

CIN : L24110MH1984PLC033917

REGD. OFFICE
51-52, FREE PRESS HOUSE,
FREE PRESS JOURNAL MARG,
NARIMAN POINT,
MUMBAI 400 021.

TEL : (91-22) 2283 3355 / 2283 4182
FAX : (91-22) 2204 9946
E-MAIL : rama@ramagroup.co.in
WEB : www.ramaphosphates.com

Ref : RPL/PJ/167
Date : August 30, 2019

To,

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

Name of the Company : RAMA PHOSPHATES LIMITED
BSE Scrip Code : 524037

Dear Sir,

Sub: Annual Report for the financial year 2018-19 and
Notice of 34th Annual General Meeting

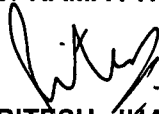
Pursuant to Regulation 34(1) read with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find the following documents enclosed herewith for the financial year 2018-19 ;

- Notice of 34th Annual General Meeting schedule to be held on Wednesday 25th September 2019 at The Babasaheb Dahanukar Hall, Orion House, Maharashtra Chamber of Commerce Path, Fort, Mumbai 400001.
- Annual Report.

You are requested to kindly take the above information on record.

Thanking you,

Yours faithfully,
For RAMA PHOSPHATES LIMITED


PRITESH JHAVERI
COMPANY SECRETARY

Encl : a/a



Rama Phosphates Limited



Sowing Seeds...
for the
Growing Needs....

34th
Annual Report
2018-2019

BOARD OF DIRECTORS

CHAIRMAN & MANAGING DIRECTOR

Mr. Haresh D. Ramsinghani

DIRECTORS

Mr. Daulat Ramsinghani (upto 01.04.2019)

Mr. Deonath Singh

Mr. Kailasam Raghuraman

Mr. Ashish Kumar Thakur

Mrs. Nilanjana Ramsinghani

Mr. Nikunj Joshi (upto 02.08.2018)

Mr. Sunil Kumar Vohra (upto 20.08.2018)

Mr. Auro Kumar Mohapatra (w.e.f. 25.05.2019)

CHIEF FINANCIAL OFFICER

Mr. J. K. Parakh

COMPANY SECRETARY

Mr. Pritesh K. Jhaveri

BANKERS

Bank of India

State Bank of India

Syndicate Bank

AUDITORS

M/s. Khandelwal & Mehta LLP

Chartered Accountants

Mumbai

REGISTRAR & TRANSFER AGENT

LINK INTIME INDIA PRIVATE LIMITED

C101, 247 Park, L.B.S Marg,

Vikhroli West, Mumbai 400 083.

Tel.No. 49186270 Fax No.:49186060

Email : rnt.helpdesk@linkintime.co.in

Website : www.linkintime.co.in

REGISTERED OFFICE

51-52, Free Press House,

Nariman Point, Mumbai 400021

(CIN) : L24110MH1984PLC033917

Email : rama@ramagroup.co.in

Website : www.ramaphosphates.com

Tel.No. (91-22) 2283 3355 / 2283 4182

Fax : (91-22) 2204 9946

ISO 9001: 2015 Certified

WORKS :

a) Fertilizer and Chemical Division

1) Indore – Madhya Pradesh

20/4, K. M. Stone, Indore – Ujjain Road
(Dharampuri), Dist. Indore 453 551.

2) Udaipur - Rajasthan

4807/11, Umra Village,
Jamarkotra Road, Teh. Girwa,
Dist. Udaipur 313 901.

**3) Pune - Maharashtra
Rama Krishi Rasayan**

(A Division of Rama Phosphates Limited)
P.O. Loni Kalbhor, Pune Solapur Road,
Tal. Haveli, Dist. Pune 412 201.

b) Soya Oil Division

Indore – Madhya Pradesh

20/6, K. M. Stone, Indore – Ujjain Road
(Dharampuri), Dist. Indore 453 551.



NOTICE

NOTICE is hereby given that the Thirty Fourth Annual General Meeting of the Members of Rama Phosphates Limited will be held on **Wednesday, September 25, 2019 at 11.00 a.m.** at The Babasaheb Dahanukar Hall, Oricon House, Maharashtra Chamber of Commerce Path, Fort, Mumbai - 400001 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend of Rs 1/- (Rupee one) per Equity Share of Rs 10/- each fully paid up for the financial year 2018-19.
3. 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:

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

“RESOLVED THAT pursuant to provisions of Section 148(3) and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) the remuneration payable during the financial year 2019-20 to Mr. R. S. Raghavan, Cost Accountant (Membership No – 1179) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company, amounting to Rs 2,00,000 (Rupees Two Lacs) plus applicable taxes and reimbursement of out of pocket expenses incurred by him in connection with the aforesaid audit be and is hereby ratified and confirmed.”

5. 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, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Deonath Singh (DIN 00021741), an Independent Director of the Company in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, and who is eligible for reappointment and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby re- appointed as an Independent Director of the Company to hold office for five consecutive years upto August 07, 2024 and shall not be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013.”

“RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, approval of the members of the Company be and is hereby granted for Mr. Deonath Singh (DIN- 00021741) to continue to hold the office of non-executive Independent Director of the Company notwithstanding the fact that he shall attain the age of 75 (Seventy Five) years during the tenure of his re-appointment.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

6. 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, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Kailasam Raghuraman (DIN 00320507), an Independent Director of the Company in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, and who is eligible for re-appointment and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby re- appointed as an Independent Director of the Company to hold office for five consecutive years upto August 07, 2024 and shall not be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013.”

“RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, approval of the members of the Company be and is hereby granted for Mr. Kailasam Raghuraman (DIN 00320507) to continue to hold the office of non-executive Independent Director of the Company notwithstanding the fact that he shall attain the age of 75 (Seventy Five) years during the tenure of his re-appointment.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

7. 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, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ashish Kumar Thakur (DIN 00031778), an Independent Director of the Company in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, and who is eligible for re-appointment and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company to hold office for five consecutive years upto August 07, 2024 and shall not be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013.”

“RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, approval of the members of the Company be and is hereby granted for continuation of holding office of non-executive Independent Director of the Company by Mr. Ashish Kumar Thakur (DIN-00031778) to continue to hold the office of non-executive Independent Director of the Company notwithstanding the fact that he shall attain the age of 75 (Seventy Five) years during the tenure of his re-appointment.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

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

“RESOLVED THAT pursuant to the provisions of Sections 14 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, Clause 24 of the Articles of Association of the Company be and is hereby altered by substituting in its place the following as Clause 24:

24. Failure to pay the amount due on allotment or on call shall render the allottee/member liable to pay interest at the rate not more than ten percent per annum or such other rate as may be determined by the Board of Directors from time to time from the date appointed for the payment thereof to the time of actual payment. The Board of Director shall be at liberty to waive the interest on calls in arrears under exceptional circumstances.

“RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby severally authorized to do all such acts, deeds, and things as be necessary, and expedient to, give effect to the said resolution.”

NOTES:

1. The explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business of the accompanying notice are annexed hereto.
2. The additional information on Directors seeking appointment/re-appointment is annexed herewith as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (SEBI Regulations).
3. **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Register of Members and the Share Transfer Books shall remain closed from Thursday, the 19th day of September, 2019 to Wednesday, to the 25th day of September, 2019 (both days inclusive) for payment of dividend for the financial year 2018-19, if approved by the members at the ensuing Annual General Meeting. In respect of shares held in physical form the dividend will be payable to those shareholders whose names appear on the Company's Register of Members after giving effects to all valid share transfer requests lodged with the Company or Link Intime India Pvt. Ltd., Registrar and Transfer Agent on or before 18th September, 2019 and in respect of shares held in electronic form the dividend will be payable to those shareholders whose names appear on the list of beneficial owners to be furnished by the depositories as on the close of the business hours on 18th September, 2019.
5. The Shareholders, who have not claimed their Dividend, are requested to write to the Registrar and Transfer Agent, M/s. Link Intime Private Limited, Mumbai to claim the amount of Dividend.

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:

Sl. No.	For the Financial year ended	Date of Payment of Dividend	Due date for transfer to the Investor Education and Protection Fund	Unclaimed dividend as on March 31, 2019
1	March 31, 2013	October 10, 2013	October 09, 2020	2,80,014.40
2	March 31, 2014	October 10, 2014	October 09, 2021	1,75,696.00
3	March 31, 2016	October 10, 2016	October 09, 2023	3,04,942.13
4	March 31, 2017	October 10, 2017	October 09, 2024	3,84,315.00
5	March 31, 2018	October 10, 2018	October 09, 2025	4,11,486.00

The details of the unclaimed dividends are also available on the Company's website at www.ramaphosphates.com.

6. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, Sundays and Public Holidays from 11.00 am to 1.00 pm up to the date of the meeting.
7. Members desirous of seeking any information concerning the Accounts are requested to address their queries, in writing, to the Company at the Registered Office at least seven days before the date of the Meeting so that the requested information can be made available at the time of the meeting.
8. Members / Proxies should bring their copies of the Annual Report to the meeting since copies of the Annual Report will not be distributed at the meeting.
9. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering / updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with Link Intime India Private Limited.
10. The Company is pleased to provide e-voting facility through Central Depository Services (India) Limited (CDSL) to enable all the Members to cast their votes electronically on the resolutions mentioned in the Notice dated August 13, 2019 for the 34th Annual General Meeting of the Company.

e-Voting instructions

The instructions for members for voting electronically are as under;

- (i) The voting period begins on 22/09/2019 at 9.00 am and ends on 24/09/2019 at 5.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 19, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

Procedure:

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on address slip indicated in the PAN field.
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 as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 should be mailed to 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.
- (xx) The Company has appointed Mr. Sanjay R. Dholakia, Practicing Company Secretary (Membership Number FCS 2655) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxi) The results shall be declared after the Annual General Meeting. The results along with the Scrutinizer’s report shall be placed on the website of the Company and also communicated to the Stock Exchange.
- (xxii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

By Order of the Board
For RAMA PHOSPHATES LIMITED

PRITESH JHAVERI
COMPANY SECRETARY

Place: Mumbai
Dated: August 13, 2019

Regd Office :
51-52 Free Press House,
Nariman Point, Mumbai 400 021
Tel : 91 - 022 - 22833355/22834182
Fax : 91 - 022 - 22049946
CIN : L24110MH1984PLC033917
Email : rama@ramagroup.co.in
Website : www.ramaphosphates.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 WITH REFERENCE TO THE SPECIAL BUSINESS SPECIFIED IN THE NOTICE CONVENING THE THIRTY FOURTH ANNUAL GENERAL MEETING OF THE COMPANY.

ITEM NO. 4

The Board on the recommendation of the Audit Committee approved the appointment and remuneration of Mr. R. S. Raghavan, Cost Accountant (Membership No - 1179) as the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020. In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested in the said resolution. The Board of Directors recommends the Ordinary Resolution set out at item No.4 of the Notice for approval by the Members.

ITEM NO. 5, 6 & 7

The Members at the 29th Annual General Meeting held on 29th September, 2014 approved the appointment of Mr. Deonath Singh, Mr. Kailasam Raghuraman and Mr. Ashish Kumar Thakur as an Independent Director of the Company for a period of five years upto August 08, 2019. Mr. Deonath Singh, Mr. Kailasam Raghuraman and Mr. Ashish Kumar Thakur has completed their present term of Directorship and are eligible for re-appointment.

The Board of Directors of the Company ('the Board') at the meeting held on 25th May, 2019, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the re-appointment of Mr. Deonath Singh, Mr. Kailasam Raghuraman and Mr. Ashish Kumar Thakur as an Independent Director of the Company for the period of Five years upto August 07, 2024, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof.

The Board is of the view that the continued association of these Directors would benefit the Company, given the knowledge, experience and performance of Mr. Deonath Singh, Mr. Kailasam Raghuraman and Mr. Ashish Kumar Thakur and contribution to Board processes by them.

Declaration has been received from Mr. Deonath Singh, Mr. Kailasam Raghuraman and Mr. Ashish Kumar Thakur that they all meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, all these retiring Directors fulfil the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as an Independent Director and that they are Independent of the management of the Company.

Consent of the Members by way of Special Resolution is required for re-appointment of in terms of Section 149 of the Act. Further, in terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is also required for continuation of a Non-Executive Director beyond the age of seventy five years. All the Directors viz., Mr. Deonath Singh and Mr. Ashish Kumar Thakur has attained the age of seventy five years and Mr. Kailasam Raghuraman will attain the age of seventy five years during his term. This Special Resolution, once passed, shall also be deemed as your approval under the aforesaid Regulations.

None of the Directors hold any shares by themselves or for any other person on a beneficial basis, any shares in the Company.

Additional Information of Mr. Deonath Singh, Mr. Kailasam Raghuraman and Mr. Ashish Kumar Thakur is given in the Corporate Governance Report forming part of the Annual Report.

Except the appointees, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution. This Explanatory Statement may also be regarded as a disclosure under LODR.

The Board recommends this Special Resolution for your approval.

ITEM NO. 8

Board of Directors of the Company in the meeting held on 25th May, 2019 have approved to amend clause 24 of the Article of Association of the Company to be in line with the Table F of the Companies Act 2013.

Members approval is sought for the said amendments in the Article of Association of the Company.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board recommends this Special Resolution for your approval.

By Order of the Board
For RAMA PHOSPHATES LIMITED

PRITESH JHAVERI
COMPANY SECRETARY

Place: Mumbai
Dated: August 13, 2019

Regd Office :

51-52 Free Press House,
Nariman Point, Mumbai 400 021
Tel : 91 - 022 - 22833355/22834182; Fax : 91 - 022 - 22049946
CIN : L24110MH1984PLC033917
Email : rama@ramagroup.co.in; Website : 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:

Re-appointment
1) Mrs. Nilanjana H. Ramsinghani

Mrs. Nilanjana H. Ramsinghani retires by rotation at the forthcoming Annual General Meeting and is eligible for reappointment.

She has over thirty years of rich and varied experience in the field of Business Administration and international trade.

She does not hold any Shares of the Company.

She is a relative to Director, Mr. Haresh D. Ramsinghani – Chairman & Managing Director.

She is a Director of Rama Petrochemicals Limited and Jupiter Corporate Services Private Limited. She is neither Chairman nor a Member of any Committees of the Board of any Company except Rama Phosphates Limited where she is the member of Nomination & Remuneration Committee and Stakeholders Committee.

2) Mr. Deonath Singh

Mr. Deonath Singh has been a Director of the Company since April 1, 2000.

Mr. Deonath Singh is a Chemical Engineer from Banaras Hindu University and has over 49 years of rich experience in the field of Chemicals and Petrochemicals. He has held senior positions in several companies viz. Synthetics and Chemicals Ltd., Cyandies and Chemicals Co., Alkyl Amines Chemicals Ltd. etc. He is the Whole time Director of Rama Industries Limited. He is also a Director in Rainbow Denim Limited, Rama Petrochemicals Limited and Accord Agrotech Private Limited.

He is a Committee Member / Chairman in the following Companies:

Name of the Company	Name of the Committee	Designation
Rainbow Denim Limited	Stakeholders Relationship Committee and Audit Committee	Chairman

3) Mr. Ashish Kumar Thakur

Mr. Ashish Kumar Thakur has been a Director of the Company since August 12, 2014.

Mr. Ashish Kumar Thakur is a Chartered Accountant, F.C.A. having rich and varied experience in the field of Accounts, Finance and Audit spanning over 40 years. 11 years in Private Sector, 23 years in Public Sector, Practicing Chartered Accountant for more than 12 years. Presently holding the position of Independent Director and Member of the Audit Committee of the Company. He is also the Director of SML Isuzu Limited and Peerless Securities Limited.

He is a Committee Member / Chairman in the following Companies:

Name of the Company	Name of the Committee	Designation
Peerless Securities Limited	Audit Committee	Chairman
SML Isuzu Limited	Audit Committee	Member

4) Mr. Kailasam Raghuraman

Mr. Kailasam Raghuraman has been a Director of the Company since August 10, 2009.

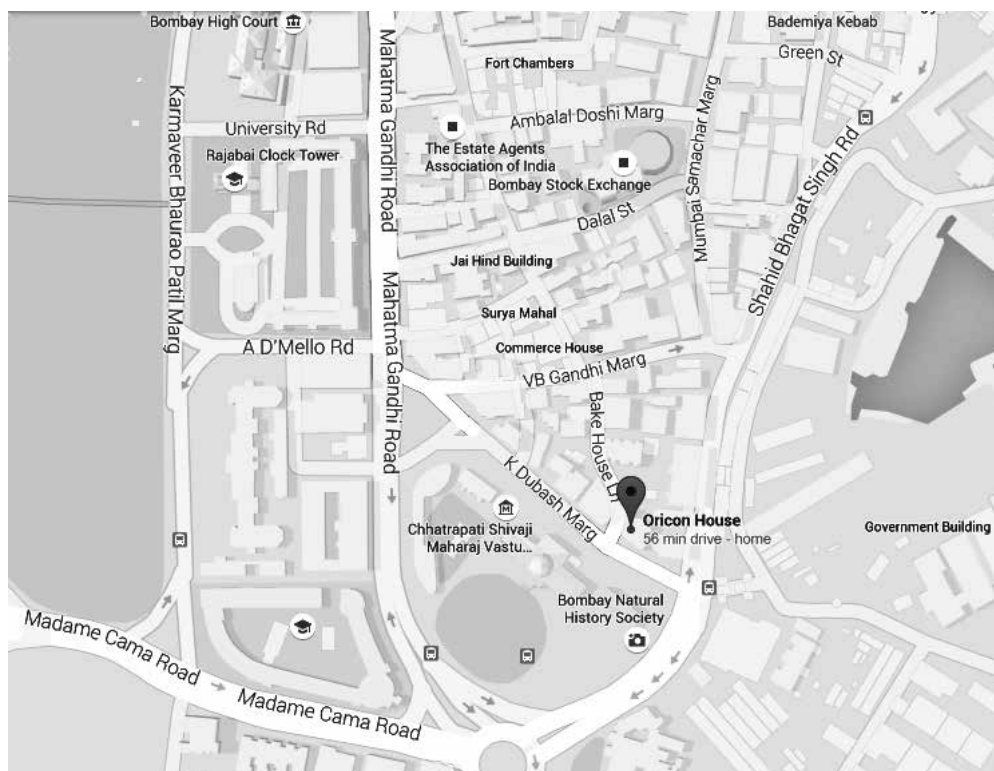
Mr. Kailasam Raghuraman is a Chartered Accountant by qualification has over 40 years of rich and varied experience in the finance. Presently holding the position of Independent Director and Chairman of the Audit Committee of the Company. He is also the Director of Oriental Carbon & Chemicals Limited, Birla Cable Limited, Nelco Limited, and CentBank Financial Services Limited.

He is a Committee Member / Chairman in the following Companies:

Name of the Company	Name of the Committee	Designation
Nelco Limited	Audit Committee and Stakeholders Relationship Committee	Chairman
CentBank Financial Services Limited	Audit Committee	Chairman
Birla Cable Limited	Audit Committee	Member

Map Showing Location of the venue of the AGM of Rama Phosphates Limited

Venue : The Babasaheb Dahanukar Hall, Oricon House, Maharashtra Chamber of Commerce Path, Fort, Mumbai - 400001



DIRECTOR'S REPORT**Dear Members,**

Your Directors have pleasure in presenting the 34th Annual Report together with the Audited Financial Statements for the financial year ended March 31, 2019.

FINANCIAL HIGHLIGHTS

During the year under review, performance of your company is as under:

Rs in Lacs

FINANCIAL RESULTS	YEAR ENDED 31/03/2019	YEAR ENDED 31/03/2018
Sales & Other Income	60,722.05	37,611.81
Profit Before Financial Charges & Depreciation	4,104.55	1,911.87
Less: Financial Charges	740.02	774.45
Profit Before Depreciation	3,364.53	1,137.42
Less : Depreciation	312.01	323.09
Net Profit Before Tax	3,052.52	814.33
Tax Expenses		
Current Tax	1,176.49	317.07
Deferred Tax	(64.67)	(28.78)
Tax For Earlier Years	1.71	(13.12)
Net Profit Before Adjustments	1,938.99	539.16
Profit After Comprehensive income / (expense) Adjustments	1,924.99	547.67

TRANSFER OF AMOUNT TO RESERVES

The Company does not propose to transfer any amount to the general reserve for the Financial Year ended March 31, 2019.

DIVIDEND

Your Directors have recommended a dividend of Re. 1.00 (Rupee One) per equity share of Rs 10/- each fully paid up for the financial year 2018-19. The dividend if declared by the members at the 34th Annual General Meeting to be held on 25th September, 2019, will be paid on or before 10th October, 2019.

SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2019 stood at Rs 1,767.43 Lacs. During the year under review, there is no change in the Share Capital of the Company.

REVIEW OF OPERATIONS

Your company is diversified, multi-location and multi-product and manufactures Phosphatic and Fortified fertilizers, Micronutrients, Sulphuric Acid, Soya oil etc., thus, your company offers all products in single basket for the convenience of farmers. Your company is in existence since three decades and serving farming community.

With the single product company, we have grown in to multi-products company.

The manufacturing activities are given below:

- Primary : SSP Fertilizer
- Fortified : Boronated and Zincated
- Micronutrients : MgSO₄, Zinc Sulphate
- Secondary Fertilizer : Soil conditioner
- Pesticide : Sulphur Dust
- Effluent disposal product : Sodium Silico Fluoride
- Chemicals : Sulphuric Acid 98%, Oleum 23%
- Traded products : PROM, Water Soluble

Products in pipeline :

- Phosphatic Fertilizers : Import of DAP and MOP
- Chemicals : Oleum 65%, LABSA, Liquid Sulphur Trioxide and Chloro Sulphonic Acid

Thus, we are in a position to cater to all segments of farming community.

Your Company have established fertilizer brands, “Girnar” and “Suryaphool” in the 12 states of operation in central, western and northern India through extensive dealers network with brand recall amongst the farming community at its best over the period of operations. This could be achieved by serving the farming community with quality and timely delivery of material. In order to capitalize on strong brand image of “Girnar” and “Suryaphool” we extended our product line to micronutrients with the existing dealers network. We shall endeavor to achieve greater growth in the years to come.

Fertilizer Division

Your company functions with the basic principle of “Service to the farmers with Quality material”. This policy is practiced in letter and spirit by the company and thus we are proud to say your company has been accorded with FAI awards for 3 consecutive years for best performance on all-India basis amongst 100 plus units. Thus, this basic mantra is imbibed in our operational culture which is a driving force for the company.

Apart from Phosphatic fertilizers, your company introduced fortified fertilizers with Boron and Zinc so as to increase the yield of farm produce to cater to growing demand in the country. 80% of total consumption of SSP fertilizer takes place mainly in our operating states in which we have sold 3.85 lac MT material and achieved market share of 8.5%. We always remain as one of the top five players in the market and consistently maintained market leadership in the State of Maharashtra.

Your company has already introduced Magnesium Sulphate and Zinc Sulphate at Indore plant to bring improvement in top line and bottom line. Our expansion spree is on-going and new products are on anvil.

Soya Division

SOYA DIVISION

Sl. No.	Name of Unit	Products Manufactured	Remarks and usages
1.	Indore	Soya Bean Oil	Used as a cooking oil and it has very good emulsifying ability with PUFA
		Soya Meal (Soya De-Oiled Cake)	Rich in protein and nutritious. Mainly used as cattle feed & poultry feed
		Soya Liquid Lecithin	Mainly used as a emulsifier or binding agent having antioxidant and flavor protector

With the favourable industry-friendly policies introduced by both the State and Central Governments like “Bhavantar scheme” and increase in incentive on export of soya meals (DOC), your company operated the oil division throughout the year at optimum capacity and crushed 55,435 MT of Soya seed against 25,183 MT in the previous year and achieved 120% quantum jump in soya crushing. In view of prevailing favourable conditions, more thrust will be given to oil division this year so as to maintain the tempo and increase our crushing. Your Company increased its thrust and focus on achieving optimum utilization of Solvent extraction unit at Indore and thus improve its operational viability.

ISO Accreditation:

Fertilizer Division has conformed with the requirements of ISO 9001 : 2015 and the same is periodically renewed

Overall Financial Performance:

The overall income achieved ₹ 60772.05 lacs during the F.Y. 2018-19, against ₹ 37611.81 lacs in F.Y. 2017-18. This is mainly due to increase in turnover of all segments. The consolidated PBIDT reported at ₹ 4104.55 lacs, as against ₹ 1911.87 lacs in the previous financial year. Despite various challenges viz. Subsidy shift to DBT process, monsoon was below average in most of the company’s operational areas of Madhya Pradesh and Maharashtra, sales acknowledgment through POS machines, continuous increase in fuel prices, delay in subsidy disbursement & blockage of working capital in subsidy, implementation of GST, the company could maintain consistently positive results since last 4 years. The net profit of the company for F.Y. 2018-19 is ₹ 1938.99 lacs against ₹ 539.16 lacs in 2017-18 mainly due to positive performance of oil division and increase in sales volume of fertilizer.

Financial cost has been reduced from Rs 774.45 lacs to ₹ 740.02 lac which is mainly due to reduction in bank interest rate based on continuous good performance of company and proper management of working capital limits. We have been assigned with BBB - (Triple B, Minus) with Stable outlook for long-term bank facilities by CARE ratings.

Depreciation cost has been marginally reduced from ₹ 323.09 lacs to ₹ 312.01 lacs.

The trade receivable has been increased marginally from ₹ 5642.67 lacs to ₹ 5691.71 lacs. Subsidy receivable has been reduced from ₹ 6992.38 lacs to ₹ 6337.50 lacs. At the same time, trade payable is increased from ₹ 7481.32 lacs to ₹ 8190.07 lacs. Thus, current ratio has been improved from 1.72 to 1.79

Turnover of fertilizer division has been increased to ₹ 40081.32 lacs from ₹ 29564.66 lacs mainly due to increase in sales volume of Sulphuric Acid by 13% and Fertilizer by 22% as compared to previous year. It is because of demand of value added fertilizer (BSSP & ZSSP) increased during the year.

