

CIN : L23200MH1985PLC035187

REGD. OFFICE :

SAVROLI KHARPADA ROAD,
VILLAGE VASHIVALI, P.O. PATALGANGA,
TALUKA KHALAPUR,
DISTRICT RAIGAD - 410 220. MAHARASHTRA

TEL : 02192 250329
02192 251211

E-MAIL: rama@ramagroup.co.in
WEB : www.ramapetrochemicals.com

Ref : RPCL/RDJ/166
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 PETROCHEMICALS LIMITED**
BSE Script Code : **500358**

Dear Sir,

**Sub: Annual Report for the Financial Year 2018-19 and
Notice of 33rd 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 enclosed the following documents for the financial year 2018-19 ;

- Notice of 33rd Annual General Meeting schedule to be held on Monday, 30th September 2019 at the Registered Office of the Company.
- Annual Report

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

Thanking you,

Yours faithfully,
For RAMA PETROCHEMICALS LIMITED



**R.D. JOG
COMPANY SECRETARY**

Encl : a/a



RAMA PETROCHEMICALS LIMITED

Thirty Third Annual Report

2018 - 2019

BOARD OF DIRECTORS

CHAIRMAN & MANAGING DIRECTOR

MR. H. D. RAMSINGHANI

REGISTERED OFFICE

SAVROLI KHARPADA ROAD,
VILLAGE VASHIVALI,
P.O. PATALGANGA,
TALUKA KHALAPUR,
DIST. RAIGAD 410220
MAHARASHTRA
CIN: L23200MH1985PLC035187
Email : rama@ramagroup.co.in
Website:www.ramapetrochemicals.com
Tel.No. 02192 250329 / 251211

DIRECTORS

MR. S. S. ARORA
MR. D. N. SINGH
MR. R. G. KULKARNI
MRS. N. H. RAMSINGHANI
MR. B. L. KHANNA

CORPORATE OFFICE

51/52, FREE PRESS HOUSE,
NARIMAN POINT,
MUMBAI 400 021
Tel.No. (022) 2283 3355/61545100
Fax : (022) 2204 9946

AUDITORS

DAYAL & LOHIA
CHARTERED ACCOUNTANTS
MUMBAI

REGISTRARS AND TRANSFER AGENT

LINK INTIME INDIA PVT LTD
C101, 247 PARK,
L. B. S. MARG,
VIKHROLI (WEST),
MUMBAI 400 083
TEL : (91-22) 49186000
FAX : (91-22) 49186060
EMAIL: rnt.helpdesk@linkintime.co.in
Website : www.linkintime.co.in

NOTICE

NOTICE is hereby given that the Thirty Third Annual General Meeting of the members of RAMA PETROCHEMICALS LIMITED will be held on Monday the 30th day of September 2019 at 3.00 p.m. at the Registered Office of the Company at Savroli Kharpada Road, Village Vashivali, P.O. Patalganga, Taluka Khalapur, Dist. Raigad 410 220 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - (a) Audited Standalone Financial Statements of the Company for the year ended March 31, 2019 together with the Reports of the Directors and Auditors thereon and;
 - (b) Audited Consolidated Financial Statements of the Company for the year ended March 31, 2019 together with Report of Auditors thereon.
2. To consider, and if thought fit, to pass with or without modification, the following Resolution, as a Special Resolution:

“RESOLVED THAT Mr. D. N. Singh (DIN 00021741) who retires by rotation at the forthcoming Annual General Meeting be and he is hereby reappointed as a Director of the Company whose office shall be liable to determination by retirement of Directors by rotation.”
3. To consider, and if thought fit, to pass with or without modification, the following Resolution, as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under including any statutory modification or re-enactment thereof for the time being in force the retiring Statutory Auditors M/s Dayal and Lohia (Registration No 102200W), Chartered Accountants be and they are hereby reappointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting up to the conclusion of the next Annual General Meeting on such remuneration as may be finalized by the Board of Directors of the Company.”

