 &amp; New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting &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.</p> <p>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.</p>

	<p>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from an e-voting link available on <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 e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</p>
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<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <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 NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30



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

- (ii) Login method for Remote e-voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• 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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• 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.</li> </ul>

- (iii) After entering these details appropriately, click on “**SUBMIT**” tab.
- (iv) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the **EVS**N for the Company which is **241122006** on which you choose to vote.
- (vii) On the voting page, you will see “**RESOLUTION DESCRIPTION**” and against the same the option “YES/NO” for voting. Select the option **YES** or **NO** as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (viii) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- (ix) After selecting the resolution, you have decided to vote on, click on “**SUBMIT**”. A confirmation box will be displayed. If you wish to confirm your vote, click on “**OK**”, else to change your vote, click on “**CANCEL**” and accordingly modify your vote.
- (x) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on “**Click here to print**” option on the Voting page.
- (xii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiv) **Additional Facility for Non – Individual Shareholders and Custodians - For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](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 mandatory to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [compliance@ramaphosphates.com](mailto:compliance@ramaphosphates.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

- (1) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
- (2) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
- (3) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

**By Order of the Board  
For Rama Phosphates Limited**

**Bhavna Dave  
Company Secretary**

**Place : Mumbai  
Date : November 13, 2024**

**Registered Office:**  
51-52, Free Press House,  
Free Press Journal Marg,  
Nariman Point,  
Mumbai - 400 021.  
Tel: 022-22834123  
Email: [compliance@ramaphosphates.com](mailto:compliance@ramaphosphates.com)  
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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

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

**Item No. 1:**

The existing Articles of Association (“AoA”) of the Company are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 (‘New Act’).

The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act, several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles.

It is thus expedient to adopt new set of Articles of Association (primarily based on Table F which sets out the model Articles of Association for a Company Limited by Shares), in place of existing Articles of Association of the Company instead of amending each Article of the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013.

Hence, the existing regulations 1 to 62 of the Articles of Association are proposed to be replaced by the new set of Articles of Association of the Company.

The existing AOA of the Company and the draft of proposed AOA is available for inspection electronically on the Company’s website at [www.ramaphosphates.com](http://www.ramaphosphates.com) for perusal by the Members.

Pursuant to the provisions of Section 14, alteration of Articles of Association of the Company requires approval of the members of the Company by way of Special Resolution. Accordingly, the Board recommends the Special Resolution as set out at Item No. 1 of the Notice of the Postal Ballot for the approval by the members.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 1 of the Notice.

**Item Nos. 2 & 3:**

Board of Directors of the Company at their meeting held on 13<sup>th</sup> November, 2024 subject to the approval of members of the Company and statutory authorities (if any) has recommended the sub-division/ split of the face value of the Company’s Equity shares from Rs.10/- to Rs.5/- each. This sub-division/ split will increase the total number of shares in the Company proportionately, while keeping the overall share capital unchanged.

**Rationale for Sub-division:**

The Company being listed and traded on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), the sub-division/ split of shares is intended to enhance liquidity of the Company’s equity shares in the stock market and make the shares more affordable for small investors. By increasing the number of shares available at a lower face value, the Company aims to broaden its shareholder base, encourage retail participation, and improve marketability.

Following the subdivision, each equity share with a face value of Rs.10/- will be divided into 2 equity shares with a face value of Rs.5/- each. Consequently, the total number of equity shares in the Company will increase from 1,76,93,213 equity shares of Rs.10/- each to 3,53,86,426 equity shares of Rs.5/- each, while the paid-up share capital of the Company will remain the same.

The equity shares shall ranking *pari-passu* with each other in all respects with effect from the Record Date (“Record Date”) to be determined by the Board of Directors for this purpose.

In view of subdivision of shares, the existing Capital Clause of Memorandum of Association of the Company ("MOA") i.e. Clause V of the Memorandum of Association of the Company also needs to be altered to reflect the change in the face value and number of the equity shares.

There will not be any change in the amount of authorized, subscribed, issued and paid-up share capital of the Company on account of sub-division/split of equity shares. Further, such sub-division/split shall not be construed as reduction in share capital of the Company i.e. in compliance of the applicable provisions of the Companies Act, 2013 ("Act") and other applicable regulations/ provisions in this regard.

In terms of the provisions of Sections 13 and 61 of the Act, approval of the Members of the Company is sought by way of Ordinary Resolutions for sub-division/split of equity shares and consequential alteration to Capital Clause (Clause V) of MOA of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise in the resolutions except to the extent of their shareholding, if any, in the Company.

The Board of Directors of the Company recommend the resolutions set out at Item nos. 2 and 3 for approval of the Members as Ordinary Resolutions.

Draft copy of the revised MOA and AOA of the Company (with proposed changes) is available on website of the Company for electronically inspection by the Members upto the last date of e-voting.

**By Order of the Board  
For Rama Phosphates Limited**

**Bhavna Dave  
Company Secretary**

**Place : Mumbai  
Date : November 13, 2024**

**Registered Office:**  
51-52, Free Press House,  
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Nariman Point,  
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