The performance of oil division is improved during the F.Y 2018-19 with increase in turnover from ₹ 7940.48 lacs to ₹ 20584.89 lacs and your company earned net profit before tax of ₹ 266.73 lacs from the operation as against profit of ₹ 118.67 lacs in previous year.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has adequate system of internal controls that are commensurate with its size and nature of business to safeguard and protect the Company from losses, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and ensuring timely reporting of financial statements. The Company has appointed Internal Auditors to observe the internal controls, whether the work flows of

organization is being done through the approved policies of the Company. In every Quarter during the approval of Financial Statements, Internal Auditors present the Internal Audit Report and Management Comments on the Internal Audit observations. Findings of the internal Audit Report are reviewed by the top management and by the Audit Committee of the Company and proper follow up actions are ensured wherever required. The Statutory Auditors have evaluated the system of the internal controls including internal financial control of the Company and have reported that the same are adequate and commensurate with the size of the Company and nature of its business.

CHANGE IN NATURE OF BUSINESS

There is no change in the nature of business of the Company.

CORPORATE GOVERNANCE

A separate report on Corporate Governance and Management Discussion and Analysis is annexed as part of the Annual Report along with the Auditor's Certificate on its compliance.

EXTRACT OF ANNUAL RETURN

The Extracts of Annual Return is prepared in Form MGT-9 as per the provisions of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014 and the same is enclosed in Annexure- A to this Report.

DIRECTORS

The Board consists of Mr. Haresh D. Ramsinghani (DIN: 00035416), Mr. Deonath Singh (DIN: 00021741), Mr. Kailasam Raghuraman (DIN: 00320507), Mr. Ashish Kumar Thakur (DIN: 00031778), Mrs. Nilanjana H. Ramsinghani (DIN: 01327609) and Mr. Auro Kumar Mohapatra (DIN: 08451883).

Mrs. Nilanjana H. Ramsinghani (DIN: 01327609), Director of the Company retires by rotation and being eligible, offers herself for re-appointment. Mr. Daulat J. Ramsinghani (DIN: 00013633) ceases to be the director of the Company with effect from 1st April, 2019.

Mr. Auro Kumar Mohapatra (DIN: 08451883) is appointed as the Nominee Director of Bank of India with effect from 25th May, 2019.

INDEPENDENT DIRECTORS RE-APPOINTMENT

The Board of Directors at the meeting held on 25th May, 2019, on the recommendation of the Nomination and Remuneration Committee, recommended for the approval of the Members for the appointment of Mr. Deonath Singh, Mr. Kailasam Raghuraman and Mr. Ashish Kumar Thakur as an Independent Director of the Company, for a period of five years with effect from August 08, 2019 in terms of Section 149 of the Act and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015') with effect from August 08, 2019. Appropriate resolutions seeking your approval to the above are appearing in the Notice convening the 34th AGM of the Company.

STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SUB-SECTION (6) OF SECTION 149

The Independent Directors have submitted the declaration of independence, as required pursuant to section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided under section 149(6) of the Companies Act, 2013 and SEBI Regulations.

BOARD EVALUATION

Pursuant to the provisions of section 134 (3) of the Companies Act, 2013 and the applicable Regulations of the SEBI (Listing obligations and Disclosure Requirements), Regulations, 2015, the Independent Directors in their meeting have evaluated the performance of Non- Independent directors, Chairperson of the Company after considering the views of the Executive and Non- executive Directors, Board as a whole and assessed the quality, quantity and timeliness of flow of information between the Company's Management and the Board.

The Nomination and Remuneration Committee has also carried out evaluation of performance of every Director of the Company. Chairperson of the Board adopted a formal mechanism for evaluating its performance and as well as that of its committees and Individual Directors, including the Chairman of the Board.

The Independent Directors are regularly updated on industry and market trends, plant process and other operational performance of the Company etc through presentations in this regard.

NUMBER OF MEETINGS

During the year ended March 31, 2019, four Board Meetings & the Annual General Meeting (AGM) were convened & held. The details of these Meetings are as under:

Dates on which the Meetings were held	Total Strength of the Board	No. of Directors Present
26/05/2018	8	5
30/07/2018	8	6
03/11/2018	6	6
06/02/2019	6	4
27/09/2018(AGM)	6	2

AUDIT COMMITTEE

In accordance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosures Requirement), the Company has constituted an Audit Committee comprising of the following Directors viz. Mr. Kailasam Raghuraman (Chairman), Mr. Deonath Singh, Mr. Ashish Kumar Thakur and Mr. Haresh D. Ramsinghani. Audit Committee acts in accordance with the terms of reference specified from time to time by the Board.

The Audit Committee meeting was held on May 26, 2018, July 30, 2018, November 03, 2018 and February 06, 2019.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee presently consists of the following Directors namely Mr. Kailasam Raghuraman - Chairman, Mr. Deonath Singh and Mrs. Nilanjana H. Ramsinghani.

The Nomination and Remuneration Committee meeting was held on May 26, 2018 and July 30, 2018.

RISK MANAGEMENT COMMITTEE

Business Risk Evaluation and Management is an on-going process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risks as also identify business opportunities.

As per Regulation 21(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, Risk Management Committee is applicable to top 100 listed entities, determined on the basis of market capitalization, as at the end of the immediate previous financial year. Hence not applicable to the Company.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee has the mandate to review and redress stakeholder grievances. Stakeholders Relationship Committee comprised of three Directors namely Mr. Deonath Singh (Chairman), Mr. Haresh D. Ramsinghani and Mr. Daulat J. Ramsinghani as on March 31, 2019.

Due to cessation of Mr. Daulat J. Ramsinghani from the Directorship of the Company w.e.f. April 01, 2019, the Stakeholders Relationship Committee now consists of following Directors namely, Mr. Deonath Singh (Chairman), Mr. Haresh D. Ramsinghani and Mrs. Nilanjana H. Ramsinghani.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Company's CSR Policy statement and annual report on the CSR activities undertaken during the financial year ended 31st march, 2019, in accordance with the Section 135 of the Act and Companies (Corporate Social Responsibility Policy) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof for the time being in force) is set out in **Annexure D** to this report.

PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS BY COMPANY

There were no loans or guarantees or investments given/made by the Company under Section 186 of the Companies Act, 2013 during the year ended March 31, 2019.

WHISTLE BLOWER POLICY / VIGIL MECHANISM

The Board of Directors has adopted Whistle Blower Policy. The Whistle Blower Policy aims for conducting the affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. All permanent employees of the Company are covered under the Whistle Blower Policy. A mechanism has been established for employees to report concerns about unethical behavior, actual or suspected fraud or violation of Code of Conduct and Ethics. It also provides for adequate safeguards against the victimization of employees who avails of the mechanism and allows direct access to the Chairperson of the audit committee in exceptional cases.

The Whistle Blower Policy has been uploaded on the website of the company (www.ramaphosphates.com).

INTERNAL AUDITORS

The Board of Directors of the Company have appointed M/s. Mhalgi Kulkarni & Associates, Chartered Accountants, M/s. Pahadiya & Associates, Chartered Accountants, M/s. K.L. Vyas & Co., Chartered Accountants to conduct Internal Audit of the Company.

COST AUDITOR

The Board of Directors on recommendation of Audit Committee, has appointed Mr. R.S. Raghavan as the Cost Auditor for carrying out the Audit of Cost Accounting Records in respect of i) manufacturing of Chemicals (Sulphuric Acid), ii) Fertilizer and iii) Edible Oil for Plant locations at Indore, Pune and Udaipur for the financial year 2019-20 on remuneration of ₹ 2,00,000/- (Rupees Two Lacs) per annum plus reimbursement of out of pocket expenses.

As required under the Companies Act, 2013, the remuneration payable to the Cost Auditor is required to be placed before the Members in AGM for their ratification. Accordingly, a resolution for seeking Members ratification is included at item no. 4 of the Notice convening the AGM.

STATUTORY AUDITORS

At the Annual General Meeting held on September 28, 2016, M/s Khandelwal & Mehta LLP, Chartered Accountants, (Firm Registration no: W100084), were appointed as statutory auditors of the Company to hold office till the conclusion of the 36th Annual General Meeting.

AUDITORS REPORT

M/s Khandelwal & Mehta LLP, Chartered Accountants, (Firm Registration no: W100084) have issued Auditors Report for the Financial Year ended March 31, 2019 and there are no qualifications in Auditors Report.

CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Information required under section 134 (3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is enclosed as **Annexure - B** and forms part of the report.

SECRETARIAL AUDITOR REPORT

As per the provisions of Section 204 of the Companies Act, 2013, the Board of Directors have appointed Mr. Jignesh M. Pandya, Practicing Company Secretary (C.P.No: 7318) as Secretarial Auditor to conduct Secretarial audit of the company for the Financial year ended on March 31,

2019. Secretarial Audit Report issued by Mr. Jignesh M. Pandya Practicing Company Secretary in form MR-3 is enclosed as **Annexure - C** to this report.

There is no such incidence where Board has not accepted the recommendation of the Audit Committee during the year under review.

RELATED PARTY TRANSACTIONS

All transactions entered with Related Parties for the year under review were on an arm's length basis and in ordinary course of business and that the provisions of Section 188 of the Companies Act, 2013 are not attracted. Further, there are no material Related Party Transactions during the year under review with the Promoters, Directors or Key Managerial Personnel. The disclosure in form AOC-2 is attached herewith as **Annexure E**.

All Related Party Transactions are placed before the Audit Committee as also to the Board for approval. Omnibus approval was obtained for transactions which are of repetitive nature.

The policy on Related Party Transactions as approved by the Board of Directors has been uploaded on the website of the company (www.ramaphosphates.com).

DEPOSITS

The Company has not accepted any deposits from the public in terms of Section 73 of the Companies Act, 2013.

MATERIAL CHANGES AND COMMITMENTS

There are no material changes and commitments in the business operations of the Company from the financial year ended March 31, 2019 to the date of signing of the Directors Report.

PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with Rule, 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is enclosed as **Annexure - F** and forms part of the report.

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013.

No case was filed under the Sexual harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 during the year under review.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators or Courts or Tribunal that would impact the going concern status of the Company and its future operations.

DIRECTORS RESPONSIBILITY STATEMENT AS REQUIRED UNDER SECTION 134 OF THE COMPANIES ACT, 2013

Pursuant to the requirement under section 134(3)(c) of the Companies Act, 2013, with respect to the Directors Responsibility Statement, the Board of Directors of the Company hereby confirms that:

- in the preparation of the annual accounts for the financial year ended 31st March, 2019, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2019 and of the profit /loss of the Company for that period;
- the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- the directors had prepared the annual accounts on a going concern basis;
- the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENT

Your Directors sincerely record their appreciation with gratitude for the continued support and assistance extended to the Company by the Financial Institutions, Banks and various Government Departments and Agencies and Creditors. The Directors place on record their appreciation for continued support of shareholders of the company. The Directors also wish to place on record the appreciation to the team of executives, staff and workers, who have shown devotion and efficiency in performing their jobs.

For and on behalf of the Board

HARESH D. RAMSINGHANI
CHAIRMAN & MANAGING DIRECTOR
DIN: 00035416

Place: Mumbai

Date : August 13, 2019

ANNEXURE 'A' TO DIRECTORS' REPORT

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31/03/2019

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN :	L24110MH1984PLC033917
ii)	Registration Date	03/09/1984
iii)	Name of the Company	Rama Phosphates Limited
iv)	Category/ Sub Category of the Company	Public Company/Limited by Shares
v)	Address of Registered office and contact details	51-52, Free Press House, Nariman Point, Mumbai-400021, Maharashtra Tel: 022 – 22833355, Fax: 022 - 22049946
vi)	Whether shares listed on recognized Stock Exchange(s)	Yes
vii)	Name, Address and contact details of Registrar & Transfer Agent, if any	Link Intime India Private Limited C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083, Maharashtra Tel: 022 - 49186270, Fax: 022 – 49186000

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

SN	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Single Super Phosphate	20129	50.79%
2	Sulphuric Acid & Oleum	20112	15.21%
3	De Oiled Cake	10406	22.63%
4	Solvent Oil	10409	11.21%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES [No. of Companies for which information is being filled]]

SN	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE
1	NIL	N.A.	N.A.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	62	-	62	0.00	62	-	62	0.00	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	3219939	-	3219939	18.20	3219939	-	3219939	18.20	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(1)	3220001	-	3220001	18.20	3220001	-	3220001	18.20	-
(2) Foreign									
a) NRI-Individuals	-	-	-	-	-	-	-	-	-
b) Other-Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	10049755	-	10049755	56.80	10049755	-	10049755	56.80	-

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (2)	10049755	-	10049755	56.80	10049755	-	10049755	56.80	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	13269756	-	13269756	75.00	13269756	-	13269756	75.00	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	5320	5320	0.03	-	5320	5320	0.03	-
b) Banks / FI	-	6320	6320	0.04	-	6320	6320	0.04	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
NBFC Registered with RBI	-	-	-	-	400	-	400	0.01	0.01
Sub-total (B)(1)	-	11640	11640	0.07	400	11640	12040	0.07	-
2. Non-Institutions									
a) Bodies Corporate									
i) Indian	1361915	7899	1369814	7.74	1337441	7899	1345340	7.60	(0.14)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	1204892	350287	1555179	8.79	1213244	337687	1550931	8.77	(0.02)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1270096	-	1270096	5.15	1237856	-	1237856	7.17	2.02
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians (Non-Repatriable)	6997	-	6997	0.03	11480	-	11480	0.06	0.03
Non Resident Indians (Repatriable)	21249	51280	72529	0.43	21306	50840	72146	0.41	(0.02)
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	13814	-	13814	0.08	7442	-	7442	0.04	(0.04)
HUF	123388	-	123388	0.70	186222	-	186222	1.05	0.35
Foreign Bodies - D R									
Sub-total (B)(2)	4002351	409466	4411817	24.93	4014991	396426	4411417	24.93	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	4002351	421106	4423457	25.00	4015391	408066	4423457	25.00	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	17272107	421106	17693213	100.00	17285147	408066	17693213	100.00	-

ii) Shareholding of Promoter -

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Daulat J. Ramsinghani	60	0.00	Nil	60	0.00	Nil	Nil
2	Haresh D. Ramsinghani	2	0.00	Nil	2	0.00	Nil	Nil
3	Blue Lagoon Investments Private Limited	552	0.00	Nil	552	0.00	Nil	Nil
4	Jupiter Corporate Services Private Limited	3219387	18.20	Nil	3219387	18.20	Nil	Nil
5	Silver Eagle Inc	10049755	56.80	51.00	10049755	56.50	51.00	Nil
	Total	13269756	75.00	51.00	13269756	75.00	51.00	Nil

iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr No.		Shareholding at the beginning of the year		Cumulative Shareholding at the end of the year	
		No. of Shares held	% of Total Shares of the Company	No. of Shares held	% of Total Shares of the Company
	At the beginning of the year	13269756	75	13269756	75
	Date wise Increase / Decrease in Promoters shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bouns / sweat equity etc)	No Change in Promoters Shareholding during the year			
	At the end of the year	13269756	75	13269756	75

iv) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs) :

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2018		Transactions during the year		Cumulative Shareholding at the end of the year - 2019	
		No. of Shares held	% of Total Shares of the Company	Date of Transaction	No. of Shares	No. of Shares held	% of Total Shares of the Company
1	DISHA INFIN CONSULTANTS PRIVATE LIMITED	683495	3.8630			683495	3.8630
2	S. SHYAM	435911	2.4637			435911	2.4637
	Sell			12 Oct 2018	155541	280370	1.5846
	Buy			23 Nov 2018	112531	392901	2.2206
	AT THE END OF THE YEAR					392901	2.2206
3	SUBRAMANIAN P.	323351	1.8275			323351	1.8275
	Buy			06 Apr 2018	699	324050	1.8315
	Buy			25 May 2018	2134	326184	1.8436
	Buy			15 June 2018	2700	328884	1.8588
	Buy			22 June 2018	16	328900	1.8589
	Buy			03 Aug 2018	1590	330490	1.8679
	Buy			17 Aug 2018	960	331450	1.8733
	Buy			29 Sep 2018	1440	332890	1.8815
	Buy			19 Oct 2018	1499	334389	1.8899
	Buy			26 Oct 2018	1175	335564	1.8966
	Buy			02 Nov 2018	220	335784	1.8978
	Buy			16 Nov 2018	4370	340154	1.9225
	Buy			14 Dec 2018	116	340270	1.9232
	Buy			28 Dec 2018	720	340990	1.9272

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2018		Transactions during the year		Cumulative Shareholding at the end of the year - 2019	
		No. of Shares held	% of Total Shares of the Company	Date of Transaction	No. of Shares	No. of Shares held	% of Total Shares of the Company
	Buy			11 Jan 2019	3960	344950	1.9496
	Buy			15 Feb 2019	11340	356290	2.0137
	Buy			22 Feb 2019	990	357280	2.0193
	Buy			01 Mar 2019	5153	362433	2.0484
	AT THE END OF THE YEAR					362433	2.0484
4	NITREX LOGISTICS PVT. LTD	230000	1.2999			230000	1.2999
5	ELATE INVESTMENTS & HOLDINGS PVT. LTD	230000	1.2999			230000	1.2999
6	PRAKASH JAIN	109665	0.6198			109665	0.6198
	AT THE END OF THE YEAR					109665	0.6198
7	DHEERAJ KUMAR LOHIA	9391	0.0531			9391	0.0531
	Buy			05 Oct 2018	2281	11672	0.066
	Buy			12 Oct 2018	957	12629	0.0714
	Buy			19 Oct 2018	800	13429	0.0759
	Buy			09 Nov 2018	500	13929	0.0787
	Buy			16 Nov 2018	3448	17377	0.0982
	Buy			23 Nov 2018	12329	29706	0.1679
	Buy			30 Nov 2018	3050	32756	0.1851
	Buy			14 Dec 2018	7528	40284	0.2277
	Buy			18 Jan 2019	4200	44484	0.2514
	Buy			25 Jan 2019	1535	46019	0.2601
	Buy			01 Feb 2019	5741	51760	0.2925
	Buy			08 Feb 2019	8817	60577	0.3424
	Buy			09 Mar 2019	2102	62679	0.3543
	AT THE END OF THE YEAR					62679	0.3543
8	GIRISH GULATI HUF	0	0			0	0
	Buy			13 Apr 2018	662	662	0.0037
	Buy			20 Apr 2018	3792	4454	0.0252
	Buy			04 May 2018	493	4947	0.0280
	Buy			11 May 2018	948	5895	0.0333
	Buy			18 May 2018	8057	13952	0.0789
	Buy			25 May 2018	6994	20946	0.1184
	Buy			08 June 2018	3420	24366	0.1377
	Buy			15 June 2018	2124	26490	0.1497
	Buy			30 June 2018	2906	29396	0.1661
	Buy			06 July 2018	500	29896	0.169
	Buy			13 July 2018	925	30821	0.1742
	Buy			27 July 2018	5548	36369	0.2056
	Buy			15 Mar 2019	967	37336	0.2111
	Buy			22 Mar 2019	4441	41777	0.2361
	Buy			29 Mar 2019	10552	52329	0.2958
	AT THE END OF THE YEAR					52329	0.2958
9	HITECH STRUCTURE PVT .LTD Transfer	40608	0.2295			40608	0.2295
	Sell			01 June 2018	1880	38728	0.2189
	Sell			13 Jul 2018	410	38318	0.2166
	AT THE END OF THE YEAR					38318	0.2166
10	TRIVEDI NILAM MAYANK	36000	0.2035			36000	0.2035

v) Shareholding of Directors and Key Managerial Personnel :

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding					Cumulative Shareholding during the year	
		No. of shares at the beginning (01.04.2018)/ end of the year (31.03.2019)	% of total shares of the company	Date	Increase/ Decrease in share-holding	Reason	No. of shares	% of total shares of the company
1.	Daulat J. Ramsinghani	60	-	01.04.2018	No Change	N.A.	60	0.00
		60	-	31.03.2019				
2.	Haresh D. Ramsinghani	2	-	01.04.2018	No Change	N.A.	2	0.00
		2	-	31.03.2019				
3.	Jambu Kumar Parakh	16	-	01.04.2018	No Change	N.A.	16	0.00
		16	-	31.03.2019				

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Amount in Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (01.04.2018)				
i) Principal Amount	4435.34	250.00	-	4685.34
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	5.59	-	-	5.59
Total (i + ii + iii)	4440.93	250.00	-	4690.93
Change in Indebtedness during the financial year				
* Addition	-	42.55	-	42.55
* Reduction	2036.10	-	-	2036.10
Net Change	2036.10	42.55	-	1993.55
Indebtedness at the end of the financial year (31.03.2019)				
i) Principal Amount	2403.87	290.00	-	2693.87
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	0.96	2.55	-	3.51
Total (i + ii + iii)	2404.83	292.55	-	2697.38

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager :

SN.	Particulars of Remuneration	Name of MD/ WTD/ Manager	Total Amount (In Rupees)
		Chairman and Managing Director	
		Mr. Haresh D. Ramsinghani	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	86,80,000	86,80,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	31,58,855	31,58,855
	- as % of profit		
	- others, specify...		
5	Others, please specify	-	-
	Company Cont. to P.F.	-	-
	Medical Benefit	19,20,000	19,20,000
	Total (A)	1,37,58,855	1,37,58,855

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount (in Rupees)
1	Independent Directors	Mr. Deonath Singh	Mr. Kailasam Raghuraman	Mr. Ashish Kumar Thakur	Mr. Nikunj R. Joshi	
	Fee for attending board/ committee meetings	1,00,000/-	1,20,000/-	70,000/-	10,000/-	3,00,000/-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	1,00,000/-	1,20,000/-	70,000/-	10,000/-	3,00,000/-
2	Other Non-Executive Directors	Mr. Daulat J. Ramsinghani	Mrs. Nilanjana H. Ramsinghani			
	Fee for attending board / committee meetings	20,000/-		50,000/-		70,000/-
	Commission	-		-		-
	Others, please specify	-		-		-
	Total (2)	20,000/-		50,000/-		70,000/-
	Total Managerial Remuneration					3,70,000
	Total (B)=(1+2)					

C. Remuneration to Key Managerial Personnel Other than MD / Manager / WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		CS (W.E.F. 26.05.2018)	CS (UPTO 26.05.2018)	CFO	Total Amount (in Rupees)
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	274778	173617	2969998	34,18,393
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	153900	0	0	1,53,900
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	HRA	91693	22080	492000	605773
	Conveyance	18,000	2300	19933	40,233
	LTA	0	0	123000	123000
	Medical	22923	21840	502756	547519
	Company Contribution to P.F.	27508	6624	147600	181732
	Total	436835	226461	4407254	5070550

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NIL				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NIL				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL				
Punishment					
Compounding					

ANNEXURE 'B' TO DIRECTORS' REPORT

The Conservation of energy, technology absorption, foreign exchange earnings and outgo pursuant to the provision of section 134(3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014:

I. CONSERVATION OF ENERGY :

A. Energy conservation measures taken:

Following Energy conservation measures were taken during the financial year 2018-19.

a. Single Super Phosphate Plant :

1. Procurement of Dry Rock Phosphate for all the three Units to avoid fuel consumption for Rock drying in SSP manufacturing.
2. **Capacity Enhancement** : Ball Mill rock grinding capacity Enhancement at Pune Unit by 1.5-2 TPH with installation of New Air compressor of 150 CFM capacity & DC Bag system modification.
3. **Forward integration** : Commissioning of Sodium Silico Fluoride at Pune Unit as a Forward integration of SSP, converting Scrubber liquor waste into value added product.
4. In Scrubber section 50 HP Dar-flow Pump replaced with 30 HP Vertical Pump for circulation of water in ventury resulting in energy savings.
5. **Crane section** :
 - Replacement of all control and power cables for second EOT Crane to reduce the power consumption.
 - EOT Crane 1st control circuit is modified as per the condition, which reduce the breakdown rate and improving the life of power contactors.
6. **Modification** :
 - Replaced 300 mm² x 3.5 core x 500 meter Aluminum Armored Cable from PCC Room to MCC Panel to avoid the frequent stoppage for SSP Plant, Ball Mill.
 - Replacement of 110 Meter running length of crane rail and Gantry with alignment, modified design of DSL plate along with new DSL lines with 4 poles set up for EOT crane at Indore Unit to reduce frequent break downs and Maintenance permanently.
 - Modification of 3rd RCC scrubber with RCC FRV lining then brick lining to reduce frequent break downs and Maintenance permanently with life increase of RCC Structure.
7. Installation and successful commissioning of Tail End Alkali Scrubbing Tower System Project. Running successfully now.
8. Old converted current drive 3 Nos. replaced with new 5 HP VFD, in mixer section, its giving a proper rock control and very less break down as compared to old eddy current drive.
9. **Lighting** :
 - Conventional tube light in Adm building are replaced with new LED tube light.
 - Old HPSV lamps in plant is under replacement process. The fittings which get damaged are removed one by one with 80 Watt LED Lights.
10. Energy auditing is completed at Udaipur and suggestions for improvement are implemented stagewise.

b. Sulphuric Acid Plant (SAP):

1. Optimum of Turbo Generator (TG) power generation done at both the Sulphuric Acid Plants at Pune & Indore with close process parameters monitoring.
2. Refurbishment of insulation of some critical equipment in SAP along with construction of monsoon shed to minimize stoppages of acid plant during rainy season and huge caustic soda consumption for operation of pollution control equipment during monsoon season.
3. Replaced low activity catalyst with high activity catalyst for improving conversion & reduction of pressure drop to increase daily production with PMT Power saving.
4. 30 meter running length of 750 mm diameter Mild Steel (MS) ducting replaced with new ducting to avoid breakdowns of SAP due to leakages from old ducts.
5. All environmental arrangements strengthened including efficient operation of Tail end Alkali scrubber to safeguard nearby crops & habitat.

