



Rama Petrochemicals Limited

MSME REGN NO. : UDYAM-MH-27-0000324

CIN : L23200MH1985PLC035187

REGD. OFFICE :

SAVROLI KHARPADA ROAD,

VILLAGE VASHIVALI, P.O. PATALGANGA,

TALUKA KHALAPUR,

DISTRICT RAIGAD - 410 220. MAHARASHTRA

TEL : 02192 250329

02192 251211

E-MAIL: rama@ramagroup.co.in

WEB : www.ramapetrochemicals.com

Ref : RPCL/2024/145
Date : February 16, 2024

To,

Bombay Stock Exchange Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

BSE Scrip Code : 500358
Name of the Company : RAMA PETROCHEMICALS LIMITED

Subject : Notice of Postal Ballot

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Postal Ballot Notice for seeking approval of Members of the Company by way of Special Resolution for Re-appointment of Mr. Brij Lal Khanna (DIN 00841927) as an Independent Director of the Company for the second term of five consecutive years with effect from 28th March, 2024 upto 27th March, 2029.

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 Wednesday, 14th February, 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 to provide remote e-voting facility to its Members. The remote e-voting period will commence from Monday, 19th February, 2024 at 9.00 a.m. (IST) and ends on Tuesday, 19th March, 2024 at 5.00 p.m. (IST).

Please take the above information on record.

Thanking you,

Yours faithfully,

For RAMA PETROCHEMICALS LIMITED

HARESH

DOULAT

RAMSINGHANI

Digitally signed by HARESH

DOULAT RAMSINGHANI

Date: 2024.02.16 17:36:40

+05'30'

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

Encl : a/a



RAMA PETROCHEMICALS LIMITED

Corporate Identification No.: L23200MH1985PLC035187

Regd. Office: Savroli Kharpada Road, Village Vashivalli, P.O. Patalganga,
Taluka Khalapur, Dist : Raigad 410220, Maharashtra

Tel.: 021-92250329/021-92251211; Fax : 022-2204 9946

Email: compliance@ramapetrochemicals.com; Website: www.ramapetrochemicals.com

NOTICE OF POSTAL BALLOT

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, ('the Act'), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') read with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 02/2022 dated 5th May, 2022, 10/2022 dated 28th December, 2022 and the latest one being General Circular No. 9/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs ('MCA Circulars') and Secretarial Standard on General Meetings issued by Institute of Company Secretaries of India ('SS-2') and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), that the Special Resolution as set out in this Notice is proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only.

An Explanatory Statement pursuant to Sections 102 and Section 110 and other applicable provisions, if any, of the Act, pertaining to the resolution(s) setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice ('Notice').

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company / Registrar and Transfer Agent ('RTA') / Depositories. The details of the procedure to cast the vote form part of the Notes to this Notice.

The remote e-voting period commences on **Monday, the 19th day of February, 2024 at 9.00 A.M. (IST)** and shall end on **Tuesday, the 19th day of March, 2024 at 5.00 P.M. (IST)**.

The Company has appointed Mr. Sanjay Dholakia, Practicing Company Secretary (FCS 2655 / CP 1798) to act as the Scrutinizer ('Scrutinizer'), for conducting the Postal Ballot process, in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or any other person authorized by the Chairman, and the results of the voting by Postal Ballot will be announced not later than 48 hours from the conclusion of the e-voting. The results declared along with the Scrutinizer's Report shall be communicated in the manner provided in this Postal Ballot Notice.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website at www.ramapetrochemicals.com

SPECIAL BUSINESS

1. Re-appointment of Mr. Brij Lal Khanna (DIN: 00841927) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors)

Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Mr. Brij Lal Khanna (DIN: 00841927), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from March 28, 2019 upto March 27, 2024 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from March 28, 2024 upto March 27, 2029 (both days inclusive)."

"RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of the SEBI Listing Regulations and other applicable provisions, if any, consent of the members of the Company be and is hereby accorded for continuation of Mr. Brij Lal Khanna (DIN: 00841927) for a second term of 5 (five) consecutive years, as Independent Director of the Company on account of his having already attained age of 75 (Seventy Five) years."