6. 6 Nos. of High Efficiency motors installed in place of regular motors Viz. Blower (1 Nos.), APT (1 Nos.), PHE (2 Nos.), TG Cooling Tower (2 Nos.), etc.
7. Installation of 100 m³/day capacity Reverse Osmosis (R.O.) Plant, which has increased the output of the DM Plant and water softening plant.
8. Molten Sulphur Storage Holding Tank of 30 MT capacity installed and commissioned 1 No new Acid circulation Pump for APT assembled in house as 3rd standby pump to avoid production loss of at least 1000 MT due to various break downs.

c. GSSP and NPK Plants:

1. Recycle in the process of Granulation has been reduced by increasing the rate of production having some modification in vibrating screens. This has helped in minimizing the fuel consumption as well as power consumption.
2. Regular monitoring of consumption of coal by Operators / Managers by installing tripping device and hooter to maintain the minimum and maximum temperature required at Coal Furnace Outlet for proper operation of plant.
3. Installation of one more rotor for Chain Mill No.2, to run both the Chain Mills as a standby having 2 rotors, which help us to increase the production of GSSP-II plant.
4. Installation of Multicone in GSSP-02 at Pune Unit thereby reducing SPM level.
5. Successful commissioning of GSSP-03 Plant at Pune Unit with capacity 150 TPD. New Granulator drum fabricated in house, installed and commissioned to replace old and deficient drum of under capacity to minimize break downs and production loss of at least 3000 MT.
6. Bio Mass Coal used in GSSP plant furnace in all the three units.
7. Installation and commissioning of New packing line for Granulated products with 120 MT capacity of Product Hopper at New GSSP plant shed to avoid any plant stoppage due to packing issues / break down for at least 8 hours running of GSSP PLANT.
8. GSSP-II capacitor panels. In this panel all capacitor are checked and old unenergised capacitors bank are replaced with new capacitors. Our average power factor is now to unity (.999) and getting rebates.

d. Miscellaneous :

1. In Pune unit in place of conventional tube lights, LED lights in Office Building / Admin Building, including Plant completed.
2. Installation of on-line liquid effluent measuring flow meters in SSP as well in ETP plant to monitor the quantified liquid / effluent usage and to maintain the Zero Liquid Discharge.
3. Installation of PTZ cameras at factory outlet and facing all the stacks for better operation of plant.
4. 3 Nos. of AB Switches, Jumpers, Disc-Insulators and Post-Insulators have been replaced in Switch Yard to avoid frequent breakdown in MSEDCL supply as well as save the power in starting and stopping of the plant.
5. New higher capacity 6300 Amp ACB replaced in TG power distribution control panel.

B. Additional investment proposals, if any, being implemented for reduction in consumption of energy :

1. Replacement of New Cold Heat Exchange (CHE) -01 & CHE-02 retubing (total 245 Nos Tubes) at Pune Sulphuric acid Plant to control SO₂ emission & improve heat recovery.
2. Regasketing of PHE & Oleum circuit PHE installation in SAP at Pune Unit.
3. Installation of New Final Absorption Tower to replace existing Tower.
4. Construction of New Sulphur pits to replace existing Pits.
5. Construction of permanent shed at Pune unit to eliminate temporary monsoon sheds.
6. To install higher efficiency motors in Sulphuric Acid plant, SSP & GSSP plant for minimizing power consumption including replacement of old motors for Blower, APT, PHE, Cooling Tower, etc. in Pune & Indore Unit.
7. At Indore, we plan to install 1000 KVA Solar Energy system with Opex model to reduce MPSEB monthly bill.
8. Re-tubing of 2nd CHE with 480 tubes in existing SAP at Indore Unit to control SO₂ emission losses.
9. Another new 3 VFD 5 hp for (Acid, liquor and Bottom Air lock & ILED Lights replacement works (which is under process).

C. Particulars with respect to energy consumption per unit of production**a) POWER AND FUEL CONSUMPTION (CONSOLIDATED)**

	Year ended 31.03.2019	Year ended 31.03.2018
i) Electricity		
a) Purchased:		
Units (in thousands)	10964	9992
Total amount (₹ in lacs)	949.77	841.11
Rate / Unit (₹)	8.66	8.42
b) Own Generation:		
i) Through diesel generator:		
Units (in thousand)	16.77	14.52
Units per litre of diesel oil	2.60	2.08
Cost / Unit (₹)	27.08	25.67
ii) Through steam turbine/generator :		
Units (in thousand)	10803.42	10534.09
ii) Coal (₹ in lacs)	648.88	555.33
iii) Furnace Oil (₹ in lacs)	18.07	27.35

b) CONSUMPTION PER UNIT OF PRODUCTION:**SSP: Single Super Phosphate GSSP: Granulated SSP****SA: Sulphuric Acid SEP: Solvent Extraction Plant****MgSO4: Magnesium Sulphate NPK : Nitrogen Phosphorus Potash**

	31.03.2019							31.03.2018						
	SSP	GSSP	NPK	SA	SEP	MgSO4	Refinery	SSP	GSSP	NPK	SA	SEP	MgSO4	Refinery
Electricity Units / PMT	22.36	13.46	14.38	64.62	35.52	32.04	NIL	22.33	12.64	12.66	64.74	35.76	28.60	NIL
Furnace Oil Litre / PMT	0.11	NIL	NIL	NIL	NIL	NIL	NIL	0.29	NIL	NIL	NIL	NIL	NIL	NIL
Coal Kg / PMT	NIL	31.98	33.47	NIL	58.99	NIL	NIL	NIL	34.02	36.51	NIL	63.46	NIL	NIL

II. TECHNOLOGY ABSORPTION:**A) RESEARCH & DEVELOPMENT (R & D)****a) Specific areas in which R & D is carried out by the Company :**

The specific areas in which the R & D activities are carried out by the Company are relating to improvement in quality of the existing products and development of new products to meet market demands and change in the product mix.

1. Installation and commissioning of MgSO₄ and Mono Zinc production as Micro Nutrient Fertilizer.
2. Under Flow RCC set up constructed between dumping pit and settling pit first RCC Brick lined wall of Melter Pit in Sulphuric Acid Plant to reduce ash content in Molten Sulphur feed to sulphur burner.
3. Molten Sulphur Storage Holding Tank of 30 MT capacity installed and commissioned in Melter pit area on ground / overhead.
4. One new Acid circulation Pump for APT assembled in house as 3rd standby pump to avoid production loss due to various break downs due to this pump failure.
5. Stand by VFD installed in Sulphuric Acid Plant for stand by usage and synchronizing with blower for better production and maintenance free running of SAP.
6. Installation and commissioning of New packing line for Granulated products with 120 MT capacity of Product Hopper at new GSSP plant shed for at least 8 hours running of GSSP PLANT.
7. Replaced 4,600 Litre quantity of low activity catalyst with high activity catalyst for improving conversion & reduction of pressure drop to increase daily production with PMT Power saving.
8. Installation and successful commissioning of Tail End Alkali Scrubbing Tower System Project. Running successfully.
9. In TG one standby Woodward make model 505D provided to keep TG break down of power fool proof lowest.

b) Benefits derived as a result of R & D :

Research and Development has always been a continuous process at various units of the company and more thrust is given on minimization of effluents. In addition to this, following benefits have been achieved:

- Colourless – water white colour of Sulphuric acid quality achieved.
- Battery grade quality acid production targeted with less than 5 ppm “Fe”.
- Improvement in Fluorine scrubbing system in SSP plant by continuous operation of Filter Press and thus maintain good environment in SSP plant.

c) Future Plan of Action :

- New construction Modification of SSP plant Scrubbing System by installing one venturi and Cyclonic Scrubber.
- At Indore, we plan to install 1000 KVA Solar Energy system with Opex model to reduce MPSEB monthly bill.
- Re-tubing of 2nd CHE with 480 tubes in existing SAP at Indore Unit to control SO₂ emission losses.
- Installation of 160 TPD Sulphuric Acid Plant in Oil Division premises with complete range of its derivatives Oleum 23 %, Oleum 65 %, Liquid SO₃ and Chloro Sulphonic Acid Projects.
- To install higher efficiency motors in Sulphuric Acid plant, SSP & GSSP plant for minimizing power consumption including replacement of old motors for Blower, APT, PHE, Cooling Tower, etc. in Pune & Indore Unit.

B) TECHNOLOGY ABSORPTION, ADAPTATION & INNOVATION:

The Company has not imported any foreign technology.

III. FOREIGN EXCHANGE EARNINGS AND OUTGO:

- I. Activities relating to exports, initiatives taken to increase exports, development of new export plans.

During the year, there is NIL export.

- II. Total foreign exchange used & earned:

(₹ in lacs)

Used : 6,718.97 (P.Y. 8,189.89)

Earnings : NIL (P.Y. NIL)

For and on behalf of the Board

HARESH D. RAMSINGHANI
CHAIRMAN & MANAGING DIRECTOR
DIN : 00035416

Place : Mumbai

Date : August 13, 2019

ANNEXURE 'C' TO DIRECTOR'S REPORT

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
RAMA PHOSPHATES LIMITED
Mumbai.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **RAMA PHOSPHATES LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31st March 2019** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

- A. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2019 according to the provisions of:
- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; The same is not applicable as there were no transactions during the year under review.
 - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; There were no issue of securities during the year under review
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999(Not Applicable to the Company during the Audit Period); There were no ESOPS issued during the year under review.
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; There were no debts were raised during the year under review
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; There were no proposals for delisting of its Equity shares during the year under review. and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; There were no Buy Back of its Equity shares during the year under review.
 - (vi) I have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. The list of major head/groups of Acts, Laws and Regulations as applicable to the Company is given in Annexure I.

B. I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with the Stock Exchange(s), where the securities of the Company is Listed and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations and Guidelines mentioned above.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions of the Board are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This Report is to be read with my letter of even date which is annexed as Annexure II and forms an integral part of this Report.

For JIGNESH M.PANDYA & CO.

(JIGNESH M. PANDYA)

Practicing Company Secretary

Proprietor

Membership No. A7346 /CP No. 7318

Place: Mumbai

Date: July 23, 2019

Annexure I

List of applicable laws to the Company**Under the Major Groups and Heads are as follows:-**

1. Factories Act, 1948;
2. Industries (Development & Regulation) Act, 1951;
3. Labour Laws and other incidental laws related to labour and employees appointed by the company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation etc.;
4. Acts prescribed under prevention and control of pollution;
5. Acts prescribed under Environmental protection;
6. Land Revenue laws of respective States;
7. Labour Welfare Act to respective States;
8. Trade Marks Act 1999 & Copy Right Act 1957;
9. The Legal Metrology Act, 2009;
10. Fertilizer Subsidy Policy for Phosphatic & Potassic (P&K) Fertilizers;
11. Acts as prescribed under Shop and Establishment Act of various local authorities.
12. Local Laws as applicable to various offices and plants;
13. The Competition Act, 2002;
14. Fertilizers (Control) Order, 1985;
15. Boiler Act, 1923.
16. The Companies Act, 2013
17. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
18. Reserve Bank of India Act, 1934
19. FEMA ACT
20. Goods and Services Tax Act, 2017 (GST)
21. Customs Act, 1962
22. Income Tax Act, 1961 and Income Tax Rules, 1962
23. Depositories Act, 1996 and SEBI (Depositories and Participants) Regulation, 1996
24. SEBI Act, 1992 and following regulations
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992/ SEBI (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999/ SEBI (Share Based Employee Benefits) Regulations, 2014;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - (i) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
25. SEBI LODR Regulations 2015
26. Payment of Bonus Act, 1965 and Payment of Bonus Rules, 1975
27. Payment of Gratuity Act, 1972
28. Payment of Wages Act, 1936

For JIGNESH M.PANDYA & CO.

(JIGNESH M. PANDYA)

Practicing Company Secretary

Proprietor

Membership No. A7346 /CP No. 7318

Place: Mumbai

Date: July 23, 2019

Annexure II

To,
The Members,
RAMA PHOSPHATES LIMITED
Mumbai.

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial record. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. I believe that the practices and processes, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, norms and standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For JIGNESH M.PANDYA & CO.

(JIGNESH M. PANDYA)

Practicing Company Secretary

Proprietor

Membership No. A7346 /CP No. 7318

Place: Mumbai
Date: July 23, 2019

Annexure D to the Board's Report

Corporate Social Responsibility (CSR) activities pursuant to Section 135 of the Companies Act, 2013.

1. A brief outline of Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web- link to CSR Policy.

- Corporate Social Responsibility (CSR) is commitment of the Company to improve the quality of life of the workforce and their families and also the community and society at large. The Company believes in undertaking business in such a way that it leads to overall development of all stakeholders and society at large.
- The CSR initiatives of the Company aim towards Promoting education, including special education, creating skill development of the farmers, enabling access to quality, primary healthcare services, ensuring environmental sustainability, etc.
- The Company wishes to formalize and institutionalize its efforts made in the domain of Corporate Social Responsibility and this Policy shall serve as a guiding document to help identify, execute and monitor CSR projects in keeping with the spirit of the Policy.
- Our CSR Policy focuses on Education, Skill Development, and Healthcare & Hygiene.
- The Company's CSR policy is placed on its website of the Company.

2. Composition of the CSR Committee:

The Board of Directors of the Company have constituted Corporate Social Responsibility Committee consisting of following persons namely Mr. Deonath Singh – Chairman, Mr. Hareesh D. Ramsinghani and Mr. Kailasam Raghuraman.

3. Average Net Profit of the Company for last 3 financial years:

The average net profit of the Company for the last three financial year is ₹ 942.04 Lacs.

4. Prescribed CSR Expenditure (Two percent of the amount as in item 3 above):

The prescribed CSR expenditure is ₹ 18.84 Lacs.

5. Details of CSR Spent for the financial year:

a. Total amount spent for the financial year : ₹ 10.65 Lacs

b. Amount unspent : ₹ 8.19 Lacs

Sr. No	CSR Project or activity identified	Sector in which the Project is covered	Projects or Programme (1) Local area or other (2) Specify (3) the State and District where projects or programs was undertaken	Amount outlay(budget) Project or programs wise (In Rupees)	Amount spent on the projects (In Rupees)	Cumulative expenditure (In Rupees)	Amount spent: Direct or Indirect
1	Amount paid as Donation to Loni Grampanchayat	Community Development	Loni Kalbhori Taluka , Dist- Haveli, Pune, Maharashtra	50,000	50,000	50,000	Direct
2	Supply of Benches to School	Promoting Education	Rahinj Vasti Loni Kalbhori Taluka Dist- Haveli, Pune, Maharashtra	43,750	43,750	43,750	Direct
3	Amount paid towards Construction of toilets in nearby village	Health & Hygiene	Rahinj Vasti Loni Kalbhori Taluka Dist- Haveli, Pune, Maharashtra	50,573	50,573	50,573	Direct
4	Construction of School Building	Promoting Education	Government School, Gram Panchayat , Umra, Rajasthan	1,50,000	1,50,000	1,50,000	Direct
5	Amount paid towards Purchase of Computers and Printers in School	Promoting Education	Government School, Gram Panchayat , Umra, Rajasthan	31,102	31,102	31,102	Direct
6	Distribution of track suit	Promoting Education	Government School, Gram Panchayat , Umra, Rajasthan	52,920	52,920	52,920	Direct
7	Farmers Skills Development Programme	Vocational training	Various District in Gujarat	1,02,121	1,02,121	1,02,121	Direct

Sr. No	CSR Project or activity identified	Sector in which the Project is covered	Projects or Programme (1) Local area or other (2) Specify (3) the State and District where projects or programs was undertaken	Amount outlay(budget) Project or programs wise (In Rupees)	Amount spent on the projects (In Rupees)	Cumulative expenditure (In Rupees)	Amount spent: Direct or Indirect
8	Agriculture awareness program or farmers	Vocational training	At various districts of M.P.	4,74,719	4,74,719	4,74,719	Direct
9	Stationery distribution at School	Promoting Education	At various districts of M.P.	1,09,402	1,09,402	1,09,402	Direct

6. During the financial year under review, the management could not spend the certain portion towards CSR due to:-

We are looking for the appropriate activities to spend the amount so that maximum people shall take the benefits arising out of this programme. Moreover, huge funds of realisation of subsidy amount got stuck under government formalities.

7. The CSR Committee confirms that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the Company.

For and on behalf of the Board

HARESH D. RAMSINGHANI
CHAIRMAN & MANAGING DIRECTOR
DIN: 00035416

DEONATH SINGH
CHAIRMAN OF CSR COMMITTEE
DIN: 00021741

ANNEXURE E

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis: NA

- (a) Name(s) of the related party and nature of relationship:
- (b) Nature of contracts/arrangements/transactions:
- (c) Duration of the contracts / arrangements/transactions:
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any:
- (e) Justification for entering into such contracts or arrangements or transactions
- (f) Date(s) of approval by the Board:
- (g) Amount paid as advances, if any:
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188:

2. Details of material contracts or arrangement or transactions at arm's length basis: NA

- (a) Name(s) of the related party and nature of relationship:
- (b) Nature of contracts/arrangements/transactions:
- (c) Duration of the contracts / arrangements/transactions:
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any:
- (e) Date(s) of approval by the Board, if any:
- (f) Amount paid as advances, if any:

Note:- All related party transactions are in ordinary course of business and on arm's length basis and are approved by Audit Committee of the Company.

For and on behalf of the Board

Place: Mumbai

Date: August 13, 2019

HARESH D. RAMSINGHANI
CHAIRMAN & MANAGING DIRECTOR
DIN:00035416

ANNEXURE 'F' TO DIRECTORS' REPORT

**DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013
READ WITH RULE 5(1) OF THE COMPANIES**
(APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

(i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year.	1. Mr. Haresh. D. Ramsinghani : 38.48
(ii) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.	1. Mr. Haresh. D. Ramsinghani : NA 2. Mr. J.K. Parakh : 14.50 % 3. Mr. Pritesh K. Jhaveri : NA
(iii) The percentage increase in the median remuneration of employees in the financial year.	The percentage increase in the median remuneration of other employees in the financial year was 18.61%
(iv) The number of permanent employees on the rolls of company;	491
(v) The explanation on the relationship between average increase in remuneration and company performance;	Average increase in remuneration is as per industry norms.
(vi) Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	The average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year was in line with the increase in the median remuneration.
(vii) Affirmation that the remuneration is as per the remuneration policy of the company.	Yes

Note: None of the Directors other than Mr. Haresh D. Ramsinghani are receiving remuneration other than sitting fees.

Details of the employees of the Company – Pursuant to Section 197 (Rule 5) of the Companies Act, 2013.
PARTICULARS OF REMUNERATION AS REQUIRED UNDER RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- A. Employed for the entire year under review and were in receipt of Remuneration of not less than Rupees 1,02,00,000/-
- **NIL** -
- B. Employed for a part of the year under review and were in receipt of Remuneration of not less than Rupees 8,50,000/- p m.
- **NIL** -
- C. Details of Top Ten employees in terms of remuneration drawn as on 31.03.2019 will be made available for inspection at the registered office of the Company. Any member interested in obtaining such particulars may write to Company Secretary of the Company.
- D. None of the employees is drawing remuneration in excess of that drawn by the Managing Director and does not hold by himself or along with his spouse and dependent children more than two percent of the equity shares of the Company.

MANAGEMENT DISCUSSION & ANALYSIS

CAUTIONARY STATEMENT:

The Company's performance is mainly dependent on several external factors which are beyond the control such as monsoon, Government policies, fluctuation in prices of raw material and other internal factors which could adversely affect the operations of the Company.

Some of the foregoing statements in the report may be forward looking and are stated as required by applicable laws & regulations. Many external and internal factors may affect the actual results which could be different from the projections made by the Directors with respect to future performance and outlook of the company.

ACTIVITIES OF THE COMPANY:

The company is in the business of manufacture and marketing of Phosphatic Fertilizers, Industrial Chemicals, Micronutrients and also soya seed crushing and soyaoil refining. The company is in existence for more than three decades and is the torchbearer of phosphatic fertilizer manufacturing in western India. The company started with a single product – SINGLE SUPER PHOSPHATE POWDER manufacturing in the year 1982 from single location and currently we cater to the entire gamut of fertilizer products viz., Mixed Fertilizers, Boron and Zincated nutrient fortified fertilizers, Micronutrients, Water soluble fertilizers, Soil conditioner and organic fertilizer from three locations. Similarly, we have included Oleum 23% and Battery Grade Acid in the list of products under Industrial chemicals whilst Lecithin was introduced by our Oil division. Thus, we have grown multi-products manufacturing hub during the course of our existence. We started our operation from Pune unit in 1982 and extended to Indore in 1987 and Udaipur in 1996.

Simultaneously, we have increased our production capacity of phosphatic fertilizer from meagre 85000 MT gradually to 563,000 lac MT as on date. Thus we have equipped ourselves with the growing need of the product in the market.

OUR PRIME PRODUCT – SINGLE SUPER PHOSPHATE (SSP) FERTILIZER :

The Company is engaged in manufacture of basic phosphatic fertilizer, commonly known as Single Super Phosphate which is widely used in the country since a long time. This SSP fertilizer is priced affordably and manufactured within the country by about 109 units spreading throughout the country. The consumption of this fertilizer is mainly concentrates in Western and Northern region. The SSP fertilizer contains important nutrients viz., 16% Phosphate, 11% Sulphur, 21% Calcium and Traces of Minerals. About 41% of Indian soils are Sulphur deficient and that SSP compensates this major anomaly.

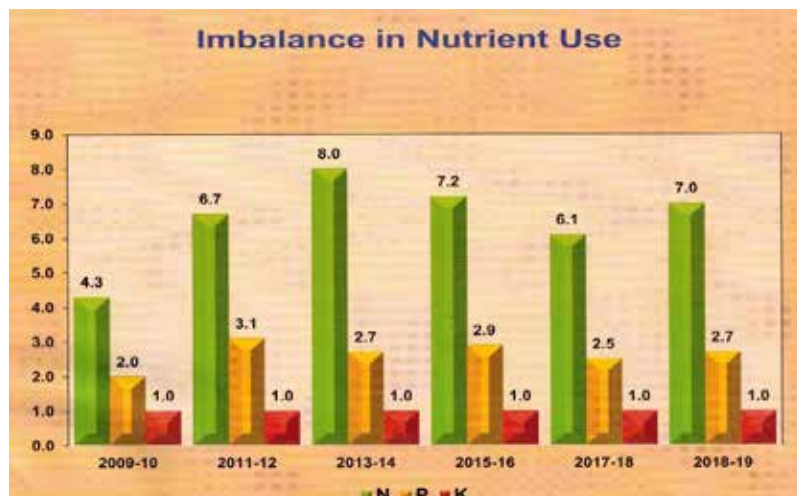
The consumption of SSP fertilizer during 2018-19 is 39.76 lac MT out of total consumption of 566.19 lac MT all fertilizers put together. The overall fertilizers consumption has been increased by 2.14% (554.35 lacs in 2017-18) whilst SSP consumption has also gone up by 2.61 lac MT to 39.76 against 38.75 lac MT in 2017-18. It is encouraging to note that the share of SSP out of all fertilizers put together has marginally went up to 7.02% against 6.99% in 2017-18. The industry witnessed great reduction in import of MOP by 10.87% at 28.46 lac MT as against 31.93 lac MT imported in 2017-18.

The detailed product wise consumption details is given below :

Products	CONSUMPTION (MT)		% variation	% share	
	2018-19	2017 - 18		2017-18	2018-19
Urea	31247826	30319979	3.06	54.69	55.19
DAP	9216025	8979007	2.64	16.20	16.28
MOP	2846047	3193179	-10.87	5.76	5.03
Complexes	9333101	9068022	2.92	16.36	16.48
SSP	3975910	3874958	2.61	6.99	7.02
Total	56618909	55435145	2.14	100.00	100.00

1. INDUSTRY SCENARIO :

- Chemical Fertilizers** : Overview: - The Indian Fertilizer Industry has shown tremendous growth in the last five decades and at present ranks third in the world. Currently India is the second largest consumer of fertilizers after China and also ranks second in the production of nitrogenous fertilizers and third in phosphatic fertilizers whilst the requirement of potash is met through imports due to paucity of potash reserves in the country.
- Direct Benefit Transfer (DBT)** : DBT for fertilizer subsidy has been implemented since March 2018. But, under the present model of DBT for fertilizer sector, payment of subsidy continues to be routed through the industry. It has only changed the mode of payment of subsidy to the industry. Earlier, subsidy on fertilizers used to be released when the material reached the district. But, under DBT, fertilizer subsidy becomes due to industry only after sale of fertilizers to the farmers through Point of Sales (POS) Machine. This has postponed the payment of subsidy by about six months. This is because production of fertilizers is continuous during the year but, sales of fertilizers are seasonal. In fact, fertilizers are sold mainly during peak season of thirty to forty five days each in kharif and rabi seasons. During rest of the months, fertilizers have to be manufactured, moved and stored nearer to consumption points.
- Imbalance in nutrients consumption ratio** : FAI is strongly advocating for correction in retail prices of fertilizers in the interest of soil health and agriculture productivity since nitrogenous fertilizer (Urea) remained unchanged for more than a decade which is out of NBS policy.



From the above data, it is amply clear that imbalance in nutrient consumption is a major issue to be addressed by the authorities so as to improve soil fertility. The ideal NPK consumption ratio of 4 : 2 : 1 is unduly favoured to peak consumption of nitrogenous fertilizer @ 8% in 2013-14 with 7% in the current year. The undue price advantage is playing major role for higher consumption of nitrogenous fertilizer. In order to ensure balanced use of fertilizers and reduce the consumption of urea, vide notification dated 4th September, 2017 Government of India has decided to introduce 45 kg of urea in place of 50 kg bags

The concept of balanced fertilization cannot be confined to N, P and K alone. Balanced fertilization includes application of all the plant nutrients essential for high agricultural productivity and health of the soil.

d. Water Soluble fertilizers : So as to mitigate the imbalances in fertilizer consumption, it is , the industry and growers need to find the right balance of inputs, minimise losses to the environment, reduce nitrate levels in groundwater, emissions of greenhouse gases, soil pollution, as well as surface runoff of nitrogen and phosphorous nutrients, which hamper oxygen production in water bodies. Hence, increasing demand for water-soluble fertilizers Multi-nutrient (NPK) fertilizer still dominates the landscape. Several types of water-soluble fertilizers are available today, including mono ammonium phosphate or MAP, which is a widely used source of phosphorus and nitrogen which also contains the most phosphorus of any common solid fertilizer. MAP is widely used at the beginning of the growth season when phosphorus availability is crucial for the establishment of the root system which can also be tank-mixed with other fertilizers to meet crop nutritional needs throughout the growth cycle.

e. There are two primary fertilizer categories: Urea and non-urea. India produces about 80 percent of its Urea fertilizer needs and the fertilizer industry has the capacity to indigenously meet 50 percent of the country's phosphatic fertilizers. But India still depends heavily on imports for the raw ingredients for its phosphatic and potassium fertilizers.

In India, presently there are 57 large fertilizers plants producing Urea, DAP, Complex fertilizer, Ammonium Sulphate and Calcium Ammonium Nitrate. With the Make in India programme, Government is restarting all defunct PSUs to achieve self-sufficiency in fertilizer sector. With respect to SSP, there were 109 Plants listed out of which 89 Plants were in operation during 2018-19 (FAI-SSP March 2019 with operative capacity of 10.75 million MT).

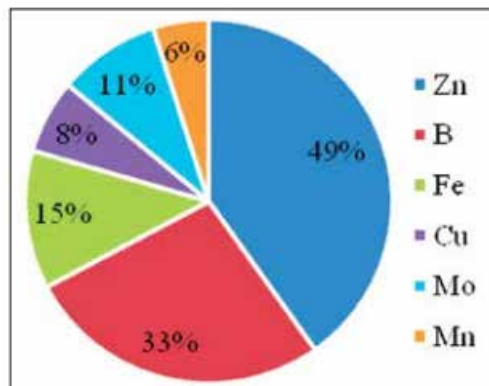
f. For cultivation of all products, chemical fertilizers play a major role in increasing produce output to feed the ever growing population. We can ignore the significance of fertilizers for food production only at the cost of nation's welfare. Fertilizers are a key component in the growth of India's agriculture sector, which accounts for about a sixth of the country's GDP. Therefore it is only in keeping with the importance of the sector that India is the world's second-largest consumer of fertilizers, (China is the first), and the world's third-largest producer.

2. INDIAN AGRICULTURE :

Indian Agriculture is the major source of livelihood for 70% of rural population and hence concentration and development in this sector is of paramount importance to attain inclusive growth. More risk is involved in farming and is also the least rewarded occupation in India. Currently, around 60% of farm land is unirrigated, thereby making it vulnerable to errant monsoon. The government is encouraging drip irrigation, distribute solar pumps, high yielding seeds, create market linkages for farmer producer companies, consolidate land holding etc.

3. **SOIL HEALTH STATUS :** As per the Government's initiative a dedicated scheme on "Soil Health Card" has been launched to take care of Soil Health for the first time in a uniform manner to evaluate the soil fertility across the country. Soil Health Card contains the status of soils with respect to 12 parameters, namely – N, P, K (Macro-nutrients), S (Secondary-nutrients), Zn, Fe, Cu, Mn, B (Micro-nutrients) and pH, EC, OC (Physical Parameters). It also provides crop wise fertiliser recommendations. Soil Health Card (SHC) helps farmers to improve productivity by maintaining soil health. SHC also promotes the judicious use of the fertilisers thus reducing the cost of cultivation. Currently,

there are 1738 soil testing laboratories spread throughout the country with maximum number of 338 laboratories in the state of Madhya Pradesh. Soil health card provides information to the farmers on fertility status of their soils to enables them to apply soil health card based recommended dosages of fertilizers including micro-nutrients, bio-fertilizers, manures as well as soil ameliorants so as to check the declining fertility of agriculture land and improve the fertility of soils to increase productivity across the country.



Micronutrient deficiency in Indian Soils

As per National Academy of Agricultural Sciences study report (May-18), it is observed that in Indian soils 49% are Zinc deficient followed with 33% soils of Boron deficient. The company has already established its brand image amongst farming community in Fortified fertilizers – Boron and Zincated in its area of operation.

To neutralize "S" deficiency in the soil, Govt. of India has increased subsidy amount payable on "S" nutrient and thus revised subsidy amount on SSP to ₹ 2826/- pmt with an increased of ₹ 92/- pmt.

This augurs well for the SSP industry to promote SSP to farmers.

4. INDIAN ECONOMY

India's GDP growth (real or inflation adjusted) during the fiscal 2018-19 is reported at 6.9 per cent , marginally lower than CSO's advance estimate of 7 per cent, as per rating agency Ind-Ra. It is further stated that 2018-19 will be the second consecutive year of an economic slowdown in India. "Arresting the slowdown and reviving the economy will be the first challenge for the new government," it said. "In Ind-Ra's opinion, the new government will have to devise and execute both short-term and medium- to long-term measures to arrest the slowdown whilst agriculture growth was robust at four per cent. As per World Bank, India's GDP growth is expected to accelerate moderately to 7.5 per cent in the next three years driven by continued investment strengthening, particularly private-improved export performance and resilient consumption.

5. GOVERNMENT INITIATIVES FOR AGRICULTURE SECTOR

The Hon. Prime Minister's vision of "Doubling of Farmers income by 2020" is duly supported with various schemes initiated by the Govt. viz., Some of the recent major government initiatives in the sector are as follows:

- In March 2018, the Government of India extended the urea subsidy to the farmers till 2020 with the aim of ensuring supply of urea at statutory controlled prices.
- As of March 2018, the Government is working on a plan to provide air cargo support to promote agriculture exports from India.
- The implementation of Pradhan Mantri Fasal Bima Yojana (PMFBY) will be made faster and the government is aiming to increase the coverage under the scheme to 50 per cent of gross cropped area in 2018-19.
- The Government of India is made provisioning for computerization of Primary Agricultural Credit Society (PACS) to ensure cooperatives are benefitted through digital technology.
- Around 100 million Soil Health Cards (SHCs) have been distributed in the country during 2015-16 and a soil health mobile app has been launched to help Indian farmers.
- With an aim to boost innovation and entrepreneurship in agriculture, the Government of India is introducing a new AGRI-UDAAN programme to mentor start-ups and to enable them to connect with potential investors.
- The Government of India has launched the Pradhan Mantri Krishi Sinchai Yojana (PMKSY) with an investment of Rs 50,000 crore (US\$ 7.7 billion) aimed at development of irrigation sources for providing a permanent solution from drought.
- The Government of India plans to triple the capacity of food processing sector in India from the current 10 per cent of agriculture produce in the country, as a part of the Scheme for Agro-Marine Processing and Development of Agro-Processing Clusters (SAMPADA).

- Under Pradhan Mantri Kisan Samman Nidhi the subsidy amount of ₹ 6000/- was payable in three equal instalments to farmers. The scheme was originally announced in Feb-2019 during interim budget covering farmers owning upto two hectares of land based on Agriculture Census figures of 2015-16 entailed approx.. 3.11 crores of farmers with retrospective effect of Dec. 18. However, the scheme benefit is now extended to all farmers in the country without any land ceiling and thus would cover 14.5 crore farmers in the country as per the announcement made on 31st May, 2019.
- The government has set up a high-powered committee of chief ministers to look at ways to transform agriculture and raise farmers' income. The nine-member committee will be chaired by Maharashtra chief minister Shri Devendra Fadnavis. Its members include chief ministers of Karnataka, Haryana, Madhya Pradesh, Gujarat, Uttar Pradesh and Arunachal Pradesh, besides rural development and agriculture minister Shri Narendra Singh Tomar and NITI Aayog member Shri Ramesh Chand. The committee is expected to submit its report within two months

6. FERTILIZER SUBSIDY :

The direct benefit transfer (DBT) scheme was implemented in January, 2013 to reduce leakages in the country's subsidy system by reducing middlemen and corruption. There are 439 subsidy-based schemes that fall under the ambit of DBT, which includes schemes such as PAHAL or the LPG subsidy scheme, Mahatma Gandhi National Rural Employment Guarantee Scheme (MNREGS), Ayushman Bharat, fertilizer subsidy, various scholarship schemes, among others. The plugging of various loopholes has yielded results with savings to the tune of ₹1.41 trillion, as of March, 2019 by transferring funds to genuine beneficiaries.

The subsidy payment to the industry is streamlined and that disbursal is improved. Going forward, it is reported in the news that the database of landed farmers being created with the implementation of PM-KISAN cards. It further states the information will be used to provide fertiliser subsidies directly to farmers bank accounts and that the finance ministry and NITI Aayog are working on a proposal to shift DBT in fertiliser from the producer to the consumer. Currently, sale of all subsidised fertilisers to farmers/buyers are made through point of sale (PoS) devices installed at each retailer shop and the beneficiaries are identified through Aadhaar Card and voter identity card among others. Though fertiliser subsidies fell from a peak of Rs 76,600 crore (FY09) to Rs 66,441 crore in FY18, it climbed back to Rs 70,075 crore in FY19, and the government expects to incur a bill of Rs 75,000 crore this fiscal.

7. SSP FERTILIZER INDUSTRY SCENARIO

SSP is the oldest chemical fertilizer manufactured in India with multi-nutrient as it contains Sulphur and Calcium as secondary nutrient with P_2O_5 as prime nutrient. It is more suited for crops like oil seeds, pulses, horticulture, vegetables, sugarcane, paddy etc. The SSP fertilizer industry today has grown with total annual capacity of 119.697 lac MT with 109 manufacturing units spread out the entire country. However, the production of SSP is mainly concentrated in West zone comprising of Gujarat, Chhatisgarh, MP, Maharashtra and Rajasthan states in which 63% of total consumption takes place.

8. SSP SALES AND CONSUMPTION

The industry witnessed marginal increase in sales quantity by 2.00 lac MT clocking 5.16% increase during this financial year. Total quantity of 40.65 lac MT SSP fertilizers were sold during this financial year against 38.74 lac MT sold in the previous year. Though this is an encouraging trend, there is a long way ahead in increasing the sales quantity.

All India sales figures of SSP fertilizer are given below :

YEAR	SALE ALL INDIA (Lac MT)
2018-19	40.65
2017-18	38.74
2016-17	42.00
2015-16	46.63
2014-15	42.33
2013-14	39.70
2012-13	41.69
2011-12	48.03

Western region accounts for 63% - 65% of total consumption in the country in which the company operates.

The overall major consuming states of SSP is given below:

Product	Quantity Lac M.T.	% age
Madhya Pradesh	9.57	23.56
Maharashtra	8.63	21.23
Rajasthan	3.85	9.47
Uttar Pradesh	3.87	9.53
West Bengal	3.66	9.01

Product	Quantity Lac M.T.	% age
Andhra Pradesh	1.59	3.91
Chhatisgarh	1.88	4.63
Haryana	1.67	4.11
Gujarat	1.09	2.70
Punjab	1.06	2.62

Additional Measures adopted by Government for increasing SSP production and consumption:

- Withdrew cap on minimum production of 50% of installed capacity or 40,000 MT to be eligible for claiming subsidy under NBS.
 - Introduction of neem coated Urea so as to avoid diversion of mass consumed fertilizer to other uses than agriculture.
 - Also introduced DBT (Direct Benefit Transfer) system for effective utilization of benefits to the targeted beneficiary.
 - The Government has been very proactive by introducing reforms time to time to help production pick up pace.
- With the above measures, it is hoped that adequate availability of SSP fertilizer is ensured in the country with simultaneous benefit to the industry.

9. MONSOON :

The monsoon delivers about 70 percent of India's annual rainfall, is critical for the farm sector, which accounts for about a sixth of India's \$2 trillion-plus economy and employs about half of the country's 1.3 billion people. The June-September monsoon is very crucial for a host of cash and food crops in India. The Indian Meteorological Department (IMD) defines average, or normal, rainfall as between 96 percent and 104 percent of a 50-year average of 89 cm for the entire four-month season.

India reported 9% of deficit monsoon rainfall last year, primarily due to a massive rain shortage in north east India. Barring the east and northeast India, IMD's rainfall forecast for the north-west, central and Peninsular India was within the range. For the country as a whole, IMD in its second long range forecast predicted 97% of average rainfall whereas the actual rainfall was 91% - deficiency of 6% when compared against the forecast. The overall monsoon during this season is quite encouraging barring marginal deficits in UP, Bihar, Jharkhand. The main area of our operation, i.e. Western and Central regions reported normal rain during this season which is a encouraging sign for the company.

10. OPERATIONS AND DEVELOPMENTS

a. Fertilizer Division: Our units are situated at multi-locations viz., Pune, Indore and Udaipur in the western region which is the main consumption area of Single Super Phosphater fertilizers in the country. The company achieved optimum production as per the market demand.

- i) Phosphatic Fertilizers : Single Super Phosphate (SSP) fertilizer is main source for root growth and assist in chlorophyll synthesis of plants and also improves overall quality of produce. "Rama" manufactures SSP powder and Granulated SSP. The granulated fertilizers are easy to handle and powder loss is minimized.
- ii) Various grades NPK of Mixed fertilizer.
- iii) Fortified fertilizers : It is primarily of Boronated SSP, Zincated SSP and Boronated Zincated SSP.
- iv) Micronutrients : At our Indore unit we have introduced a new product Zinc Sulphate Monohydrate, Zinc Sulphate Hepta, Magnesium Sulphate (MgSO₄), Mixture of Nutrients.

b. Chemicals Division: Company also manufactures industrial chemicals viz., Sulphuric Acid and Oleum @ 150 TPD at Pune and @ 250 TPD at Indore and operated at optimum efficiency

c. Power Division:

The units at Indore and Pune have integrated turbo power generation plants which cater to basic power requirements. The power is generated during the production of Sulphuric Acid through exo-thermic heat. With this, the company has achieved substantial savings in power cost by reducing Minimum Demand power purchase from State Discom.

d. Soya Division:

This division is situated next to our fertilizer division in Indore unit with average crushing capacity of 500 TPD and refining @ 100 TPD. This is fully integrated with all facilities for storage of seeds in silos, crushers, expanders, DT, Flakers, storage godown for DOC and tanks for storing crude oil & refined oil.

Soya oil is the second largest consumed edible oil in the world though it takes the prime place in terms of nutrition value. The soyabean oil is rich in PUFA factor (polyunsaturated fatty acid) which helps in cholesterol-lowering effects, along with improving insulin sensitivity. It also boosts the immune system, improve skin quality and the functioning of the nervous system.

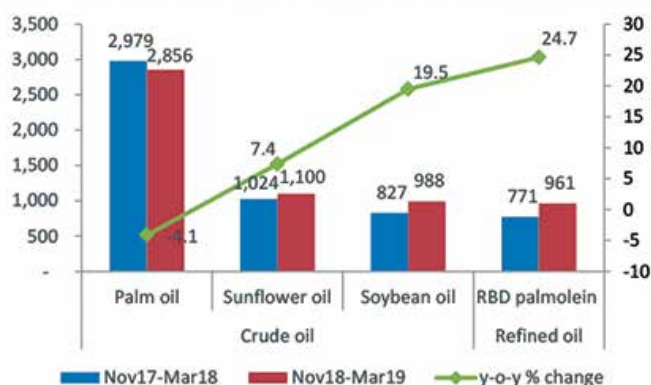
Oilseed crops are the second most important determinant of agricultural economy, next only to cereals within the segment of field crops. The self-sufficiency in oilseeds attained through “Yellow Revolution” during early 1990’s, could not be sustained beyond a short period.

Edible oils constitute an important and dominant component of food expenditure in Indian house-holds food expenditure. India has the fifth largest edible oil economy in the world which accounts for 4% of global vegetable oil production, 12% of global consumption and 21% of globally traded volumes.

It is heartening to highlight that Indian Oilseed farmers are doing better than other farmers excluding cereals like Rice and Wheat growing. Moreover, oilseed growing farmers are adequately paid Minimum Support Price in respective. The current per capita consumption of Edible oils in the country is at 17.5 kg which is still a lot below threshold level of consumption and that there is tremendous scope for improvement. The industry pegs India’s edible oil consumption at 23.5 million tonnes for 2018-19. We have a record soyabean and mustard crop and consumption is similar to that last year. It is possible that soybean plantings will expand in 2019

Despite being the fifth largest oilseed crop producing country in the world, India is also one of the largest importers of vegetable oils today. There is a spurt in the vegetable oil consumption in recent years in respect of both edible as well as industrial usages. During the oil year 2018-19 (Nov – Oct) of six months, edible oil imports increased by 3% to 7.5 million tonne compared to the corresponding period a year ago which was at 7.3 million tonne in spite sudden unprecedented surge by 26% of edible oil import in the country in the month of Mar-19. The trend was buckled down and there was reduction by 11% in April-19. There was reduction in import duty of refined palm oil from Malaysia and Indonesia from 54% to 45% and 50% respectively w.e.f. 1st Jan. 2019 which resulted in higher imports in the country.

Chart 1: Variety-wise imports of edible oils (in thousand tonnes)



Source: Solvent Extractors' Association of India (SEA)

In June 2018, the import duty on crude soybean oil was raised to 35 per cent from 30 per cent, and for refined soybean oil it was increased to 45 per cent from 35 per cent. Prior to this, the import duty on these varieties was increased in the month of November 2017. This being a positive sign to the industry and that the urgency of scaling up the oilseeds production is paramount. It has now been planned to achieve a production of 45.64 million tonnes (mts) from nine (9) oilseed crops by 2022-23. Thus, the availability of total vegetable oil from domestic production of nine annual oilseed crops would be about 13.69 mts by 2022.

Yield Comparison for Various Oilseed Crops (T/Ha)

Oilseed Crop	India Avg. Yield	World Average Yield	Best Yield & Country
Soybean	1.13	2.41	2.80 (Brazil)
Rapeseed	1.11	1.91	3.98 (Germany)
Groundnut /Peanut	1.21	1.58	3.80 (USA)
Sunflower	0.71	1.37	2.42 (France)

(Source – India’s Edible Oil Demand & Supply Situation by Vijay Sardana)

By employing better cultivation methods with timely introduction of manure, fertilizers with adequate pest controls etc., we can improve the yield and derive benefits. The agricultural ministry is making all out efforts to take annual oil production to 13.69 million tonnes (mt) by 2022, as against the current 7.31 mt. The production of nine oilseed crops (primary source) has been targeted at 45.64 mt, from which availability of vegetable oils would be about 13.69 mt by 2022,

11. EXPANSION ACTIVITY :

The overall SSP capacity remains at 5.63 Lac MT.

- During this financial year, we have introduced Sodium Silico Fluoride which is obtained by Sodium Sulphate route and recycling of R.Mass into the process.
- As a forward integration of our Sulphuric Acid manufacturing process, 50 TPD LABSA an industrial chemical product to be used mainly in detergent and sulphonation plants for which Sulphuric Acid is the basic raw material is underway.
- SSP plant capacity expansion from 1.81 lac MT to 2.5 lac MT is underway at Udaipur unit.
- Commissioning of new 160 TPD Sulphuric Acid plant at Indore along with allied product viz., oleum, Liquid SO₃, Chloro Sulphuric Acid.

12. OPPORTUNITIES AND THREATS

In our existence of since three decades, we could spread our wings from a single product Primary Phosphatic Fertilizer to multi-products company in the country catering to respective needs of the farming community. Our ranges include Primary Phosphatic fertilizer, Fortified with Boron and Zinc fertilizers, Micronutrients, Mixed fertilizers, Pesticide, Sulphur Dust Powder, Sodium Silico Fluoride, Soil Conditioner, Phosphate Rich Organic Manure (PROM) - all under single-basket. All our dealers are equipped to sell all of above products and thus we are put at great advantageous position.

Monsoon plays a very crucial role and is the only destabilizer of the industry's prospects and prediction for the current monsoon season is quite encouraging with 95%.

In overall the monsoon is expected to be good during this year and the farmers are in good stead to maintain the tempo as acreage under cultivation during this kharif has shown slight improvement covering 413.34 lakh hectares (lh) as against 452.3 lh covered in the corresponding last year.

Water availability : Water storage in 91 Central Water Commission-monitored reservoirs reported 35.11 billion cubic meter water

Govt. Initiative : Based on the all India weighted average Cost of Production (CoP), the Govt. has increased MSP for Kharif crops for this season 2019-20 at least 1.5 times of last budget 2018-19 announcement. This will envisage a minimum of 50 percent as margin of profit to the farmers.



Our brands viz., “Girnar” and “Suryaphool” are well-entrenched in the market and the product recall amongst farming community is very good.

Our capacity utilization is best amongst the industry and fertilizer division has achieved 61% capacity utilization during the financial year 2018-19 and produced 345307 MT against the industry average of 37.9%.

Products introduced to meet growing demands of farming community with expansion of capacity helped the company to maintain its market leadership.

The extensive and loyal dealers and other operators in the market support the products of the company and conduct exclusive services to the company for mutual growth.

Opportunities : Our manufacturing units are situated in prime consuming areas which is great advantage to the company's operation. This augurs well for the company to maintain optimum production capacity.

Our brands viz., “Girnar” and “Suryaphool” are famous amongst the farmers and brands recall is the best. We offer multi-products under single-basket through our strong and dependable dealers network. The source of major raw material is in close proximity of our Udaipur unit whilst spent acid availability is taken care of for all our units.

DBT introduced by the Government is aiding good support to the industry.

The expansion activities chalked out by the company and optimization of production, introduction of value-added products at regular interval are favourable to the company.

Threat : The main threat to the industry is vagaries of monsoon. The higher installed capacity with lower operational efficiency undermines the industry status.

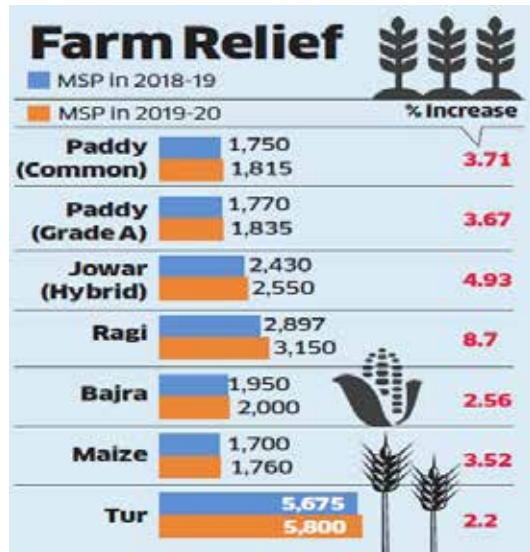
13. OUTLOOK :

With the thrust given by the Government for doubling of farmers income in the year 2022 and prospects of good monsoon, the scenario is bright.

Company is expanding its overall capacity which will cater to the growing demand of farmers. Awareness amongst farmers for value-added products, micronutrients, soil conditioner has increased and this is a good sign for the company.

With introduction of DBT by the Government, funds disbursement is streamlined.

Recently announced hike in MSP has boosted the morale of farmers and thus more cultivation is expected.



At Soya front, with timely availability of seeds, we expect comparatively better parity. With the issue of lesser protein content in Brazil's DOC material, the major importer China would seek Indian DOC material.

Adequate and timely availability of Rock Phosphate and Sulphur would keep the company's operation without interruption.

The company complies with all regulations with respect to Pollution norms, Quality norms and adopts austerity measures to keep a check on expenses.

At the same time, improvement in internal Bank ratings & external CARE rating would reduce our interest costs.

The company envisages with good monsoon, favourable industrial policies, strict adherence with norms and service to farming community and optimum utilization of plant capacity would put the company in a favourable position in the coming year.

14. ENTERPRISE RISK MANAGEMENT

Safety risk

Considering the nature of the industry, Rama Phosphates Limited manufacturing facilities are prone to safety risks. Therefore, the Company continuously strives to promote sound safety practices through :

- Implementation of behavior based safety at its manufacturing facilities.
- Adoption of a Safety Management System based on leading safety standards.
- Regular audits to assess on-ground implementation of various processes prescribed by the SMS.

Each plant has an emergency response plan, which is periodically tested through mock drills drawn up to meet any eventuality. Critical safety incidents are also reviewed by the senior leadership team for root-cause analysis and to prevent subsequent recurrence.

Statutory compliance risk

The Company has a well-structured, documented and demonstrable compliance framework that helps the management monitor and report compliance risk and exposure to the Board. The Board periodically reviews compliance reports of all laws applicable to the Company, as well as steps taken by the Company to rectify instances of non-compliances.

With a view to devise a system to monitor and ensure compliance with all the applicable laws, compliances are classified and monitored periodically.

Various cross-functional teams work together to ensure compliance in the above areas and to keep up with the rapid pace of regulatory changes.

Ethical behavior

The Company places due emphasis on deployment of ethical and fair business practices while running its operations. Ethical behaviour is promoted in the organization through periodic communication and by making all employees aware of its code of conduct. The Company also has a whistle-blower policy to ensure suspected or actual violations to the code are reported, investigated and acted upon.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's short-term borrowing. The Company constantly monitors the credit markets and rebalances its financing strategies to achieve an optimal maturity profile and financing cost. Since all the borrowings are on floating rate, no significant risk of change in interest rate.

The Company does not account for any fixed rate financial assets and liabilities at fair value through profit or loss. Therefore, a change in interest rate at the reporting date would not affect profit or loss.

Commodity Price Risk

Commodity price risk for the Company is mainly related to fluctuations of raw materials prices linked to various external factors, which can affect the production cost of the Company. Company actively manages inventory and in many cases sale prices are linked to major raw material prices. To manage this risk, the Company enters into long-term supply agreement for Raw Material, identifying new sources of supply etc. Additionally, processes and policies related to such risks are reviewed and managed by senior management on continuous basis.

Capital Management

The Company manages its capital to ensure that it will be able to continue as going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The capital structure of the Company consists of net debt and the total equity of the Company. For this purpose, net debt is defined as total borrowings less cash and cash equivalents.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The funding requirements are met through short-term/long-term borrowings. The Company monitors the capital structure on the basis of total debt to equity ratio and maturity profile of the overall debt portfolio of the Company.

15. PERFORMANCE REVIEW:

The overall income achieved ₹ 60772.05 lacs during the F.Y. 2018-19, against ₹ 37611.81 lacs in F.Y. 2017-18. The consolidated PBIDT reported at ₹ 4104.55 lacs, as against ₹ 1911.87 lacs in the previous financial year. The net profit of the company for F.Y. 2018-19 is ₹ 1938.99 lacs against ₹ 539.16 lacs in 2017-18.

Ratios	FY 2018-19	FY2017-18
Debtors Turnover Ratio	34	64
Inventory Turnover Ratio (on Cost of Goods Sold)	55	73
Interest Coverage Ratio	5.55	2.47
Current Ratio	1.79	1.72
Debt Equity Ratio	0.18	0.35
Operating Margin Ratio	7%	5%
Net Profit Margin	3%	1%
Return on Net Worth (RONW)	13%	4%

REPORT ON CORPORATE GOVERNANCE

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2019.