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

NOTES:

1. The Explanatory Statement and reasons for the proposed Special Resolution pursuant to Section 102 of the Companies Act, 2013 ('the Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules') as amended, setting out material facts are appended herein below. Details in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and SS-2, in respect of Director seeking appointment / re-appointment is provided as **annexure** and form part of the Explanatory Statement forming part of this Postal Ballot Notice ('Notice').
2. In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company and as received from National Securities and Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) ('Depositories') / Link Intime India Private Limited, the Company's RTA as on **Wednesday, 14th day of February, 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. **Wednesday, 14th day of February, 2024**. The Members, whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories as on **Wednesday, 14th day of February, 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 Circulars, physical copies of the Notice along with Postal Ballot Form and pre-paid business reply envelope(s) are not being sent to the Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
4. Pursuant to the provisions of Section 108 and Section 110 of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Listing Regulations and SS-2, (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Company is offering e-voting facility to enable the Members to cast their votes electronically and the Company has availed the services of Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency in accordance with the process specified in this Notice
5. The remote e-voting shall commence on **Monday, February 19, 2024 at 9:00 a.m. (IST)** and shall end on **Tuesday, March 19, 2024 at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off date may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter on **Tuesday, March 19, 2024 at 5:00 p.m. (IST)**.

6. A copy of this Postal Ballot Notice is also available on the website of the Company at www.ramapetrochemicals.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com, and on the website of CDSL at www.evotingindia.com.
7. The voting for this Postal Ballot cannot be exercised through proxy.
8. Members who wish to inspect the documents referred to in the Notice or Explanatory Statement may send their requests at compliance@ramapetrochemicals.com from their registered email address mentioning their Name, Folio Number / DP ID & Client ID until the last date of remote e-voting period of this Postal Ballot i.e. **Tuesday, March 19, 2024**.
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://www.linkintime.co.in/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 along with the copy of the signed request letter in Form ISR-1 mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Aadhaar, Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to the Company at compliance@ramapetrochemicals.com and to the Registrar and Transfer Agent - Link Intime India Private Limited at rnt.hepldesk@linkintime.co.in
11. The Resolution, if passed by the requisite majority, will be deemed to have been passed on the last date specified for remote e-voting i.e. **Tuesday, March 19, 2024**. 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 Exchange - BSE Limited and shall be uploaded on the website of the Company i.e. www.ramapetrochemicals.com and website of CDSL i.e. www.evotingindia.com
14. **The instructions for remote e-voting by Shareholders are as under:**

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, 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. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from an e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

(ii) Login method for Remote e-voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

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

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

- (iii) After entering these details appropriately, click on “**SUBMIT**” tab.
- (iv) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the **EVSN** for the Company which is **240214009** on which you choose to vote.
- (vii) On the voting page, you will see “**RESOLUTION DESCRIPTION**” and against the same the option “YES/NO” for voting. Select the option **YES** or **NO** as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (viii) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- (ix) After selecting the resolution, you have decided to vote on, click on “**SUBMIT**”. A confirmation box will be displayed. If you wish to confirm your vote, click on “**OK**”, else to change your vote, click on “**CANCEL**” and accordingly modify your vote.
- (x) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on “**Click here to print**” option on the Voting page.
- (xii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiv) **Additional Facility for Non – Individual Shareholders and Custodians - For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “**Corporates**” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance@ramapetrochemicals.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi,

Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

By Order of the Board
For Rama Petrochemicals Limited

Renu Jain
Company Secretary
Membership No. - ACS - 46454

Place: Mumbai
Date: February 13, 2024

Corporate Office:

51-52, Free Press House,
Free Press Journal Marg,
Nariman Point,
Mumbai 400021
Tel: 022-22834123
Email: compliance@ramapetrochemicals.com
Website: www.ramapetrochemicals.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the businesses mentioned under Item No. 1 of the accompanying Notice:

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto 5 (five) consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of up to 5 (five) consecutive years on the Board of the Company.