1 Company's philosophy on Code of Governance:

Rama Phosphates Limited (the Company) is committed to implement sound Corporate Governance practice with a view to bring about transparency in its operations to achieve long-term corporate goals and to enhance stakeholder's value. The Company's Corporate Governance practices are a reflection of the company's value system encompassing the company's culture, policies and relationships with our stakeholders. The Company has complied with in all material respect with the features of Corporate Governance as specified in the Listing Agreement and SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015. The securities are being regularly traded at Stock Exchange, Bombay. The Company is committed to the Philosophy of good Corporate Governance in letter and spirit.

2 Board of Directors:

a) The composition and category of the board of directors is as follows:

Sl. No.	Name of the Director	Designation	Category
1	Mr. Haresh D. Ramsinghani	Chairman & Managing Director	Executive Director (Promoter)
2	Mr. Daulat J. Ramsinghani	Director	Non-Executive Director (Promoter) (upto 01.04.2019)
3	Mrs. Nilanjana H. Ramsinghani	Director	Non –Executive Director (Promoter)
4	Mr. Deonath Singh	Director	Independent Director
5	Mr. Ashish Kumar Thakur	Director	Independent Director
6	Mr. Kailasam Raghuraman	Director	Independent Director
7	Mr. Nikunj R. Joshi	Director	Independent Director (upto 02.08.2018)
8	Mr. Sunil Kumar Vohra	Director	Nominee Director (upto 20.08.2018)
9	Mr. Auro Kumar Mohapatra	Director	Nominee Director (w.e.f. 25.05.2019)

Except Mr. Haresh D. Ramsinghani, Mr. Daulat J Ramsinghani and Mrs. Nilanjana H. Ramsinghani, none of the Directors are related to each other.

b) Attendance of Directors at the meetings:

The details of the attendance of the Directors at the Board Meetings held during the year ended March 31, 2019 and the last Annual general Meeting (AGM) are given below:

Name of the Director	Number of Board Meetings		Attendance at AGM held on September 27, 2018
	Held	Attended	
Mr. Haresh D. Ramsinghani	4	4	Yes
Mr. Daulat J. Ramsinghani	4	1	No
Mrs. Nilanjana H. Ramsinghani	4	3	No
Mr. Deonath N. Singh	4	3	Yes
Mr. Ashish Kumar Thakur	4	3	No
Mr. Kailasam Raghuraman	4	4	No
Mr. Nikunj R. Joshi	4	1	No

c) Other Directorships:

None of the Directors held Directorship in more than 10(Ten) Public Companies and /or were members of more than 10(Ten) Committees or act as chairperson of more than 5(five) Committees across all public Limited Companies.

The number of directorships and memberships in the committees of other companies held by directors as on March 31, 2019 are as under:

Name of the Directors	No of other Director-ships	Membership/ Chairmanship of other Board Committees		Shareholding (No. of Shares)
		Chairman*	Member*	
Mr. Haresh D. Ramsinghani	8	0	7	2
Mr. Daulat J. Ramsinghani	1	0	0	60
Mrs. Nilanjana H. Ramsinghani	2	0	2	NIL
Mr. Deonath Singh	4	3	1	NIL
Mr. Ashish Kumar Thakur	2	1	2	NIL
Mr. Kailasam Raghuraman	5	3	2	NIL

*Chairmanship and Membership of the audit committee and the Stakeholders' Relationship Committee of all Public Companies have been considered.

d) Board Meetings

During the year ended March 31, 2019, four Board Meetings were held. The Maximum gap between any of the two consecutive meetings did not exceed one hundred and twenty days.

The dates on which the Board meetings were held are May 26, 2018, July 30, 2018, November 3, 2018 and February 05, 2019.

e) Independent Directors Meeting

During the year under review, the Independent Directors Meeting was held on February 5, 2019, inter alia, to discuss:

- Evaluation of the performance of Non-independent Directors and the Board of Directors as a whole.
- Evaluation of the performance of the chairman of the Company, taking into account the views of the Executive and Non-executive directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

f) Familiarisation Programmes to Independent Directors

The details of Familiarisation Programmes have been disclosed on the website of the Company - www.ramaphosphates.com

3 Board Committees**a) Audit Committee**

Role of the Audit Committee and its terms of reference include reviewing the financial statements, overseeing the Company's Annual Report process and discussions with Auditors.

Composition:

- The Audit Committee was constituted by the Board with 3 Independent Directors and 1 Executive Director. The Chairman of this Committee is Independent Director.
- The Head of Finance and Accounts, Statutory Auditors and Internal Auditors attend the Audit Committee meetings on invitation and the Company Secretary acts as the Secretary of the Committee.
- The minutes of the meetings of the Audit Committee are circulated to all the members of the Board.

Audit Committee meetings:

- Four Audit Committee Meetings were held during the year ended March 31, 2019. The maximum time gap between any of the two meetings was not more than one hundred and twenty days.
- The dates on which the Audit Committee meetings held are May 26, 2018, July 30, 2018, November 3, 2018 and February 05, 2019.

The composition of the Audit Committee as at March 31, 2019 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Designation	Number of Meetings	
		Held	Attended
Mr. Kailasam Raghuraman	Chairman	4	4
Mr. Deonath Singh	Member	4	3
Mr. Ashis Kumar Thakur	Member	4	3
Mr. Haresh D. Ramsinghani	Member	4	4

b) Nomination and Remuneration Committee**Brief description of terms of reference:**

- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board for their appointment and removal;
- carry on the evaluation of every director's performance;
- formulation of the criteria for determining qualifications, positive attributes and independence of a director;
- recommend to the Board a policy relating to remuneration of the directors, key managerial personnel and other employees;
- formulation of criteria for evaluation of Independent Directors and the Board;
- devising a policy on Board diversity and
- any other matter as the Board may decide from time to time.

Composition:

- The Nomination and Remuneration Committee was constituted by the Board with two Independent Directors and one Non- Executive Director. The Chairman of this Committee is Independent Director.

- The Company Secretary acts as the Secretary of the Committee.
- The minutes of the meetings of the Nomination and Remuneration Committee are circulated to all the members of the Board.

The Nomination and Remuneration Committee meetings were held on May 26, 2018 and July 30, 2018.

The composition of the Nomination and Remuneration Committee as at March 31, 2019 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Designation	Number of Meetings	
		Held	Attended
Mr. Kailasam Raghuraman	Chairman	2	2
Mr. Deonath Singh	Member	2	2
Mrs. Nilanjana H. Ramsinghani	Member	2	2

c) Corporate Social Responsibility (CSR) Committee

In compliance of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board has constituted a Corporate Social Responsibility Committee.

The Corporate Social Responsibility (CSR) Committee meeting was held on July 30, 2018.

The composition of the Corporate Social Responsibility (CSR) Committee as at March 31, 2019 and details of the Members participation at the Meetings of the Committee are as under:

Name of the Director	Designation	Number of Meetings	
		Held	Attended
Mr. Deonath Singh	Chairman	1	1
Mr. Haresh D. Ramsinghani	Member	1	1
Mr. Kailasam Raghuraman	Member	1	1

The Corporate Social Responsibility Policy approved by the Board is available on the website of the Company – www.ramaphosphates.com.

Brief description of terms of reference:

- to review the existing CSR Policy and to make it more comprehensive so as to indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and
- to provide guidance on various CSR activities to be undertaken by the Company and to monitor its progress.

d) Risk Management Committee

As per Regulation 21(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, Risk Management Committee is applicable to top 100 listed entities, determined on the basis of market capitalization as at the end of the immediate previous financial year. Hence not applicable to the Company

e) Stakeholders' Relationship Committee

Composition and Attendance

The Stakeholders' Relationship Committee meeting Committee meeting was held February 5, 2019.

The composition of the Stakeholder's Relationship Committee as at March 31, 2019 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Designation	Number of Meetings	
		Held	Attended
Mr. Deonath Singh	Chairman	1	1
Mr. Haresh D. Ramsinghani	Member	1	1
Mr. Daulat J. Ramsinghani	Member	1	1

Brief description of terms of reference:

- transfer/transmission of shares/debentures and such other securities as may be issued by the Company from time to time;
- issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
- issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;
- issue and allot right shares / bonus shares pursuant to a Rights Issue / Bonus Issue made by the Company, subject to such approvals as may be required;

- to grant Employee Stock Options pursuant to approved Employees' Stock Option Scheme(s), if any, and to allot shares pursuant to options exercised;
- to issue and allot debentures, bonds and other securities, subject to such approvals as may be required;
- to approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto;
- to authorize the Company Secretary and Head Compliance / other Officers of the Share Department to attend to matters relating to non-receipt of annual reports, notices, non-receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken;
- monitoring expeditious redressal of investors / stakeholders grievances and
- all other matters incidental or related to shares and debentures.

Name and designation of

Compliance officer : Mr. Pritesh K. Jhaveri, Company Secretary

Email-id for investor's grievances : pritesh@ramagroup.co.in

A Summary of complaints received and resolved by the Company during the period under review is given below:

	Received	Resolved
Non-Receipt of Share Certificates duly transferred	6	6
Non Receipt of Rejected DRF	0	0
Non Receipt of Exchange Certificate	0	0
Non Receipt of Bonus Certificate	1	1
TOTAL	7	7
No of complaints pending	NIL	

f) Share Transfer System

The transfer of share in physical form is processed and completed by Registrar & Transfer Agent within a period of fifteen days from the date of receipt thereof provided all the documents are in order. In case of shares in electronic form, the transfers are processed by NSDL/CDSL through respective depository participants. In compliance with Listing Agreement with the Stock Exchange, a Practicing Company Secretary carries out audit of the system of transfer and certificate to that effect is issued.

4. Remuneration of Directors

(a) Director

The remuneration paid to the Director during the period was as follows:

(₹ In lacs)

Name	Designation	Salary (₹)	Commission (₹)	Perquisites and other allowances (₹)	Total (₹)	Tenure
Mr. Haresh D. Ramsinghani	Chairman & Managing Director	86.80	31.58	19.20	137.58	3 years

(b) Non – Executive Directors:

The Non-Executive Directors are not paid any remuneration except sitting fees for attending meetings of the Board or committees thereof. Details of Sitting Fees paid to the Non-Executive Directors are as follows:

Name of Director	Sitting Fees (₹)
Mr. Daulat J. Ramsinghani	20,000/-
Mr. Deonath Singh	1,00,000/-
Mr. Kailasam Raghuraman	1,20,000/-
Mr. Ashish Kumar Thakur	70,000/-
Mrs. Nilanjana H. Ramsinghani	50,000/-
Mr. Nikunj R. Joshi (upto 02/08/2018)	10,000/-

5. General Body Meetings

Financial Year	Date	Time	Location
2015-16	28/09/2016	11.00 A.M.	Babasaheb Dahanukar Hall, Oricon House, Maharashtra Chamber of Commerce Path, Fort, Mumbai 400001.
2016-17	28/09/2017	11.00 A.M.	Babasaheb Dahanukar Hall, Oricon House, Maharashtra Chamber of Commerce Path, Fort, Mumbai 400001.
2017-18	27/09/2018	11.00 A.M.	Babasaheb Dahanukar Hall, Oricon House, Maharashtra Chamber of Commerce Path, Fort, Mumbai 400001.

6. Postal Ballot / Special Resolution

Date, Place, time with special resolution passed at the Annual General Meeting held in the last three years are:-

Financial Year	AGM Date, Place & Time	Special Resolution
2015-16	28/09/2016 Babasaheb Dahanukar Hall, Mumbai 11.00 a.m	NIL
2016-17	28/09/2017 Babasaheb Dahanukar Hall, Mumbai 11.00 a.m	1. Re-appointment of Mr. D. J. Ramsinghani as the Chairman and Managing Director for the period of one year from April 01, 2017. 2. Appointment of Mr. H.D. Ramsinghani as the vice Chairman and Joint Managing Director for the period of three years from June 01, 2017. 3. Alteration of Article of Association to inserting clause for waive/forgo the right to dividend from the company by any member of the Company.
2017 - 18	27/09/2018 Babasaheb Dahanukar Hall, Mumbai 11.00 a.m	1. Ratification of remuneration of the Cost Auditors for the Financial Year 2018 – 19. 2. Continuation of holding office of non-executive Director of the Company, by Mr. D. J. Ramsinghani (DIN- 00013633) who will be above the age of 75 (Seventy Five) years as on 1st April 2019. 3. Continuation of holding office of non- executive independent director of the Company, by Mr. D. N. Singh (DIN- 00021741) who will be above the age of 75 (Seventy Five) years as on 1st April 2019. 4. Continuation of holding office of non- executive independent director of the Company, by Mr. A. K. Thakur (DIN- 00031778) who will be above the age of 75 (Seventy Five) years as on 1st April 2019.

7. Disclosures:

- a) The Company is in compliance with all mandatory requirements of Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- All transactions entered in to with Related Parties as defined under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year were in the ordinary course of business and on arms length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. The policy for dealing with related party transaction had been uploaded on the website of the Company - www.ramaphosphates.com
- c) There were no transactions of material nature with the Directors or the management or relatives of the Directors during the financial year which could have potential conflict with the interests of the Company at large. Transactions with related parties as per requirements of IAS – 24 are disclosed elsewhere in the Annual Report. None of these transactions have potential conflict with interest of the Company at large.
- d) The Company has complied with the requirements of the Stock Exchange, SEBI and other statutory authorities on all the matters relating to the capital matters during the last three years. No penalties or strictures have been imposed on the Company by the Stock Exchanges, SEBI or any other statutory authority on any matter related to the capital markets during the last three years.
- e) The Company has Vigil Mechanism/Whistle Blower Policy, which is available on the website of the Company. All personnel have access to the Audit Committee and no personnel have been denied access to the audit Committee during the year under review.
- f) In the preparation of the financial statements, the Company has followed Ind -Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant Accounting policies which are consistently applied are set out in the Notes to the financial statements.
- The Company has laid down the code of conduct for the Directors and the Senior Management Personnel of the Company pursuant to Regulation 17(5) of the SEBI (Listing Obligations and Disclosures Requirement) Regulation, 2015. The same had been uploaded on the website of the company – www.ramaphosphates.com
- g) Adoption of non mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is reviewed by the Board from time to time.
- h) There are no sexual harassment complaints received during Financial Year 2018-19.
- i) The Company has obtained a Certificate from a Company Secretary in practice dated May 25th, 2019 stating that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

8. Means of Communication

- a. The Company has not made any presentation to the institutional investors or analysts.
- b. The unaudited quarterly results are announced within the prescribed time from the close of the quarter and the Audited results are announced within sixty days from the close of the financial year. The financial results are immediately sent to the Stock Exchanges and published in an English language newspaper and a local language newspaper and also uploaded on the website of the Company -www.ramaphosphates.com.
- c. The report on Management Discussion and Analysis is annexed as a separate section and forms part of this Annual Report.

9. General Shareholder Information

- a) Annual General Meeting : 34th Annual General Meeting
 Date : 25th September, 2019
 Time : 11.00 a.m.
 Venue : Babasaheb Dahanukar Hall, Oricon House, Maharashtra Chamber of Commerce Path, Fort, Mumbai 400001.
- b) Dates of Book Closure : 18th September, 2019 to
 25th September, 2019
 (Both Days Inclusive)
- c) Dividend Payment Date : On or before 10th September, 2019
- d) International Securities : INE809A01024
 Identification Number
 Allotted By NSDL
- e) Financial Year : April 1, 2018 to March 31, 2019
- f) Listing on Stock Exchanges

The Company's shares are listed on the following Stock Exchanges:

Name & Address of the Stock Exchanges**BSE Limited**

Scrip Code - 524037

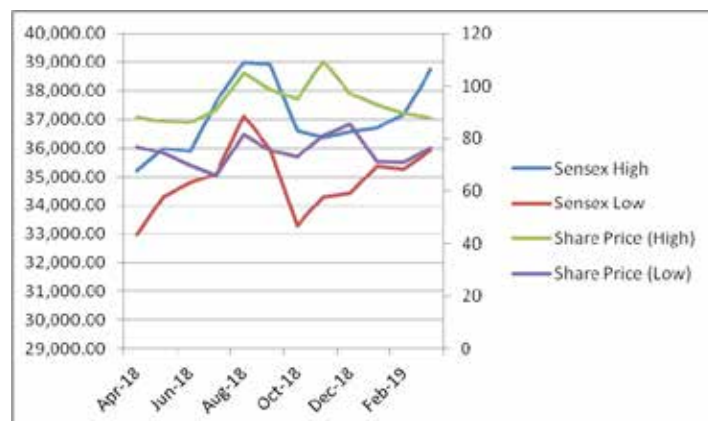
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001

Annual Listing fees for financial year 2018-19 has been paid to BSE.

10. Market Price Data: High and Low during each month from April 1, 2018 to March 31, 2019:**BSE LIMITED (BSE)**

Month	High Price	Low Price	No. of Shares
Apr-18	88.35	77.00	40,417
May-18	86.50	74.30	41,327
Jun-18	86.00	70.00	59,181
Jul-18	91.00	66.00	75,750
Aug-18	104.90	81.55	1,21,908
Sep-18	98.90	75.50	73,578
Oct-18	95.00	73.20	35,986
Nov-18	109.50	81.20	3,38,131
Dec-18	97.00	85.35	51,191
Jan-19	92.80	71.20	60,969
Feb-19	89.75	71.05	61,168
Mar-19	88.00	76.60	31,211

Stock Performance vis-à-vis Index



11. Registrar & Share Transfer Agents:

Link Intime India Pvt. Ltd,
C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai- 400083
Tel: 022- 49186000; Fax : 022 - 49186060;
Email: rnt.helpdesk@linkintime.co.in
Website: www.linkintime.co.in

12. Distribution of Shareholding as on 31st March 2019:

Number of Equity Share Holdings	Number of Shareholders	Percentage of Shareholders	Number of Shares	Percentage of Shareholding
1 – 500	8033	93.29	801952	4.53
501 – 1000	278	3.23	220710	1.25
1001 – 2000	141	1.64	211161	1.19
2001 – 3000	43	0.50	108463	0.61
3001 – 4000	26	0.30	91704	0.52
4001 – 5000	20	0.23	94341	0.53
5001 – 10000	34	0.39	241565	1.37
10001 & above	36	0.42	15923317	90.00
Total	8611	100.00	17693213	100.00

13. Shareholders' Profile as on March 31, 2019 :

Sr. No.	Category of Shareholders	No. of Shares held	% to Total Capital
1.	Promoters	13269756	75.00
2.	Foreign Collaborators	NIL	NIL
3.	Banks	2680	0.02
4.	Financial Institutions	3640	0.02
5.	NBFC Registered with RBI	400	0.01
5.	Foreign Institutional Investors	NIL	NIL
6.	Mutual Funds	5320	0.03
7.	Domestic Companies	1345355	7.60
8.	HUF	186222	1.05
9.	Non Resident Indians	83626	0.47
10.	Clearing Members	7369	0.04
11.	General Public	2788845	15.76
	Total	17693213	100.00

14. Dematerialization of shares as on March 31, 2019:

97.69% of the Company's total equity share capital representing 17285147 Equity Shares is held in dematerialized form.

15. Plant Locations :

- 20/4, K. M. Stone, Indore – Ujjain Road, (Dharampuri), Indore 453 551 (M.P.)
- P. O. Loni Kalbhor, Tal Haveli, Dist Pune 412 201 (Maharashtra).
- 4807/11, Umra Village, Jamarkotra Road, Teh. Girva, Dist. Udaipur 313 901, (Rajasthan).
- 20/6, K. M. Stone. Indore - Ujjain Road, (Dharampuri), Indore 453 557 (M.P.) – Oil Division

16. Address for Correspondence:

Shareholders should address all correspondence to the Company at 51/52, Free Press House, Nariman Point, Mumbai 400 021 or to the Registrar and Transfer Agent – Link Intime India Private Limited at C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai- 400083.

17. Other Matters:

- a) An office for the use of the non-executive Chairman is made available whenever required.
- b) Half yearly financial results including summary of significant events in the past six months are presently not being sent to the Shareholders.
- c) There is no formal policy at present for training of the Board members as all the Board members are eminent and experienced professionals.
- d) The Company has complied with all mandatory requirements as prescribed in the SEBI Listing Regulations and the Companies Act, 2013.

18. Appointment / Reappointment of Directors:

Mr. Hareesh D. Ramsinghani (DIN: 00035416) Chairman and Managing Director of the Company retires by rotation and being eligible, offer himself for reappointment. The appointment will be subject to shareholder approval.

Mr. Ashish Kumar Thakur (DIN: 00031778), Mr. Deonath Singh (DIN: 00021741) and Mr. Kailasam Raghuraman (DIN: 00320507) Independent Directors of the Company whose terms are expiring on the conclusion of forthcoming Annual General Meeting are proposed to be reappointed as the Independent Directors of the Company for the period of five years with effect from 08.08.2019 subject to the approval of the shareholders.

19. Commodity price risk or foreign exchange risk and hedging activities:

- a) Risk management policy of the listed entity with respect to commodities including through hedging:
The Company has in place a Risk management Policy and a mechanism to assess risk, periodically review it and ensure that steps are taken to mitigate the risks.
The Company does not undertake any commodity hedging activities as most of the raw materials are not commodities per se.
The Company actively monitors the foreign exchange movements and takes forward covers as appropriate to reduce the risks associated with transactions in foreign currencies.
- b) Exposure of the listed entity to commodity and commodity risks faced by the entity throughout the year: NA
- c) Commodity risks faced by the listed entity during the year and how they have been managed: NA

20. Credit ratings and any revisions thereto for debt instruments or any revisions thereto for debt instruments or any fixed deposit programme or any scheme or proposal involving mobilization of funds, whether in India or abroad:

The Company has not issued any debt instruments and does not have any fixed deposit programme or any scheme or proposal involving mobilization of funds in India or abroad during the financial year ended 31st march, 2018.

21. The ratings given by CARE for the long term borrowings of the Company is BBB-.
22. The Company has complied with all the mandatory requirements as prescribed in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013.

23. Governance Codes

The Company has formulated a Code of Conduct for the members of the Board of Directors and Senior Management personnel of the company. The declaration by the Chairman regarding compliance by the members of the Board and the Senior Management personnel with the said code of conduct is annexed hereto.

As required under the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 and the various provisions of the Companies Act, 2013, the Company has also formulated the Risk Management Policy, Whistle Blower Policy, Policy on Related Party Transactions, Nomination and Remuneration Policy, Policy on Material subsidiaries and the Code of practices and procedures for fair disclosure of unpublished price sensitive information and the code of conduct to regulate, monitor and report trading by employees and other connected persons.

For and on behalf of the Board

HARESH D. RAMSINGHANI
CHAIRMAN & MANAGING DIRECTOR
DIN: 00035416

Place : MUMBAI

Date : AUGUST 13, 2019

**DECLARATION REGARDING COMPLIANCE WITH THE COMPANY'S
CODE OF CONDUCT**

The Company has framed a specific Code of Conduct for the members of the Board of Directors and the Senior Management Personnel of the Company pursuant to Regulation 17(5) of the SEBI (Listing Obligations and Disclosures Requirement) Regulation, 2015.

The Company has, in respect of the Financial Year ended March 31, 2019, received from the members of the Board of Directors and the Senior Management Personnel a declaration of compliance with the Code of Conduct as applicable to them.

For and on behalf of the Board

Place : MUMBAI
Date : MAY 25, 2019

HARESH D. RAMSINGHANI
CHAIRMAN & MANAGING DIRECTOR
DIN: 00035416

CEO/CFO CERTIFICATION

We the undersigned, in our respective capacities as CMD and CFO of Rama Phosphates Limited ("the Company") to the best of our knowledge and belief certify that:

- (a) We have reviewed the financial statements and the cash flow statement of Rama Phosphates Limited for the year ended March 31, 2019 and to the best of our knowledge and belief:
 - 1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 2. these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take for rectifying these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
 - 1. significant changes in internal control over financial reporting during the year;
 - 2. significant changes in accounting policies made during the year and the same have been disclosed in the notes to the financial statements; and
 - 3. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

J.K. PARAKH
CHIEF FINANCIAL OFFICER

HARESH D. RAMSINGHANI
CHAIRMAN & MANAGING DIRECTOR
DIN: 00035416

Place : MUMBAI
Date : MAY 25, 2019

AUDITORS' CERTIFICATE FOR CORPORATE GOVERNANCE

To

The Members of

Rama Phosphates Limited

We have examined the compliance of conditions of Corporate Governance by **Rama Phosphates Limited** for the year ended on 31st March 2019, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and Para C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("the Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the condition of the Corporate Governance stipulated in the SEBI Listing Regulations.

Our responsibility is limited to examination the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the books of accounts other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India (ICAI), the Standard on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of the certificate and as per the Guidance Note on Reports or Certificate for Special Purpose issued by the ICAI which requires that we comply with ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standards on Quality Control (SQC) 1, Quality Controls for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Based on our examination of the relevant records and according to the information and explanations provided to us and the representation provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and Para C and D of Schedule V of the SEBI Listing Regulations during the year ended 31st March, 2019.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Khandelwal & Mehta LLP**

Chartered Accountants

Firm Regn. No. W100084

S. L. Khandelwal

(Partner)

M. No. : 101388

Place: MUMBAI

Date: AUGUST 13, 2019

INDEPENDENT AUDITOR'S REPORT

To,
The Members of,
Rama Phosphates Limited
Report on the Financial Statements

Opinion

We have audited the Financial Statements of **Rama Phosphates Limited** ("the Company"), which comprise of the Balance Sheet as at 31st March 2019, the Statement of Profit and Loss, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India,

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2019;
- (b) in the case of the Statement of Profit and Loss, of the Profit for the year ended on that date;
- (c) in the case of the Statement of Changes in Equity, of the changes in equity for the year ended on that date; and
- (d) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Financial Statements.

Emphasis of Matter

We draw your attention to the following matters:

Without qualifying the report we like to draw your attention to the Note 35(ii)(d)(i) regarding loans and advances of ₹ 305.27 lacs granted to a company in earlier years which being doubtful of recovery is already provided for. In view of the provision of Section 186(7) of the Companies Act 2013, the Company has accounted for interest in respect of this advance. However the recovery of this interest being unlikely the same has been written off.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

S.N.	Key Audit Matters	Auditor's Response
1	Measurement of Arm's Length price for Related party transaction	Price comparisons for the given materials with the available quoted rates and transactions of the same magnitude with other parties are reviewed.
2	Provision for Doubtful Advances and Recoverable	Review of future recoverability in the light of applicable statute and provisioning policy.
3	Accounting of Government Subsidy income	Review of quantity sold and rates notified during the year under NBS policy.

Information Other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises of the information included in the Management Discussion and Analysis, Draft Board's Report including Annexures to the said Board's Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control,
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls,
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management,
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern,
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”.
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – (refer note no. 34 of the financial statement).
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no dues which were required to be transferred to Investor Education and Protection Fund by the company.

For **Khandelwal & Mehta LLP**
Chartered Accountants
Firm Regn. No. W100084

S. L. Khandelwal
(Partner)
M. No. : 101388

Place: Mumbai
Date: 25th May, 2019

ANNEXURE – ‘A’ TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF RAMA PHOSPHATES LIMITED

Statement on the matters specified in paragraphs 3 and 4 of the Companies (Auditor’s Report) Order, 2016 (“the Order”), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, to the extent applicable.

1. In respect of its fixed assets:
 - a) The Company, on the basis of available information, has maintained proper records showing full particulars including quantitative details and situations of fixed assets;
 - b) The Management of the Company has physically verified the fixed assets at reasonable intervals. The discrepancies, if any noticed during such verification have been suitably adjusted in the books of account. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets;
 - c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
2. a) According to the information and explanations given to us, the inventories have been physically verified at reasonable intervals by the management during the year and no material discrepancies have been noticed.
 - b) In our opinion and according to the information and explanations given to us, the procedures followed by the management for physical verification of inventory are reasonable and adequate in relation to the size of the Company and the nature of the business.
3. a) According to the information and explanations given to us, the company has granted unsecured interest bearing loans to one company covered in the register maintained under section 189 of the Companies Act, 2013. The terms and conditions of the loan granted are not prejudicial to the interest of the company.
 - b) The repayment of principal and payment of interest are on demand and there is no schedule of repayment stipulated. Since there is no schedule of repayment, the same are treated as regular.
 - c) Since the company has granted the loan, payable on demand basis, there is no amount overdue for more than ninety days. Hence the steps for recovery of overdue amount are not applicable.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made and the Company has not provided any guaranty or security.
5. According to the information and explanation given to us, the company has not accepted any deposits as per the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.
6. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government for the maintenance of cost records under section 148 (1) of the Companies Act, 2013 in respect of the Company’s Products to which the said rules are made applicable, and are of the opinion that prima facie the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the records with a view to determine whether they are accurate or complete.
7. a) According to the records of the Company, undisputed statutory dues including Provident Fund, Employees’ State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Goods and Service Tax, Cess and any other statutory dues have been regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were outstanding as at 31st March, 2019 for a period of more than six months from the date it became payable.
 - b) According to the records of the Company and information and explanations given to us the following are the dues of Sales Tax, Duty of Excise, Value Added Tax on account of disputes:

Name of the Statute	Nature of the Dues	₹ in lacs	Period to which the amount relates	Forum where dispute is pending
MP Commercial Tax Act, 1994	Sales Tax	3.58	F.Y. 2001-02	Appellate Board, Indore.
MP Commercial Tax Act, 1994	Sales Tax	6.47	F.Y. 1994-95	Hon'ble M.P. High Court, Indore.
Madhya Pradesh Entry Tax, 1976	Entry Tax	1.22	F.Y. 2003-04, 2004-05, 2005-06, 2006-07	Appellate Board, Indore.
Central Sales Tax Act, 1956	Central Sales Tax	115.89	F.Y. 2003-04, 2004-05,	Hon'ble M.P. High Court, Indore.
Central Sales Tax Act, 1956	Central Sales Tax	109.75	F.Y. 2011-12	Appeal before Additional Commissioner, Indore.
Central Sales Tax Act, 1956	Central Sales Tax	0.38	F.Y. 2013-14	Appellate Board, Indore.
Madhya Pradesh Entry Tax, 1976	Entry Tax	157.71	F.Y. 2007-08	Hon'ble Supreme Court.

Name of the Statute	Nature of the Dues	₹ in lacs	Period to which the amount relates	Forum where dispute is pending
Madhya Pradesh Value Added Tax, 2002	VAT Tax	12.16	F.Y. 2010-11 & 2012-13	Appellate Board, Indore.
Madhya Pradesh Value Added Tax, 2002	VAT Tax	2.70	F.Y. 2013-14	Appeal before Additional Commissioner, Indore.
Madhya Pradesh Value Added Tax, 2002	VAT Tax	0.42	F.Y. 2015-16	Appeal before Additional Commissioner, Indore.

According to the information and explanations given to us and the records of the Company examined by us, there are no dues of Income Tax, Wealth Tax, Service Tax, Goods and Service Tax, Custom Duty, Cess which have not been deposited on account of any dispute

8. On the basis of our examination of the books and according to the information and explanations given to us, during the year, there are no defaults in repayment of dues to financial institutions, banks, Government or debenture holders.
9. In our opinion and on the basis of information and explanations given to us, the Company has not raise any money by way of initial public offer or further public offer (including debt instruments). The Term loans availed by the company were duly applied for the purposes for which those are raised.
10. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
11. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
12. In our opinion and according to information and explanations given to us, the company is not a Nidhi Company. Accordingly paragraph 3(xii) of the Order is not applicable.
13. According to information and explanations given to us and based on our examination of the records of the company, transactions with related parties are in accordance with section 177 and 188 of the act where applicable and details of such transactions have been disclosed in Financial Statements as required by applicable Ind AS.
14. According to the information and explanation given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to information and explanations given to us and based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with him. Therefore paragraph 3(xv) of the Order is not applicable.
16. In our opinion and according to the information and explanations given to us, the Company is not required to be registered under section 45-IA of Reserve Bank of India Act, 1934.

For **Khandelwal & Mehta LLP**
Chartered Accountants
Firm Regn. No. W100084

S. L. Khandelwal
(Partner)
M. No. : 101388

Place: Mumbai
Date: 25th May, 2019

ANNEXURE – ‘B’ TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF RAMA PHOSPHATES LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **Rama Phosphates Limited** (“the Company”) as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of Internal Control stated in the Guidance note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the company considering the essential components of Internal Control stated in the Guidance note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI).

For **Khandelwal & Mehta LLP**
Chartered Accountants
Firm Regn. No. W100084

S. L. Khandelwal
(Partner)
M. No. : 101388

Place: Mumbai
Date: 25th May, 2019

BALANCE SHEET AS AT 31ST MARCH, 2019

(₹ in Lacs)

	Particulars	Notes	As at 31.03.2019	As at 31.03.2018
A	ASSETS			
I	Non-Current Assets			
	Property, plant and equipment	2	3,268.95	3,110.44
	Capital Work in progress (Including Intangibles)		1,262.56	513.32
	Financial Assets:			
	Investments	3	33.23	17.10
	Other financial assets	4	172.06	128.42
	Other non-current assets	5	94.54	93.37
	Total Non-Current Assets		4,831.34	3,862.65
II	Current Assets			
	Inventories	6	9,795.54	8,507.17
	Financial Assets:			
	Trade receivables	7	5,691.71	5,642.67
	Government Subsidies receivable	8	6,337.50	6,992.38
	Cash and cash equivalents	9	16.69	16.51
	Bank balances other than above	10	508.07	510.77
	Loans	11	36.35	34.73
	Other financial assets	12	872.20	851.27
	Other current assets	13	1,127.29	1,498.38
	Total Current Assets		24,385.35	24,053.88
	TOTAL ASSETS		29,216.69	27,916.53
B	EQUITY AND LIABILITIES			
I	Equity			
	Equity share capital	14	1,767.43	1,767.43
	Other equity	15	13,359.40	11,647.17
	Total Equity		15,126.83	13,414.60
	Liabilities			
II	Non-Current Liabilities			
	Financial Liabilities			
	Borrowings	16	11.72	45.68
	Deferred tax liabilities (Net)	17	367.36	432.03
	Provisions	18	54.44	41.55
	Total Non-Current Liabilities		433.52	519.26
III	Current Liabilities			
	Financial Liabilities :			
	Borrowings	19	2,678.23	4,627.60
	Trade payables	20	8,190.07	7,481.32
	Other financial liabilities	21	1,254.14	833.84
	Other current liabilities	22	1,032.74	832.35
	Provisions	23	204.68	181.35
	Current tax liabilities (Net)	24	296.48	26.21
	Total Current Liabilities		13,656.34	13,982.67
	Total Liabilities		14,089.86	14,501.93
	TOTAL EQUITY AND LIABILITIES		29,216.69	27,916.53
	Significant accounting policies	1		
	The accompanying notes form an integral part of the Financial Statements	2 to 39		

As per our report of even date attached

For and on behalf of the Board

For **Khandelwal & Mehta LLP**
Chartered Accountants
Firm's Registration No. W100084

J. K. Parakh
Chief Financial Officer

H.D. Ramsinghani
Chairman and Managing Director
DIN : 00035416

S. L. Khandelwal
(Partner)
Membership No. 101388

Pritesh Jhaveri
Company Secretary

D.N. Singh
Independent Director
DIN : 00021741

Place : Mumbai
Date : 25th May, 2019

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

(₹ in Lacs)

	Particulars	Notes	For the year ended 31.03.2019	For the year ended 31.03.2018
	INCOME			
I	Revenue from operations	25	60,666.21	37,505.14
II	Other income	26	105.84	106.67
III	Total income (I+II)		60,772.05	37,611.81
	IV EXPENSES			
	Cost of material consumed	27	42,994.01	26,877.65
	Purchase of Stock in trade	27	121.49	154.82
	Changes in inventories of finished goods, work-in-process and Stock-in-Trade		1,477.03	(1,835.26)
	Employee benefits expense	28	2,241.78	2,080.42
	Finance costs	29	740.02	774.45
	Depreciation	2	312.01	323.09
	Other expenses	30	9,833.19	8,422.31
	Total expenses (IV)		57,719.53	36,797.48
V	Profit/(loss) before tax (III-IV)		3,052.52	814.33
VI	Tax Expense:			
	(1) Current tax		1,176.49	317.07
	(2) Deferred tax	17	(64.67)	(28.78)
	(3) Earlier year taxes		1.71	(13.12)
VII	Profit/(loss) for the year (V-VI)		1,938.99	539.16
VIII	OTHER COMPREHENSIVE INCOME/(EXPENSE)- (OCI):			
	Items that will not be reclassified to profit or loss			
	1. Re-measurement gains / (losses) on defined benefit plans		(44.68)	12.15
	2. Changes in fair values of equity instruments through OCI		15.91	0.38
	3. Income tax effect on above		14.77	(4.02)
	Total other comprehensive income (OCI) for the year, net of tax expenses		(14.00)	8.51
	TOTAL COMPREHENSIVE INCOME / (EXPENSE) FOR THE YEAR (VII+VIII)		1,924.99	547.67
	Earnings per equity shares (Face Value of ₹ 10/- each)			
	Basic and Diluted earnings per share		10.96	3.05
	Significant accounting policies	1		
	The accompanying notes form an integral part of the Financial Statements	2 to 39		

As per our report of even date attached

For and on behalf of the Board

For **Khandelwal & Mehta LLP**
Chartered Accountants
Firm's Registration No. W100084

J. K. Parakh
Chief Financial Officer

H.D. Ramsinghani
Chairman and Managing Director
DIN : 00035416

S. L. Khandelwal
(Partner)
Membership No. 101388

Pritesh Jhaveri
Company Secretary

D.N. Singh
Independent Director
DIN : 00021741

Place : Mumbai
Date : 25th May, 2019

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2019

1 Equity share capital

(₹ in Lacs)

Particulars	As at 31.03.2019	As at 31.03.2018
Balance at the beginning of the year	1,767.43	1,767.43
Changes in equity share capital during the year	-	-
Balance at the end of the year	1,767.43	1,767.43

2 Other Equity

Particulars	Reserves and Surplus					Other Reserves	Total
	Capital Reserve	Securities Premium #	Capital Redemption Reserve	General Reserve	Retained Earnings	FVTOCI- equity instruments	Other Equity
Balance as at 1 April 2017	3,159.88	4,124.35	60.00	16.50	3,896.84	(1.49)	11,256.08
Profit/(loss) for the year					539.16		539.16
Addition during the year	56.37						56.37
Other comprehensive income/(loss)					8.13	S 0.38	8.51
Total comprehensive income/(loss)	56.37	-	-	-	547.29	0.38	604.04
Dividend paid on equity shares					(176.93)		(176.93)
Dividend distribution tax					(36.02)		(36.02)
Balance as at 31 March 2018	3,216.25	4,124.35	60.00	16.50	4,231.18	(1.11)	11,647.17
Profit/(loss) for the year					1,938.99	-	1,938.99
Other comprehensive income/(loss)					(29.91)	15.91	(14.00)
Total comprehensive income/(loss)	-	-	-	-	1,909.08	15.91	1,924.99
Dividend paid on equity shares					(176.83)		(176.83)
Dividend distribution tax					(35.93)		(35.93)
Balance as at 31 March 2019	3,216.25	4,124.35	60.00	16.50	5,927.50	14.80	13,359.40

Securities Premium is net of unpaid security premium from others ₹ 2.83 lacs (Previous year ₹ 2.83 Lacs).

Significant accounting policies

1

The accompanying notes form an integral part of the Financial Statements

2 to 39

As per our report of even date attached

For and on behalf of the Board

For **Khandelwal & Mehta LLP**
Chartered Accountants
Firm's Registration No. W100084

J. K. Parakh
Chief Financial Officer

H.D. Ramsinghani
Chairman and Managing Director
DIN : 00035416

S. L. Khandelwal
(Partner)
Membership No. 101388

Pritesh Jhaveri
Company Secretary

D.N. Singh
Independent Director
DIN : 00021741

Place : Mumbai
Date : 25th May, 2019

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

(₹ in Lacs)

Particulars	2018-19	2017-18
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net (Loss) / Profit before tax	3,052.52	814.33
Adjustments for :		
Depreciation on property, plant and equipment	312.01	323.09
Interest expenses	740.02	774.45
Actuarial Gain on Defined Benefit Plan	(44.68)	12.15
Profit on sale of investments (net)	0.34	(0.74)
Interest income	(65.19)	(70.14)
Provision for doubtful debts	123.27	26.16
Interest on Income tax	-	1.57
	1,065.77	1,066.54
Operating (Loss) / Profit before working capital changes	4,118.29	1,880.87
Adjustment for changes in working capital		
(Increase) / Decrease in working capital:		
Inventories	(1,288.37)	(1,990.66)
Trade receivables	(172.31)	1,755.85
Other financial assets-Loans-Current	(1.62)	3.93
Other financial assets -Non Current	(43.64)	165.28
Other Non Current Assets	(1.17)	5.39
Other financial assets- Govt Subsidies	654.88	3,269.01
Other financial assets- Current	(20.90)	(1,026.16)
Other Current Assets	371.09	-
Non Current Borrowings	(33.96)	3.76
Borrowings Current	(1,949.39)	(423.24)
Trade payables	708.75	(1,715.08)
Other Current financial liabilities	384.37	(192.09)
Other Current liabilities	200.39	(26.54)
Short-term provisions	23.33	(82.63)
Non Current Provision	12.90	12.97
	(1,155.65)	(240.21)
Cash generated from Operations	2,962.64	1,640.66
Direct taxes paid	893.39	319.97
Net Cash generated from Operating activities before exceptional items	2,069.25	1,320.69
Exceptional item	-	-
Net Cash generated from / (used in) Operating activities	2,069.25	1,320.69
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of fixed assets	(1,220.54)	(321.56)
Sale of fixed assets	0.43	1.00
Interest received	65.19	70.14
Net Cash generated from / (used in) Investing activities	(1,154.92)	(250.42)
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Interest paid	(740.02)	(774.45)
Dividend paid (including dividend distribution tax)	(176.83)	(216.79)
Net Cash used in Financing activities	(916.85)	(991.24)
NET INCREASE IN CASH AND CASH EQUIVALENTS	(2.52)	79.03
Cash and Cash Equivalents - at the start of the year (Ref. Note 9 & 10)	527.28	448.25
Cash and Cash Equivalents - at the end of the year (Ref. Note 9 & 10)	524.76	527.28

Significant accounting policies

The accompanying notes form an integral part of the Financial Statements

1
2 to 39

As per our report of even date attached

For and on behalf of the Board

For **Khandelwal & Mehta LLP**
Chartered Accountants
Firm's Registration No. W100084

S. L. Khandelwal
(Partner)
Membership No. 101388
Place : Mumbai
Date : 25th May, 2019

J. K. Parakh
Chief Financial Officer

Pritesh Jhaveri
Company Secretary

H.D. Ramsinghani
Chairman and Managing Director
DIN : 00035416

D.N. Singh
Independent Director
DIN : 00021741

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

CORPORATE INFORMATION

Rama Phosphates Limited ("the Company") is a public limited company, incorporated and domiciled in India having its registered office at 51-52, free press house, Nariman Point, Mumbai – 400 011, Maharashtra, India. The equity shares of the Company are listed on BSE Limited. The Company is into fertilizer and Soya oil manufacturing, having manufacturing facility located at Indore (MP), Udaipur (Rajasthan) and Pune (Maharashtra).

Basis of preparation:

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ("the Act") [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act. The financial statements have been prepared on the historical cost basis except for certain financial assets and liabilities, which are measured at fair value.

Use of estimates and judgments

The preparation of the Company's financial statements requires management to make informed judgments, reasonable assumptions and estimates that affect the amounts reported in the financial statements and notes thereto. Uncertainty about these could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in the future periods. These assumptions and estimates are reviewed periodically based on the most recently available information. Revisions to accounting estimates are recognized prospectively in the Statement of Profit & Loss in the period in which the estimates are revised and in any future periods affected.

In the assessment of the Company, the most significant effects of use of judgments and/or estimates on the amounts recognized in the financial statements relate to the following areas:

- Financial instruments;
- Useful lives of property, plant & equipment;
- Valuation of inventories;
- Measurement of recoverable amounts of assets / cash-generating units;
- Assets and obligations relating to employee benefits;
- Evaluation of recoverability of deferred tax assets; and
- Provisions and Contingencies.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(i) Property, Plant and Equipment:

Recognition and measurement:

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment, if any. The cost of property, plant and equipment includes purchase price, including freight, duties, taxes and expenses incidental to acquisition and installation. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. Property, plant and equipment are derecognized from financial statements, either on disposal or when no economic benefits are expected from its use or disposal. The gain or losses arising from disposal of property, plant and equipment are recognized in the Statement of Profit and Loss in the year of occurrence.

Subsequent expenditures:

Subsequent expenditures related to an item of property, plant and equipment are added to its carrying value only when it is probable that the future economic benefits from the asset will flow to the Company and cost can be reliably measured. All other repair and maintenance costs are recognized in the Statement of Profit and Loss during the year in which they are incurred.

Depreciation:

Depreciation is provided on all property, plant and equipment on straight-line method except in case of plant and factory building of edible oil refinery and solvent extraction units and Sulphuric Acid Plants, where the depreciation is provided on written down value method over the useful lives of the assets as prescribed in the Schedule II to the Companies Act, 2013.

Assets class	Useful life
Plant & Machinery	8-20 years
Buildings-Factory	30 years
Buildings-Administrative	60 years
Furniture & fixtures	10 years
Office equipment	5 years
Vehicles	8 -10 years
Computers	3 years

The carrying amount of assets is reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors.

If the carrying amount of assets exceeds its estimated recoverable amount, an impairment loss is recognized in the Statement of Profit & Loss to the extent the carrying amount exceeds recoverable amount.

(ii) Leases:

At the inception of an arrangement, the Company determines whether the arrangement is or contains a lease and whether it is a finance lease or an operating lease. If substantially all the risks and rewards incidental to ownership of the leased asset are transferred to the Company as lessee the arrangement is treated as a finance lease otherwise it is considered as an operating lease. The Company which has an operating lease (as a lessee) recognises the lease rentals as expense in the statement of Profit & Loss on a straight line basis with reference to lease terms and other considerations.

(iii) Inventories:

Inventories are valued as under:-

Raw material, Work in process and Packing Materials:-

At Cost on First in First out (FIFO) basis or net realizable value whichever is lower. Raw material and work in process are not written down below cost if the finished product in which they will incorporated are expected to be sold at or above cost.

Finished Goods:-

At cost or net realizable value whichever is lower. The cost is computed on weighted average method and includes cost of materials, cost of conversion and other costs incurred in acquiring the inventory and bringing them to their present location and condition.

Stores & Spares:-

At Cost on FIFO Basis.

(iv) Provision for Doubtful trade Receivables:

The Company maintains an allowance for impairment of doubtful accounts based on financial condition of the customer, receivable and over dues, historical experience of collections from customers. Accordingly the Company creates provision for receivables beyond 180 days, ranging between 0.50% and 100%. Besides, based on expected credit loss, the Company also provides 1% of receivables due up to 3 years.

(v) Revenue Recognition:

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The following specific criteria must also be met before revenue is recognised:-

(a) Sale of goods

Revenue, including subsidy, in respect of sale of products is recognised when the significant risks and rewards of ownership of the goods are passed on to the buyer. Amounts disclosed as revenue are inclusive of excise duty and net of returns and allowances, trade discounts and rebates. The Company has assumed that recovery of excise duty flows to the Company on its own account, revenue includes excise duty.

(b) Revenue in respect of insurance / other claims are recognised only when it is reasonably certain that the ultimate collection will be made.

(c) Government Subsidy

Subsidy is recognised on the basis of the rates notified from time to time by the Government of India in accordance with the Nutrient Based Subsidy (NBS) policy on the quantity of fertilisers sold during the year by the Company for the period for which notification has been issued.

(vi) Employee benefits:

Short term employee benefits:

Short term employee benefits are recognized as an expenses at the amount disclosed in the Statement of Profit and Loss for the period in which the related service rendered.

Post employment benefits:

Post employment benefits are determined using the projected unit credit method, with actuarial valuation being carried out at Balance sheet date. Actuarial gains and losses are recognised in full in the Statement of Profit and Loss for the period in which they occur.

Defined benefit plans:

The liability recognized in the balance sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period. The defined benefits obligation is calculated annually by actuaries using the projected unit credit method.

The Company operates defined benefit plan for Gratuity. The cost of providing such defined benefit is determined using the projected unit credit method of actuarial valuation made at the end of the year. The Company has created an Employees Group Gratuity Fund which has taken a Group Gratuity Assurance Scheme with the Life Insurance Corporation of India.

Actuarial gains and losses are recognised in other comprehensive income for gratuity and recognised in the Statement of Profit & Loss for leave encashment.

Remeasurement gain and losses arising from experience adjustments, changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income (OCI). They are included in retained earnings in the statement of change in equity and in the balance sheet.

Compensated absences:

Obligations on leave encashment are provided using the projected unit credit method of actuarial valuation made at the end of the year.

(vii) Borrowing Costs:

Borrowing costs attributable to the acquisition or construction of fixed assets are capitalised as part of cost of the assets, up to the date the asset is put to use. Other Borrowing cost is charged to Statement of Profit & loss in the year in which they are incurred.

(viii) Segment Accounting:

The Managing Directors monitor the operating results of the business Segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements.

The Operating segments have been identified on the basis of the nature of products. Segment revenue includes sales and other income directly identifiable with/ allocable to the Segment.

Expenses that are directly identifiable with / allocable to segments are considered for determining the segment result. Expenses which relate to the Company as a whole and not allocable to segments are included under unallowable expenditure. Income which relates to the Company as a whole and not allocable to segments is included in unallocable income.

Segment result represent the profit before interest and tax earned by each segment without allocation of central administrative costs.

Segment assets and liabilities include those directly identifiable with the respective segments. Unallocable assets and liabilities represent the assets and liabilities that relate to the Company as a whole and not allocable to any segment.

The company has disclosed Business Segments as its primary segments. Reporting segments have been identified as Fertilizers & Chemicals and Oil, taking into accounts the nature of product, the different risk and returns, the organizational structure and the internal reporting system.

The company caters mainly to the need of domestic market. The direct export turnover is Nil during the year. As such there are no reportable geographical segments.

(ix) Foreign Currency Transactions:

Foreign currency transactions are accounted for at the exchange rates prevailing on the date of such transactions where these are not covered by forward contracts. Liabilities in foreign currencies as on the date of balance sheet are converted at the exchange rate prevailing on that date.

(x) Provisions & Contingent Liabilities:

The Company recognizes a provision when there is a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

(xi) Fair value measurement:

The Company's accounting policies and disclosures require the measurement of fair values for financial assets and liabilities.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1- Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3- Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

(xii) Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments.

Financial Assets

Initial recognition and measurement

The Company recognizes financial assets when it becomes a party to the contractual provisions of the instrument. All financial assets are recognized initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial asset.

Subsequent measurement

For the purpose of subsequent measurement, the financial assets are classified as under:

i) Financial assets at amortised cost

A financial asset is measured at the amortised cost, if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium and fees or costs that are an integral part of the EIR. Interest income from these financial assets is included in other income using the EIR in the Statement of Profit and Loss. The losses arising from impairment are recognized in the Statement of Profit and Loss.

ii) Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets are classified as FVTOCI, if both of the following criteria are met:

- These assets are held within a business model whose objective is achieved both by collecting contractual cash flows and selling the financial assets; and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Fair value movements are recognised in the other comprehensive income (OCI), except for the recognition of impairment gains or losses, interest income and foreign exchange gains or losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to Profit or Loss and recognised in other income/ (loss).

iii) Financial assets at fair value through profit or loss (FVTPL)

Financial assets that do not meet the criteria for amortized cost or FVTOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is recognized in profit or loss and presented net in the Statement of Profit and Loss within other income in the period in which it arises.

iv) Equity instruments

All equity instruments other than investments in associates are measured at fair value. Equity instruments which are for trading are classified as FVTPL. All other equity instruments are measured at fair value through other comprehensive income (FVTOCI). The classification is made on initial recognition and is irrevocable.