Mr. Brij Lal Khanna (DIN 00841927) was appointed as an Independent Director of the Company by the Members at the 33rd Annual General Meeting of the Company held on 30th September 2019 for a period of 5 (five) consecutive years commencing from March 28, 2019 upto March 27, 2024 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on February 13, 2024, proposed the re-appointment of Mr. Brij Lal Khanna as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from March 28, 2024 upto March 27, 2029 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

In accordance with Regulation 17(1A) of the SEBI Listing Regulations, appointment or continuation of a Non – Executive Director after attaining age of 75 (Seventy Five) years also requires approval of Members of the Company by way of Special Resolution. Mr. Brij Lal Khanna have already attained the age of 75 (Seventy Five) years during the proposed second term and in view of the same, Board of Directors, recommends passing of Special Resolution for continuation as Director.

As per Schedule IV of the Act read with Regulation 19 and Schedule II of the Listing Regulations, such re-appointment of an Independent Director shall be on the basis of report of performance evaluation. While considering the proposal for re-appointment of Mr. Brij Lal Khanna as Independent Directors of the Company, the Nomination and Remuneration Committee ('NRC') of the Company deliberated on the contributions made by him during his tenure and took note of the positive outcome of his performance evaluation. The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Mr. Brij Lal Khanna's qualifications and the rich experience meets the skills and capabilities required for the role of Independent Director of the Company.

Based on the recommendation of the NRC, the Board of Directors at its meeting held on February 13, 2024, proposed the re-appointment of Mr. Brij Lal Khanna as an Independent Director of the Company for a second term of 5 (five) consecutive

years commencing from March 28, 2024 upto March 27, 2029 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing his candidature for the office of Director. The Company has received a declaration from Mr. Brij Lal Khanna confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgement and without any external influence. Further, Mr. Brij Lal Khanna is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of Director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Mr. Brij Lal Khanna fulfills the conditions as set out in Section 149(6) and Schedule IV of the Act and SEBI Listing Regulations and he is thereby eligible for re-appointment as Independent Director.

Brief profile of Mr. Brij Lal Khanna is mentioned in Annexure to this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Mr. Brij Lal Khanna as an Independent Director is now placed for the approval of the Members by a Special Resolution.

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

None of the Directors or Key Managerial Personnel of the Company and their relatives, except Mr. Brij Lal Khanna and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Notice.

By Order of the Board
For Rama Petrochemicals Limited

Renu Jain
Company Secretary
Membership No. - ACS - 46454

Place: Mumbai
Date: February 13, 2024

Corporate Office:

51-52, Free Press House,
Free Press Journal Marg,
Nariman Point, Mumbai 400021

Tel: 022-22834123

Email: compliance@ramapetrochemicals.com

Website: www.ramapetrochemicals.com

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT

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

Name of Director	Mr. Brij Lal Khanna
DIN	00841927
Date of Birth	December 02, 1946
Nationality	Indian
Date of first appointment on Board	March 28, 2019
Qualifications	B.com, Chartered Accountants (CA) from the Institute of Chartered Accountants of India
Brief Profile of Director	Mr. Brij Lal Khanna is a Chartered Accountants and has more than 50 years of rich and varied experience in the field of Finance and Business Management.
Expertise in specific functional areas	Specialized in the field of Finance and Business Management.
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Refer Notice and Explanatory Statement
Terms and conditions of Re-appointment	Re-appointment as an Independent Director for a period of 5 years commencing from March 28, 2024 upto March 27, 2029 (both days inclusive)
No. of shares held	NIL
Details of remuneration last drawn (FY 2022-23)	Not Applicable
Directorships in other listed Companies (excluding foreign companies)	Rama Phosphates Limited
Membership/ Chairpersonship of Committees in other listed companies (excluding foreign companies)	Rama Phosphates Limited Audit Committee (Member) Nomination and Remuneration Committee (Member) Corporate Social Responsibility Committee (Member) Stakeholders Relationship Committee (Chairperson)
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	NIL
No. of Board Meetings attended	He has attended all the 4 (four) Board Meetings till February 13, 2024 during the financial year 2023-24.
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	He is not related to any Directors and Key Managerial Personnel of the Company.