Where the Company's management has elected to present fair value gains and losses on equity instruments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognized in profit and loss when the Company's right to receive payments is established.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Impairment of financial assets

The Company applies 'simplified approach' for recognition of impairment loss on financial assets for loans, deposits and trade receivables. The application of simplified approach does not require the company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime Expected Credit Loss at each reporting date, right from its initial recognition.

De-recognition

A financial asset is derecognized when:

- the rights to receive cash flows from the assets have expired or
- the Company has transferred substantially all the risk and rewards of the asset, or
- the Company has neither transferred nor retained substantially all the risk and rewards of the asset, but has transferred control of the asset.

Financial Liabilities**Initial recognition and measurement**

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction cost.

Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the effective interest rate method. For trade and other payables maturing within operating cycle, the carrying amounts approximate the fair value due to short maturity of these instruments.

Loans and borrowings

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using Effective Interest Rate (EIR) method. Gain and losses are recognized in the Statement of Profit and Loss when the liabilities are derecognized.

Amortised cost is calculated by taking into account any discount or premium on acquisition and transaction costs. The EIR amortization is included as finance costs in the Statement of Profit and Loss.

De-recognition

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount is reflected in the balance sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

(xiii) Taxes:

The tax expense comprises current and deferred tax. Tax is recognized in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity or in OCI.

i. Current Tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantially enacted at the reporting date.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

ii. Deferred Tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities for financial reporting purpose and the amount used for taxation purposes.

Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences can be utilised. The carrying amount of deferred tax asset is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

(xiv) Earnings per share

The Company reports basic & diluted earnings per share (EPS) in accordance with Ind AS 33 on earnings per share. Basic EPS is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year. Diluted EPS is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

(xv) Cash and Cash Equivalents:

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand, demand deposit and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

(xvi) Current and non-current classification:

Assets and Liabilities in the balance sheet have been classified as either current or non-current. An asset has been classified as current if (a) it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle; or (b) it is held primarily for the purpose of being traded; or (c) it is expected to be realized within twelve months after the reporting date; or (d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date. All other assets have been classified as non-current. A liability has been classified as current when (a) it is expected to be settled in the Company's normal operating cycle; or (b) it is held primarily for the purpose of being traded; or (c) it is due to be settled within twelve months after the reporting date; or (d) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. All other liabilities have been classified as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities. An operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents.

(xvii) Impairment of Non-Financial Assets:

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount is the higher of an asset's or cash generating units (CGU) fair value less costs of disposal and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. If such recoverable amount of the asset or cash generating unit is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit and Loss. If at the Balance Sheet date there is any indication that any impairment loss recognized for an asset in prior years may no longer exist or may have decreased, the recoverable amount is reassessed and such reversal of impairment loss is recognized in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss..

(xviii) Investments in Associates:

Investments in equity shares of Associates are recorded at cost and reviewed for impairment at each reporting date.

(xix) Dividend:

Dividend to the equity shareholders is recognized as a liability in the Company's financial statements in the period in which the dividend is approved by the shareholders.

Ind AS Optional Exemptions:**Deemed cost for property, plant and equipment**

Ind AS 101 permits a first time adopter to elect to continue with the carrying value for all its property, plant and equipment as recognized in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition. Accordingly, the Company has elected to measure all of its property, plant and equipment at their previous GAAP carrying value and use that as its deemed cost as at the date of transition (April 01, 2016).

Designation of previously recognized financial instruments

Ind AS 101 allows an entity to designate investments in equity instruments at FVTOCI on the basis of the facts and circumstances at the date of transition to Ind AS. The Company has designated investments in equity shares (other than investments in equity shares of associates) as held at FVTOCI on the basis of the facts and circumstances that existed at the date of transition.

Notes to the Financial Statements for the year ended March 31, 2019

(₹ In Lacs)

2 PROPERTY, PLANT AND EQUIPMENTS

Particulars	Gross Carrying Amount			Depreciation				Net Carrying Amount	
	As at 01.04.2018	Additions during the year	Deductions/ Adjustments during the year	As at 31.03.2019	As at 01.04.2018	Provided during the year	On Deductions/ Adjustments	As at 31.03.2019	As at 31.03.2018
Land Free-hold	182.28	-	-	182.28	-	-	-	182.28	182.28
Land lease-hold	66.68	-	-	66.68	1.42	0.72	-	64.54	65.26
Site Development	54.69	-	-	54.69	-	-	-	54.69	54.69
Buildings	1,493.75	208.17	-	1,701.92	180.06	68.38	-	1,453.48	1,313.69
Plant & equipment	1,747.16	221.06	-	1,968.22	392.31	204.52	-	1,371.39	1,354.86
Office Equipments	85.99	40.54	0.16	126.37	39.06	19.82	(0.04)	67.53	46.93
Furniture and fixtures	21.05	1.53	-	22.58	5.02	2.51	-	15.05	16.03
Vehicles	112.78	-	3.79	108.99	36.08	16.06	(3.14)	59.99	76.70
Total	3,764.38	471.30	3.95	4,231.73	653.95	312.01	(3.18)	3,268.95	3,110.44

As per technical advice obtained the useful life of continuous process plant is considered at 8 years as against 20 years as given in the schedule II of the Companies Act 2013.

Notes to the Financial Statements for the year ended March 31, 2019

(₹ In Lacs)

3 NON-CURRENT INVESTMENTS

Details of Investments - (valued at cost, unless stated otherwise)

S.N.	Particulars	Associate/ Others	Face value- fully paid INR	No. of Shares		Value (INR in Lacs)	
				As at 31.03.2019	As at 31.03.2018	As at 31.03.2019	As at 31.03.2018
I	Investments in Equity Instruments						
(a)	Quoted - valued at fair value through OCI						
	Rama Petrochemicals Ltd.	Related	10	3,07,100	3,07,100	27.27	11.14
	Net value of investment					27.27	11.14
	Unquoted - valued at cost						
(a)	The Greater Bombay Co-operative Bank Ltd.	Others	25	40	40	0.01	0.01
(b)	Bombay Mercantile Co-op Bank Ltd.	Others	10	716	716	0.22	0.22
(c)	National Board of Trade	Others	10	16,100	16,100	0.01	0.01
	Net value of investment					0.24	0.24
	TOTAL INVESTMENT IN EQUITY INSTRUMENTS					27.51	11.38
II	Investments in Government Security						
	Unquoted - valued at cost						
(a)	Gold Bond of Sovereign Gold Bond Scheme 2015-16	Others	--	100	100	2.60	2.60
(b)	Gold Bond of Sovereign Gold Bond Scheme 2016-17	Others	--	100	100	3.12	3.12
	Net value of investment					5.72	5.72
	Total Non-Current Investments					33.23	17.10

Notes to the Financial Statements for the year ended March 31, 2019

(₹ In Lacs)

	As at 31.03.2019	As at 31.03.2018
4 OTHER FINANCIAL ASSETS (NON -CURRENT)		
Security Deposits	171.11	121.67
Bank Deposits maturing after 12 months	0.50	5.50
Others	0.45	1.25
Total	172.06	128.42
5 OTHER NON-CURRENT ASSETS		
Balances with Govt Authorities	84.95	88.11
Prepaid Expenses	9.59	5.26
Total	94.54	93.37
6 INVENTORIES		
Raw Materials		
- at plant	3,895.20	1,961.64
- in transit	1,043.38	440.57
Finished goods	3,799.52	5,276.55
Packing Materials	281.97	241.57
Stores & Spares	775.47	586.84
Total	9,795.54	8,507.17
7 TRADE RECEIVABLES		
Unsecured, considered good	5,745.24	5,642.67
Unsecured, considered doubtful	124.22	118.27
	5,869.46	5,760.94
Less : Provision	(177.75)	(118.27)
Total	5,691.71	5,642.67
8 GOVERNAMENT SUBSIDY RECEIVABLE		
Government Subsidies receivable - Good	6,337.50	6,992.38
Government Subsidies receivable - Doubtful	35.85	27.58
	6,373.35	7,019.96
Less : Provision	(35.85)	(27.58)
Total	6,337.50	6,992.38
Subsidy is recognized on the quantity of fertilisers sold during the year. Thus, the amount of subsidy income and receivable includes subsidy on unsold stock lying with the distributors calculated at the rates notified during the year under NBS policy. At the time of ultimate sale to the farmer, the amount of subsidy may be revised to the extent of notified rate applicable on the said date.		
	As at 31.03.2019	As at 31.03.2018
9 CASH AND CASH EQUIVALENTS		
Balances with banks:		
In current accounts	6.79	5.28
Cash on hand	9.90	11.23
Total	16.69	16.51
10 OTHER BANK BALANCES		
Margine Money	496.62	499.90
Earmarked Funds	11.45	10.87
Total	508.07	510.77

Notes to the Financial Statements for the year ended March 31, 2019

(₹ In Lacs)

	As at 31.03.2019	As at 31.03.2018		
11 LOANS-CURRENT				
Unsecured				
Loans to employees*	36.35	34.73		
Other Loans and advances - Doubtful	305.27	305.27		
	341.62	340.00		
Less : Provision for doubtful	(305.27)	(305.27)		
Total	36.35	34.73		
* includes due from officers of the Company	16.00	18.00		
12 OTHER CURRENT FINANCIAL ASSETS				
Interest receivable	17.22	14.21		
Income Tax Assets	353.80	353.76		
Security Deposits	414.62	392.14		
<u>Advances recoverable in cash or kind</u>				
Doubtful	8.05	8.05		
Less : Provision	(8.05)	(8.05)		
Others	86.56	91.16		
Total	872.20	851.27		
13 OTHER CURRENT ASSETS				
Balances with Govt Authorities	659.85	578.79		
Prepaid expenses	35.38	74.68		
Due From Others	432.06	844.91		
Total	1,127.29	1,498.38		
14 EQUITY SHARE CAPITAL				
Authorised				
3,10,00,000 (31 March 2018 - 3,10,00,000) Equity Shares of ₹ 10/- each	3,100.00	3,100.00		
1,00,00,000 (31 March 2018 - 1,00,00,000) Preference Shares of ₹ 10/- each	1,000.00	1,000.00		
Issued, Subscribed and Paid up				
1,76,93,213 (31 March 2018- 1,76,93,213) Equity shares of ₹ 10/- each fully paid up	1,769.32	1,769.32		
Less : Calls Unpaid	(1.89)	(1.89)		
Total issued, subscribed and fully paid up share capital	1,767.43	1,767.43		
a Reconciliation of the equity shares outstanding at the beginning and at the end of the year				
Particulars	As at 31.03.2019		As at 31.03.2018	
	Number	INR in Lacs	Number	INR in Lacs
Shares outstanding at the beginning of the year	1,76,93,213	1,769.32	1,76,93,213	1,769.32
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	1,76,93,213	1,769.32	1,76,93,213	1,769.32
b Terms/rights attached to the equity shares				
Details of the rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital.				
The Company has only one class of Equity shares having a par value of 10/-. Each holder of equity shares is entitled to one vote per share. Dividend is payable in the proportion to the Capital Paid up. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.				

Notes to the Financial Statements for the year ended March 31, 2019

c Details of the shareholders holding more than 5% shares in the Company

Name of Shareholder	As at 31 March, 2019		As at 31 March, 2018	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Silver Eagle Inc	1,00,49,755	56.80%	1,00,49,755	56.80%
Jupiter Corporate Services Pvt. Ltd.	32,19,387	18.20%	32,19,387	18.20%

(₹ In Lacs)

As at 31.03.2019

As at 31.03.2018

15 OTHER EQUITY

Capital Reserve

Opening balance	3,216.25	3,159.88
Addition during the year	-	56.37
Closing balance	3,216.25	3,216.25

Securities Premium Account

Opening balance	4,124.35	4,124.35
Addition/(utilisation) during the year	-	-
Closing balance	4,124.35	4,124.35

Capital Redemption Reserve

Opening balance	60.00	60.00
Addition/(utilisation) during the year	-	-
Closing balance	60.00	60.00

General Reserve

Opening balance	16.50	16.50
Addition/(utilisation) during the year	-	-
Closing balance	16.50	16.50

FVTOCI - Equity Instruments

Opening balance	(1.11)	(1.49)
Add/(less): changes in fair value of FVOTCI equity instruments	15.91	0.38
Closing balance	14.80	(1.11)

Retained Earnings

Opening balance	4,231.18	3,896.84
Profit for the year	1,938.99	539.16

Items of other comprehensive income recognised directly in retained earnings:

Remeasurement of defined benefit obligation (net of tax)	(29.91)	8.13
Dividend paid	(176.83)	(176.93)
Dividend distribution tax on above	(35.93)	(36.02)

Closing Balance

	5,927.50	4,231.18
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Total other equity

	13,359.40	11,647.17
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CAPITAL RESERVE

Pertains to Capital subsidy received from Government of India for setting up of new plant. This can be utilised in accordance with the provisions of the Act.

SECURITIES PREMIUM RESERVE

Securities premium is used to record the premium on issue of shares. The reserve can be utilised in accordance with the provisions of the Act.

CAPITAL REDEMPTION RESERVE (CRR)

Preference Shares were redeemed in past by creating CRR by transferring from Retained Earnings in earlier years as per the requirements of the erstwhile Companies Act, 1956. The reserve can be utilised in accordance with the provisions of the Act for issue of Bonus Shares.

Notes to the Financial Statements for the year ended March 31, 2019

GENERAL RESERVE

(₹ In Lacs)

General Reserve represents amounts transferred from Retained Earnings in earlier years as per the requirements of the erstwhile Companies Act, 1956. The reserve can be utilised in accordance with the provisions of the Act. Declaration of dividend out of such reserve shall not be made except in accordance with the rules prescribed in this behalf under the Act.

FVTOCI-EQUITY INSTRUMENTS

The Company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the FVTOCI equity investment reserve within equity. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

As at 31.03.2019 As at 31.03.2018

16 BORROWINGS - (NON-CURRENT)

Secured Term Loans

From Banks	11.72	13.87
From Others	-	31.81
Total	11.72	45.68

Terms and Conditions of Borrowings (Read with note no. 21)

Term Loans from Bank comprises of :

Vehicle loans of Rs 13.87 Lacs (Previous year ₹ 15.83 Lacs) including current maturity are secured by way of Hypothecation of vehicles. Interest on the loans are payable @ 9.40% p.a. (Previous year @ 9.40% p.a.) as at year end. Loans are repayable in 83 monthly installments starting from July-2017 and October-2017.

Term Loans from Others comprises of :

Vehicle loan of Rs 1.78 Lacs (Previous year ₹ 11.88 Lacs) including current maturity is secured by way of Hypothecation of vehicle. Interest on the loan is payable @ 11.32% p.a. (Previous year 11.32% p.a.) as at year end. Loan is repayable in 60 monthly installments starting from June-2014.

Term Loans of Rs Nil (Previous year Rs 30.04 Lacs) from others were secured by way of first pari-passu charge along with working capital and term loan from banks over movable and immovable properties situated at Pune. Said term loans were further secured by way of first pari-passu charge over immovable property situated at Indore Oil Division. The Interest on the loan payable @ Nil% (Previous year 9% p.a.) as at year end. The Loan was repayable in 36 quarterly installments starting from April-2009.

Term Loans from Others includes loan from a related party	-	8.65
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As at 31.03.2019 As at 31.03.2018

17 DEFERRED TAX LIABILITY (NET)

Deferred Tax Liability

Property, plant and equipment	562.46	557.64
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Deferred Tax Assets

Provisions for doubtful receivables	(88.45)	(50.88)
Expenses that are allowed on payment basis	(83.08)	(65.93)
Actuarial gain on defined benefit obligations	(23.57)	(8.80)

Net deferred tax Liability	367.36	432.03
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a) Movement in deferred tax balances

Movement in deferred tax during the year ended March 31, 2019

	Opening balance as at 01.04.2018	Recognised in profit or loss	Closing balance as at 31.03.2019
Property, plant and equipment	557.64	4.82	562.46
Expenses that are allowed on payment basis	(65.93)	(17.15)	(83.08)
Provisions for doubtful receivables	(50.88)	(37.57)	(88.45)
Actuarial gain on defined benefit obligations	(8.80)	(14.77)	(23.57)
Net deferred tax asset	432.03	(64.67)	367.36

Notes to the Financial Statements for the year ended March 31, 2019

(₹ In Lacs)

Movement in deferred tax during the year ended March 31, 2018

	Opening balance as at 01.04.2017	Recognised in profit or loss	Closing balance as at 31.03.2018
Property, plant and equipment	588.36	(30.71)	557.64
Expenses that are allowed on payment basis	(70.91)	4.97	(65.93)
Provisions for doubtful receivables	(43.82)	(7.06)	(50.88)
Actuarial gain on defined benefit obligations	(12.82)	4.02	(8.80)
Net deferred tax asset	460.81	(28.78)	432.03

b) Income tax recognised in profit or loss

	For the year ended 31.03.2019	For the year ended 31.03.2018
Current tax	1,161.72	321.09
Deferred tax	460.81	(28.78)
Total income tax recognised for the year	1,622.53	292.31

c) Income tax recognised in other comprehensive income

	For the year ended 31.03.2019	For the year ended 31.03.2018
Remeasurement of defined benefit obligation	14.77	(4.02)
Total income tax recognised in other comprehensive income	14.77	(4.02)

As at 31.03.2019 As at 31.03.2018

18 PROVISIONS - (NON-CURRENT)

For employee benefits- Leave Encashment

Total

54.44	41.55
54.44	41.55

19 CURRENT FINANCIAL LIABILITIES - BORROWINGS

From Banks (Secured)

Working Capital Loans

Inter Corporate Deposits - Unsecured

Total

2,388.23	4,377.60
290.00	250.00
2,678.23	4,627.60

Terms and Conditions of Borrowings

Working Capital facilities from Banks are secured against hypothecation of entire current assets and first pari-passu charge over movable and immovable properties of fertiliser division situated at Indore, Udaipur and first pari-passu charges with other term lenders over movable and immovable properties situated at Pune. This is further secured by second charge over movable and immovable properties of Pune unit and Oil division situated at Indore.

The above working capital facilities are further secured by first pari-passu on Fixed Deposit Receipts of ₹ 131.28 Lacs (Previous year Rs 123.75 Lacs) along with equitable mortgage of the property situated at Mumbai owned by another Company and guaranteed by personal guarantee of Ex Chairman & Managing Director and Corporate guarantee by another company. The working capital facility carries interest @ 12.65% p.a. on ₹ 947.74 Lacs (Previous year Interest @ 13.20% p.a. on ₹ 2,724.58 Lacs) @ 11.55% p.a. on ₹ 773.26 Lacs (Previous year Interest @ 11.90% p.a. on Rs 887.77 Lacs), and @ 12.05% p.a. on ₹ 667.23 Lacs (Previous year Interest @ 12.00% p.a. on Rs 765.25 Lacs). Inter Corporate Deposits are bearing interest @ 15% p.a. on ₹ 75 Lacs and @ 12% p.a. on ₹ 215 Lacs (Previous year interest @ 15% p.a. on ₹ 75 Lacs and @ 12% p.a. on ₹ 175 Lacs).

As at 31.03.2019 As at 31.03.2018

20 CURRENT FINANCIAL LIABILITIES - TRADE PAYABLES

Amount Due to MSME

Others

Total

93.30	30.68
8,096.77	7,450.64
8,190.07	7,481.32

Notes to the Financial Statements for the year ended March 31, 2019

(₹ In Lacs)

The amount due to Micro, Small and Medium Enterprises as defined in the “The Micro, Small and Medium Enterprises Development Act, 2006” has been determined to the extent such parties have been identified on the basis of information available with the company. The disclosures relating to Micro, Small and Medium Enterprises as at 31st March, 2019 are as under:

(i) The principal amount remaining unpaid to supplier as at end of the year;	87.40	25.88
(ii) The Interest due thereon remaining unpaid to supplier as at the end of the year;	2.66	-
(iii) The amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	4.75	2.35
(iv) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act 2006	5.92	4.80
(v) The amount of interest accrued and remaining unpaid at the end of each accounting year;	5.90	4.80
(vi) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	0.22	0.15

	As at 31.03.2019	As at 31.03.2018
21 OTHER FINANCIAL LIABILITIES - (CURRENT)		
Current maturities of long term debt (Read Note 16)	3.92	12.06
Unpaid Dividend	11.45	10.87
Security Deposits	296.64	247.22
Others	942.13	563.69
Total	1,254.14	833.84
22 OTHER CURRENT LIABILITIES		
Advance received from customers	900.87	711.82
Statutory dues	131.87	120.53
	1,032.74	832.35
23 PROVISIONS - (CURRENT)		
For employee benefits - (refer note 32)		
Gratuity	190.26	168.89
Leave benefits	14.42	12.46
Total	204.68	181.35
24 CURRENT TAX LIABILITIES - (NET)		
Provision for taxation (Net)	296.48	26.21
Total	296.48	26.21
	For the year ended 31.03.2019	For the year ended 31.03.2018
25 REVENUE FROM OPERATIONS		
Sale of products	49,456.20	30,011.93
Government subsidies	11,117.33	7,428.37
Other operating Revenue	92.68	64.84
Total	60,666.21	37,505.14

Notes to the Financial Statements for the year ended March 31, 2019

(₹ In Lacs)

	For the year ended 31.03.2019	For the year ended 31.03.2018
26 OTHER INCOME		
Interest income	65.19	70.14
Reversal provisions no longer required	24.04	1.31
Other non-operating income	16.95	34.48
Profit of sale of fixed assets	(0.34)	0.74
Total	105.84	106.67
27 COST OF MATERIALS INCLUDING PACKING MATERIALS CONSUMED		
Opening stock	2,402.21	2,451.19
Add: Purchases	44,329.92	25,862.34
	46,732.13	28,313.53
Less: Closing stock	4,938.58	2,402.21
Cost of raw materials consumed	41,793.55	25,911.32
Packing materials consumed	1,200.46	966.33
Cost of materials consumed	42,994.01	26,877.65
Purchase of stock in trade	121.49	154.82
28 EMPLOYEE BENEFITS EXPENSE		
Salaries and wages	1,996.42	1,834.29
Contribution to provident and other funds	161.40	157.00
Staff welfare expenses	83.96	89.13
Total	2,241.78	2,080.42
29 FINANCE COSTS		
Interest expenses	611.62	669.94
Other Borrowing cost	195.78	147.40
Less : Capitalised	(67.38)	(42.89)
Total	740.02	774.45
30 OTHER EXPENSES		
Power & Fuel	1,720.80	1,530.38
Repairs to		
Buildings	24.20	5.10
Machinery	300.69	288.50
Others	6.51	7.37
Stores & Spares	751.19	743.64
Other manufacturing Exp	1,028.37	919.38
Freight Outward	4,382.52	3,601.95
Insurance	39.60	42.35
Rent	54.17	1.44
Rates and taxes	20.67	34.94
Excise Duty Expenses	-	217.68
Travelling and conveyance expenses	273.16	265.89
Legal and professional fees	197.90	185.81
Selling & Distribution Expenses	178.81	224.96
Printing, stationery and communication expenses	75.87	74.84

Notes to the Financial Statements for the year ended March 31, 2019

(₹ In Lacs)

	For the year ended 31.03.2019	For the year ended 31.03.2018
Bank charges	51.22	54.62
Security charges	85.66	82.92
Sundry balances written off	65.75	39.49
Provision for doubtful debts	123.27	26.16
Exchange Fluctuation	246.89	(89.08)
Sundry expenses	182.95	142.82
Directors' sitting fees	3.70	2.05
Auditors' remuneration		
Audit fee	9.20	9.20
Tax audit fee	3.00	3.00
For Certification	7.09	6.90
Total	9,833.19	8,422.31
31 The income Tax expenses for the year can be reconciled to the accounting profit as follows:		
Profit Before Tax	3,052.52	814.33
Applicable Tax Rate	34.94%	33.06%
Computed Tax Expense	1,066.67	269.24
Tax effect of :		
Exempted Income / Non taxable income	(0.34)	(0.74)
Expenses Disallowed / (allowed)	110.16	96.37
Additional deduction for Capital expenditure	-	(47.80)
Current Tax Provision (A)	1,176.49	317.07
Incremental Deferred Tax Liability on account of Tangible and Intangible Assets	4.82	(30.71)
Incremental Deferred Tax Asset on account of Financial Assets and Other Items	(69.49)	1.93
Deferred Tax Provision (B)	(64.67)	(28.78)
Tax Expenses recognised in Statement of Profit and Loss (A+B)	1,111.82	288.29
	As at 31.03.2019	As at 31.03.2018
Advance Income Tax (Net of Provision)		
At start of the year	330.71	331.13
Charge for the year	(1,176.49)	(317.07)
Others#	14.77	(4.02)
Tax paid during the year	893.39	320.67
At end of year	62.38	330.71

Mainly pertains to Provision for Tax on Other Comprehensive Income

32 EMPLOYEE BENEFITS**I) Defined Contribution Plans**

- Provident fund
- Superannuation fund and Pension scheme, 1995
- Employer's contribution to Employees State Insurance

The Company has recognized the following amounts in the Statement of Profit and Loss which are included under Contribution to Provident and other funds.

	For the year ended 31.03.2019	For the year ended 31.03.2018
Contribution to:		
Provident fund	104.94	101.76
ESIC	21.57	16.29

Notes to the Financial Statements for the year ended March 31, 2019

(₹ In Lacs)

Disclosures for defined benefit plans based on actuarial valuation report:

Defined Benefit Plans

	For the year ended 31.03.2019	For the year ended 31.03.2018
II) GRATUITY		
A Changes in defined benefit obligations		
Present value of defined benefit obligation as at the beginning of the year	396.24	390.35
Interest cost	30.99	29.31
Current service cost	21.55	20.86
Benefit paid	(33.81)	(33.09)
Actuarial (gain)/loss due to changes in financial assumption	7.31	(7.24)
Actuarial (gain)/loss due to changes in experience adjustments	34.93	(3.95)
Present value of defined benefit obligation as at the end of the year	457.21	396.24
B Change in Fair Value of Plan Assets		
Fair value of Plan Assets at beginning of year	227.35	136.64
Interest Income	17.78	10.26
Employer Contribution	58.08	112.58
Benefit Paid	(33.81)	(33.09)
Return on Plan Assets (excluding interest income)	(2.44)	0.96
Fair value of Plan Assets at end of year	266.96	227.35
C Amount recognized in the Balance Sheet		
Present value of defined benefit obligation at end of the year	457.21	396.24
Fair value of plan assets at end of the year	266.95	227.35
Net liability recognized in the Balance Sheet	190.26	168.89
- Current provision	190.26	168.89
D Expenses recognized in the Statement of Profit and Loss		
Interest cost / (income)	13.21	19.05
Current service cost	21.55	20.86
Expenses recognized in the Statement of Profit and Loss	34.76	39.91
E Expenses recognized in the Other Comprehensive Income (OCI)		
Remeasurement (gain)/loss	2.44	(0.96)
Actuarial (gain)/loss due to change in financial assumptions	7.31	(7.24)
Actuarial (gain)/loss due to changes in experience adjustments	34.93	(3.95)
Net (Income)/Expenses recognised in OCI	44.68	(12.15)
F Movement in the present value of net defined benefit obligation are as follows		
Opening net liability	168.89	253.71
Expenses recognised in Statement of Profit and Loss	34.76	39.91
Expenses recognised in OCI	44.68	(12.15)
Employer Contribution	(58.08)	(112.58)
Closing net liability	190.25	168.89

Notes to the Financial Statements for the year ended March 31, 2019

(₹ In Lacs)

	For the year ended 31.03.2019	For the year ended 31.03.2018
G Nature and extent of Investment details of Plan Assets		
Insurance Fund	266.95	227.35
H Actuarial Assumptions		
Retirement age	58.00	58.00
Discount rate & Expected Return on Plan Assets	7.54%	7.82%
Mortality	Indian Assured Lives Mortality (2006-2008) (Ultimate)	Indian Assured Lives Mortality (2006-2008) (Ultimate)
Rate of Employee Turnover	2.00%	2.00%
Salary escalation	4.00%	4.00%
I Other details		
No of Active Members	494	494
Per month Salary for Active Members	67.96	61.04
Weighted Average Duration of the Projected Benefit Obligation	7	7
Average Expected Future Service	11	11
Projected Benefit Obligation	457.21	396.24
Prescribed Contribution for next year (12 months)	67.96	61.04
J Maturity profile of defined benefit obligation from the fund	Estimated for the year ended 31.03.2019	Estimated for the year ended 31.03.2018
1st following year	67.35	76.28
2nd following year	30.71	11.04
3rd following year	38.66	37.11
4th following year	26.63	34.51
5th following year	57.60	25.63
Sum of years 6 to 10	263.00	216.39
Sum of years 11 and above	293.41	292.07
Sensitivity analysis		
Delta Impact of +1% change in discount rate	(25.16)	(21.76)
Delta Impact of -1% change in discount rate	27.97	24.26
Delta Impact of +1% change in salary escalation rate	28.69	24.95
Delta Impact of -1% change in salary escalation rate	(26.21)	(22.73)
Delta Impact of +1% change in rate of employee turnover	6.02	5.90
Delta Impact of -1% change in rate of employee turnover	(6.54)	(6.41)

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

Notes to the Financial Statements for the year ended March 31, 2019

Characteristics of defined benefit plan

The Company has a defined benefit gratuity plan in India (funded). The company's defined benefit gratuity plan is a final salary plan for employees, which requires contributions to be made to a separately administered fund. The fund is managed by a trust which is governed by the Board of Trustees. The Board of Trustees are responsible for the administration of the plan assets and for the definition of the investment strategy

Risks associated with defined benefit plan

Gratuity is a defined benefit plan and company is exposed to the Following Risks:

Interest rate risk: A fall in the discount rate which is linked to the G.Sec. Rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset.

Salary Risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

Investment Risk: The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.

Asset Liability Matching Risk: The plan faces the ALM risk as to the matching cash flow. Since the plan is invested in lines of Rule 101 of Income Tax Rules, 1962, this generally reduces ALM risk.

Mortality risk: Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

Concentration Risk: Plan is having a concentration risk as all the assets are invested with the insurance company and a default will wipe out all the assets. Although probability of this is very less as insurance companies have to follow regulatory guidelines.

Change Characteristics of defined benefit plans

During the year, there were no plan amendments, curtailments and settlements.

A separate trust fund is created to manage the Gratuity plan and the contributions towards the trust fund is done as guided by rule 103 of Income Tax Rules, 1962.

33 SEGMENT REPORTING :

Segment Information

	(₹ In Lacs)			
Particulars	Fertilizer & Chemicals	Oil	Unallocable	Total
Segment Revenue	40,081.32	20,584.89	105.84	60,772.05
	<i>29,564.66</i>	<i>7,940.48</i>	<i>106.67</i>	<i>37,611.81</i>
Segment Results	4,096.24	266.73	16.06	4,379.03
	<i>2,069.60</i>	<i>118.67</i>	<i>13.45</i>	<i>2,201.72</i>
Interest and financial cost for the year	(689.04)	(46.88)	(4.10)	(740.02)
	<i>(719.16)</i>	<i>(51.81)</i>	<i>(3.48)</i>	<i>(774.45)</i>
Net Corporate Office Expenses	-	-	(1,714.02)	(1,714.02)
	-	-	<i>(879.60)</i>	<i>(879.60)</i>
Profit / (Loss) as per Statement of Profit & Loss	3,407.20	219.85	(1,702.06)	1,924.99
	<i>1,350.44</i>	<i>66.86</i>	<i>(869.63)</i>	<i>547.67</i>
Segment Asset	26,624.64	1,790.38	801.67	29,216.69
	<i>25,374.97</i>	<i>1,917.40</i>	<i>624.16</i>	<i>27,916.53</i>
Segment Liabilities	10,908.00	1,415.39	1,766.47	14,089.86
	<i>10,164.55</i>	<i>2,545.99</i>	<i>1,791.39</i>	<i>14,501.93</i>
Cost incurred during the year to acquire segment assets	1,101.88	54.68	6.76	1,163.32
	<i>312.49</i>	<i>0.15</i>	<i>3.68</i>	<i>316.32</i>
Segment Depreciation	279.71	16.59	15.71	312.01
	<i>284.42</i>	<i>17.88</i>	<i>20.79</i>	<i>323.09</i>
Non-cash Expenses other then Depreciation	-	-	-	-
	-	-	-	-

(Previous year figures are in italics)

Notes to the Financial Statements for the year ended March 31, 2019

(₹ In Lacs)

	For the year ended 31.03.2019	For the year ended 31.03.2018
34 CONTINGENT LIABILITY AND COMMITMENTS		
a Contingent Liabilities not provided for		
i Royalty on rock phosphates.	116.09	116.09
ii Contingent liability due to reduction in brought forward losses on account of completed assessments having a bearing on current taxable income.	931.57	931.57
iii Custom duty, Excise duty, Demurrage, Sales tax, Entry Tax and others.	410.29	416.84
iv Wages.	80.22	71.85
v Right to Recompense under Corporate Debt Restructure to lenders.	648.34	648.34
b Claims against the company not acknowledged as debt		
i Electricity duty.	43.38	43.38
ii Railway Claim.	393.72	195.18
c Guarantees		
Amount of Letters of Credit and Bank Guarantee issued by banks.	78.48	92.63
d Commitments		
Estimated Amount of Capital Contracts Pending to be executed (Net of Advances).	375.57	47.83

35 Related party disclosure**(i) List of Related Parties as required by Ind AS-24 "Related Party Disclosures" are given below:**

(a)	Parent	Silver Eagle Inc
(b)	Key management personnel and their relatives	Mr. D. J. Ramsinghani (Chairman & Managing Director) (upto 31.03.2018)
		Mr. H. D. Ramsinghani (Vice Chairman & Jt. Managing Director) (from 01.06.2017)
		(Chairman and Managing Director) (from 01.04.2018.)
		Mr. J. K. Parakh (Chief Financial Officer)
		Mr. Kiran Jain (Company Secretary) (upto 16.05.2018)
		Mr. Pritesh Jhaveri (Company Secretary) (from 26.05.2018)
(c)	Non Executive/Independent Directors	Mr. Deonath Singh
		Mrs. Nilanjana H. Ramsinghani
		Mr. K. Raghuraman
		Mr. A. K. Thakur
		Mr. N. R. Joshi (from 19-05-2016) (upto 02.08.2018)
		Mr. Sunil Kumar Vohra (from 08-09-2017) (upto 20.8.2018)
		(Nominee Director of Bank of India)
		Mr. R. K. Shrivastava (upto 08-09-2017) (Nominee Director of Bank of India)
(d)	Where persons mentioned in (b) exercise significant influence	Rama Industries Limited
		Rainbow Agri Industries Limited
		Rama Petrochemicals Limited
		Rama Capital & Fiscal Services Pvt. Ltd.
		Rama Enterprises
		Nova Gelicon Private Limited
		Rainbow Denim Limited

Notes to the Financial Statements for the year ended March 31, 2019

(₹ In Lacs)

(ii) Transactions with related parties

	Type of related party	Description of the nature of transactions	Volume of Transactions during 2018-19	Volume of Transactions during 2017-18	Balance as on 31.03.2019 Receivable/ Payable	Balance as on 31.03.2018 Receivable/ Payable
(a)	Parent					
	Silver Eagle INC	Dividend paid	100.50	100.50	-	-
(b)	Key management personnel and their relatives					
	Mr. D J Ramsinghani	Remuneration *	-	74.86	-	-
	Mr. H D Ramsinghani	Remuneration *	106.00	80.00	-	-
	Mr. J K Parakh	Remuneration *	44.07	38.49	-	-
	Mr. Kiran Jain	Remuneration *	2.26	10.11	-	-
	Mr. Pritesh Jhaveri	Remuneration *	4.37	-	-	-
	Mr. H D Ramsinghani	Sitting Fees Paid	-	0.15	-	-
	Mr. D J Ramsinghani	Sitting Fees Paid	0.20	-	-	-
(c)	Non Executive / Independent Directors					
	Mr. Deonath Singh	Sitting fees	1.00	0.60	-	-
	Mrs. Nilanjana H Ramsinghani	Sitting fees	0.50	0.20	-	-
	Mr. K Raghuraman	Sitting fees	1.20	0.55	-	-
	Mr. A. K. Thakur	Sitting fees	0.70	0.45	-	-
	Mr. N. R. Joshi	Sitting fees	0.10	0.05	-	-
	Bank of India	Sitting fees	-	0.05	-	-
(d)	Where persons mentioned in (b) exercise significant influence					
i)	Reimbursement of expenses received					
	Rama Petrochemicals Ltd.	Purchase of Goods	24.39	69.21	-	-
	Rainbow Agri Industries Ltd.	Purchase of Goods	20.80	-	-	-
	Nova Gelicon Pvt. Ltd.	Interest on Term Loan secured	0.62	0.84	-	-
	Rama Capital & Fiscal Services Pvt. Ltd.	Interest on Loan and Advances	27.47	27.47	-	-
	Rama Capital & Fiscal Services Pvt. Ltd.	Amount written off	27.47	27.47	-	-
	Nova Gelicon Pvt. Ltd.	Term Loan repaid during the period	8.65	-	-	-
	Rama Enterprises	Purchase of Fixed Assets	165.00	-	-	-
	Rainbow Denim Limited	Sale of Finished Goods	1.72	-	-	-
	Rainbow Agri Industries Ltd.	Rent Paid	63.72	-	-	-
	Rainbow Agri Industries Ltd.	ICD taken during the period	690.00	150.00	-	-
	Nova Gelicon Pvt. Ltd.	ICD repaid during the year	-	15.00	-	-
	Rainbow Agri Industries Ltd.	ICD repaid during the year	865.00	750.00	-	-

Notes to the Financial Statements for the year ended March 31, 2019

(₹ In Lacs)

	Type of related party	Description of the nature of transactions	Volume of Transactions during 2018-19	Volume of Transactions during 2017-18	Balance as on 31.03.2019 Receivable/ Payable	Balance as on 31.03.2018 Receivable/ Payable
	Rainbow Denim Limited	ICD recd back	-	15.00	-	-
	Nova Gelicon Pvt. Ltd.	Interest on ICD's	-	1.43	-	-
	Rainbow Denim Limited	Interest on ICD's	-	10.01	-	-
	Rainbow Agri Industries Ltd.	Interest on ICD's	13.06	5.47	-	-
	Rama Industries Ltd.	Payment to Related Party	-	246.95	-	-
	Rama Petrochemicals Ltd.	Payment to Related Party	-	47.00	-	-
	Rama Enterprises	Payment to Related Party	44.09	140.91	-	-
	Rama Enterprises	Receipt from Related Parties	-	20.00	-	-
	Mr. J. K. Parakh	Receipt from Related Parties	2.00	-	-	-
	Rama Petrochemicals Ltd.	Trade Payable	-	-	-	10.76
	Rama Petrochemicals Ltd.	Investments	-	-	12.26	12.26
	Mr. J. K. Parakh	Loans and Advances receivable	-	-	16.00	18.00
	Rama Capital & Fiscal Services Pvt. Ltd. #	Loans and Advances receivable	-	-	305.27	305.27
	Rama Capital & Fiscal Services Pvt. Ltd.	Provision for doubtful debts	-	-	(305.27)	(305.27)
	Nova Gelicon Pvt. Ltd.	Term Loans payable	-	-	-	8.65
	Nova Gelicon Pvt. Ltd.	Interest Payable	-	-	-	3.61
	Rainbow Agri Industries Ltd.	ICD's Payable	-	-	-	175.00
	Rainbow Agri Industries Ltd.	Security deposit paid	50.00	-	50.00	-
	Rama Enterprises	Advance for asset acquisition	-	120.91	-	120.91
iii)	Guarantee given on our behalf	Guarantee				
	Mr. D. J. Ramsinghani		Transaction is of non monetary consideration			
iv)	Security given on our behalf	Security				
	Rama Capital & Fiscal Services Pvt. Ltd.		Transaction is of non monetary consideration			

* Excludes provision for compensated leave and gratuity for key managerial personnel as separate actuarial valuation is not available.

Terms and conditions of transaction with related parties

The sale to related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year end are unsecured and settlement occurs in cash. Transactions relating to dividend were on the same terms and conditions that applied to other shareholders.

₹ 305.27 Lacs (Previous year ₹ 305.27 Lacs) due from a company against which provision has already been made in earlier years. To comply with the provision of the Companies Act-2013, during the year company has provided interest on this loan and since the principle is doubtful of recovery, the interest receivable is written off.

Notes to the Financial Statements for the year ended March 31, 2019

36 FINANCIAL INSTRUMENTS-FAIR VALUE AND RISK MANAGEMENT

a) Accounting classification

The carrying value of financial instruments by categories are as follows:

(₹ In Lacs)

Particulars	31.03.2019		31.03.2018	
	FVTOCI	Amortised cost	FVTOCI	Amortised cost
Financial Assets				
Investments in equity instruments	27.27	0.24	11.14	0.24
Investments in Government Securities	-	5.72	-	5.72
Loans	-	36.35	-	34.73
Trade receivable	-	5,691.71	-	5,642.67
Government Subsidies receivable	-	6,337.50	-	6,992.38
Cash and cash equivalents	-	16.69	-	16.51
Other bank balances	-	508.07	-	510.77
Other financial assets	-	1,044.26	-	979.69
Total	<u>27.27</u>	<u>13,640.54</u>	<u>11.14</u>	<u>14,182.71</u>
Financial Liabilities				
Borrowings	-	2,689.95	-	4,673.28
Trade payables	-	8,190.07	-	7,481.32
Other financial liabilities	-	1,254.14	-	833.84
Total	<u>-</u>	<u>12,134.16</u>	<u>-</u>	<u>12,988.44</u>

b) Fair value hierarchy and Method of valuation

The following table shows fair value measurement hierarchy. Except for these financial instruments, the Company considers that the carrying value amount recognised in the financial statements approximate their fair value largely due to the short term maturities of these instruments.

	31.03.2019	31.03.2018
	Level 1	Level 1
Investments in equity instruments	27.27	11.14

Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments that have quoted price. The fair value of equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.

c) Risk management framework

The Company's principal financial liabilities include borrowing, trade and other payables. The Company's principal financial assets include loans, trade receivable, cash and cash equivalents and others. The Company also holds FVTOCI investments. The Company is exposed to credit risk, liquidity risk and market risk. The Company's senior management oversees the management of these risks. The Company's senior management provides assurance that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

d) Financial Risk Management

The Company has exposure to the following risks arising from financial instruments:

- i) Credit Risk
- ii) Liquidity Risk
- iii) Market Risk

Notes to the Financial Statements for the year ended March 31, 2019

i) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, investment in inter corporate deposit and loans given.

The carrying amount of following financial assets represents the maximum credit exposure:

Trade receivables

Trade receivables are consisting of a large number of customers. The Company has credit evaluation policy, procedures and control for each customer and based on the evaluation credit limit of each customer is defined. Outstanding customer receivables are regularly monitored.

As per simplified approach, the Company makes provision of expected credit losses on trade receivables as per the Company's policy to mitigate the risk of default payments and makes appropriate provision at each reporting date wherever outstanding is for longer period and involves higher risk.

Other financial assets

Credit risk from balances with banks, loans, investments is managed by Company's finance department. Investments of surplus funds are made only with approved counterparties. No impairment on such investment has been recognised as on the reporting date.

ii) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure as far as possible that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed condition, without incurring unacceptable losses or risking damage to the Company's reputation.

The Management monitors rolling forecasts of the Company's liquidity position on the basis of expected cash flows. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of surplus funds, bank loans and inter-corporate loans.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date.

(₹ In Lacs)

March 31, 2019	Carrying amount	Contractual cash flows		
		Total	Within 1 year	More than 5 years
Financial liabilities				
Borrowings	2,689.95	2,689.95	-	2,689.95
Trade payables	8,190.07	8,190.07	8,190.07	-
Other Financial Liabilities	1,254.14	1,254.14	1,254.14	-
Total	12,134.16	12,134.16	9,444.21	2,689.95
March 31, 2018	Carrying amount	Contractual cash flows		
		Total	Within 1 year	More than 5 years
Financial liabilities				
Borrowings	4,673.28	4,673.28	-	4,673.28
Trade payables	7,481.32	7,481.32	7,481.32	-
Other Financial Liabilities	833.84	833.84	833.84	-
Total	12,988.44	12,988.44	8,315.16	4,673.28

Notes to the Financial Statements for the year ended March 31, 2019

iii) Market Risk

Market risk is the risk that changes in market prices such as foreign exchange rates, interest rates and commodity prices which will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market exposures within acceptable parameters, while optimising the return.

Currency risk

Foreign currency risk is the risk of impact related to fair value or future cash flows of an exposure in foreign currency, which fluctuate due to changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to import of raw materials. When a derivative is entered for the purpose of being a hedge, the Company negotiates the terms of those derivatives to match the terms of the hedged exposure.

The Company evaluates exchange rate exposure arising from foreign currency transactions. The Company follows established risk management policies and standard operating procedures.

Particulars	Amount in USD	
	As at 31.03.2019	As at 31.03.2018
Trade and other payables	40,10,672	36,93,722

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's short-term borrowing. The Company constantly monitors the credit markets and rebalances its financing strategies to achieve an optimal maturity profile and financing cost. Since all the borrowings are on floating rate, no significant risk of change in interest rate.

The Company does not account for any fixed rate financial assets and liabilities at fair value through profit or loss. Therefore, a change in interest rate at the reporting date would not affect profit or loss.

Commodity price risk

Commodity price risk for the Company is mainly related to fluctuations of raw materials prices linked to various external factors, which can affect the production cost of the Company. Company actively manages inventory and in many cases sale prices are linked to major raw material prices. To manage this risk, the Company enters into long-term supply agreement for Raw Material, identifying new sources of supply etc. Additionally, processes and policies related to such risks are reviewed and managed by senior management on continuous basis.

37 CAPITAL MANAGEMENT

The Company manages its capital to ensure that it will be able to continue as going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The capital structure of the Company consists of net debt and the total equity of the Company. For this purpose, net debt is defined as total borrowings less cash and cash equivalents.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The funding requirements are met through short-term/long-term borrowings. The Company monitors the capital structure on the basis of total debt to equity ratio and maturity profile of the overall debt portfolio of the Company.

The Company's net debt to equity ratio is as follows:

	₹ In Lacs	
	31.03.2019	31.03.2018
Borrowing (including current maturity Rs 3.92 Lacs, Previous year Rs 12.06 Lacs)	2,693.87	4,685.34
Cash & cash equivalents	(16.69)	(16.51)
Net Debt	2,677.18	4,668.83
Total equity	15,126.83	13,414.60
Debt/Equity ratio	0.18	0.35

Notes to the Financial Statements for the year ended March 31, 2019

38 Earnings per share – EPS is calculated by dividing the profit / (loss) attributable to the equity share holders by weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit / (loss) for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares, except when the results would be anti-dilutive.

Particulars	2018-19	2017-18
1 Profit after tax – INR in Lacs	1,938.99	539.16
2 Weighted average number of shares outstanding during the year	1,76,93,213	1,76,93,213
3 Face value of shares – INR	10	10
4 Basic / Diluted EPS - INR	10.96	3.05

39 (i) The Board of Directors have recommended dividend of ₹ 1.00 per fully paid up equity share of ₹10/- each, aggregating ₹ 213.30 Lacs, including ₹ 36.37 Lacs dividend distribution tax for the financial year 2018-19, which is based on relevant share capital as on 31st March, 2019. The actual dividend amount will be dependent on the relevant share capital outstanding as on the record date / book closure.

(ii) Previous year's figures have been reclassified, wherever necessary, to conform current year's presentation.

As per our report of even date attached

For and on behalf of the Board

For **Khandelwal & Mehta LLP**

Chartered Accountants

Firm's Registration No. W100084

J. K. Parakh

Chief Financial Officer

H.D. Ramsinghani

Chairman and Managing Director

DIN : 00035416

S. L. Khandelwal

Partner

Membership No. 101388

Mumbai, May 25, 2019.

Pritesh Jhaveri

Company Secretary

D.N. Singh

Independent Director

DIN : 00021741

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RAMA PHOSPHATES LIMITED

Corporate Identification Number (CIN) : L24110MH1984PLC033917

Regd. Office : 51-52, Free Press House, Nariman Point, Mumbai 400021.

Tel.No. (91-22) 2283 3355; Fax : (91-22) 2204 9946 Email :rama@ramagroup.co.in Website : **www.ramaphosphates.com****ATTENDANCE SLIP**

For Demat Shares		For Physical Shares	
DP ID		REGD. FOLIO NO.	
CLIENT ID		NO. OF SHARES HELD	

I certify that I am a Member/Proxy for the Member of the Company

I hereby record my presence at the Thirty Fourth Annual General Meeting of the Company held on Wednesday, September 25, 2019 at 11.00 a.m. at Babasaheb Dahanukar Hall, Oricon House, Maharashtra Chamber of Commerce Path, Fort, Mumbai 400 001.

Name of the Member / Proxy
(in BLOCK letters)

Signature of the Member/Proxy

RAMA PHOSPHATES LIMITED

Corporate Identification Number (CIN) : L24110MH1984PLC033917

Regd. Office : 51-52, Free Press House, Nariman Point, Mumbai 400021.

Tel.No. (91-22) 2283 3355; Fax : (91-22) 2204 9946 Email :rama@ramagroup.co.in Website : **www.ramaphosphates.com****Form No. MGT - 11****PROXY FORM**

[pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member (s) : _____ Registered address _____

Folio No/Client Id*: _____ DP ID* _____ E-mail Id : _____

• Applicable for Members holding shares in electronic form

I/We, being the Member(s) of _____ shares of Rama Phosphates Limited, hereby appoint :

1. Name : _____ Address : _____

E-mail ID : _____ Signature _____ or failing him/her

2. Name : _____ Address : _____

E-mail ID : _____ Signature _____ or failing him/her

3. Name : _____ Address : _____

E-mail ID : _____ Signature _____ or failing him/her

as my/our proxy to attend and vote (on a poll) for me / us and on my/our behalf at the Thirty Fourth Annual General Meeting of the Company, to be held on Wednesday, September 25, 2019 at 11.00 a.m. at Babasaheb Dahanukar Hall, Oricon House, Maharashtra Chamber of Commerce Path, Fort, Mumbai 400 001 and at any adjournment thereof in respect of such resolutions as indicated below :

Resolution No.	Resolutions	For	Against
ORDINARY BUSINESS			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and Auditors thereon		
2.	To declare dividend ₹ 1.00 Per Equity Share of ₹ 10/- each fully paid up for the financial year 2018-19.		
3.	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			
4.	Ratification of remuneration of the Cost Auditors for the Financial Year 2019 - 20.		
5.	Reappointment of Mr. Deonath Singh (DIN: 00021741) as an Independent Director of the Company.		
6.	Reappointment of Mr. Kailasam Raghuraman (DIN: 00320507) as an Independent Director of the Company.		
7.	Reappointment of Mr. Ashish Kumar Thakur (DIN: 00031778) as an Independent Director of the Company.		
8.	To amend Article of Association of the Company.		

Signed this _____ day of _____ 2019

Signature of Member

Signature of Proxy Holder(s)

Affix
Rupee 1
Revenue

Note : This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

NOTES

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OUR PRODUCTS



Girnar PSSP



Girnar PSSP



Girnar GSSP



Girnar Boronated



Girnar Zinc Sulphate



Girnar ZINCATED



Girnar ZINC HEPTA



Girnar Mag Gold



Girnar Gold
Soil Conditioner



Girnar PROM



Girnar Sulphur DP



Suryaphool
PSSP



Suryaphool
GSSP



Suryaphool
NPK 18-18-10



Suryaphool
NPK 20-20-0



Suryaphool
NPK 20-10-10



Suryaphool
Boronated



Suryaphool
Zincated



Suryaphool
Zincated



Suryaphool
Mag Gold



Suryaphool Mono
Ammonium
Phosphates 12.61.0



Suryaphool
NPK
19 19 19 25kg



Suryaphool
Mono Potassium
00 52 34 25kg



Suryaphool
Potassium
Sulphate 0.0.50



INDORE PLANT



UDAIPUR PLANT



INDORE PLANT



PUNE PLANT



UDAIPUR PLANT



PUNE PLANT