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 and other applicable provisions of the Companies Act, 2013, if any, and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV of the Act 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. S.S. Arora (DIN 00033825) 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, be and is hereby appointed as an Independent Director of the Company who shall not be liable to retire by rotation and shall hold office for five consecutive years up to September 29,2024.”
5. To consider and if thought fit, to pass with or without modification(s) if any, the following as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 and other applicable provisions of the Companies Act, 2013, if any, and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV of the Act 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. B. L. Khanna (DIN 00841927) 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, be and is hereby appointed as an Independent Director of the Company who shall not be liable to retire by rotation and shall hold office for five consecutive years up to September 29,2024.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and other applicable provisions of the Companies Act, 2013, if any, and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV of the Act 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. R. G. Kulkarni (DIN 03028670) be and is hereby reappointed as an Independent Director of the Company, not be liable to retire by rotation, for a second term of five consecutive years and shall hold office as an Independent Director up to August 11, 2024.”

7. To consider and if thought fit, to pass, with or without modification, as a Special Resolution the following:

“RESOLVED THAT subject to such approvals, consents and sanctions as may be necessary and further subject to such terms, conditions, stipulations and restrictions as may be imposed by the authorities while granting such approvals, consents and sanctions, the consent of the Members be and it is hereby accorded pursuant to the provisions of Sections 197, 198, 203, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 for the appointment of Mr. H. D. Ramsinghani as the Managing Director of the Company for a period of three years from November 5, 2018 on the terms and conditions as set out in the draft agreement between the Company and Mr. H. D. Ramsinghani placed before the meeting and for the purpose of identification initialed by the Chairman hereof.”

“FURTHER RESOLVED THAT the Directors be and they are hereby authorised to execute the Agreement, in terms of the said draft with such alterations, changes and/or variations as may be agreed between the Directors and Mr. H. D. Ramsinghani.”

“FURTHER RESOLVED THAT the Board of Directors be and it is hereby authorised to take such steps as may be necessary to give effect to the above Resolutions.”

NOTES

- 1 The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed thereto.
- 2 **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.
- 3 The Register of Members and the Share Transfer Books of the Company will remain closed from Monday the 23rd day of September, 2019 to Monday the 30th day of September, 2019 (both days inclusive).
- 4 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 10.00 am to 1.00 pm up to the date of the meeting.
- 5 Members desirous of seeking any information concerning the Accounts are requested to address their queries, in writing, to the Company at its Corporate 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.

- 6 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.
- 7 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 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.
- 8 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 12, 2019 for the 33rd Annual General Meeting of the Company. The instructions for members voting electronically are given below:

e-Voting instructions

The instructions for members for voting electronically are as under;

- (I) The voting period begins on 26/09/2019 at 9.00 am and ends on 29/09/2019 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 23, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

(II) Procedure :

The instructions for shareholders voting electronically are as under:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) 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 Postal Ballot / Attendance 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.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) 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.
- (xix) 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.

(III) The Company has appointed Mr. Sanjay Dholakia, Practicing Company Secretary (Membership Number FCS 2655) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

(IV) 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.

By Order of the Board
For RAMA PETROCHEMICALS LTD

Place: Mumbai
Date : August 12, 2019

R.D. JOG
COMPANY SECRETARY

Corporate Office ;
51-52, Free Press House,
Nariman Point, Mumbai 400021
Tel: 91 22 22834123
Fax: 91 22 22049946
CIN No. L23200MH1985PLC035187
E-mail: rama@ramagroup.co.in
Website: www.ramapetrochemicals.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 WITH REFERENCE TO THE NOTICE CONVENING THE THIRTY THIRD ANNUAL GENERAL MEETING OF THE COMPANY.

ITEM NO 2

Mr. D. N. Singh (DIN 00021741) retires by rotation at the forthcoming Annual General Meeting and is eligible for reappointment. A special Resolution is proposed for his reappointment since he is 76 years of age, in view of the SEBI (LODR) Regulations, 2018 which requires the consent of Members by way of Special Resolution for appointment or continuation of a Non-Executive Director beyond the age of seventy five years.

Except Mr. D. N. Singh being the appointee, 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.

ITEM NO 3

M/s Dayal and Lohia, Chartered Accountants, were appointed as the Statutory Auditors of the Company for a period of one year at the Annual General Meeting held on September 25, 2018 till the conclusion of the next Annual General Meeting. The approval of the Members is therefore being sought for appointment of M/s Dayal and Lohia, Chartered Accountants, as the Statutory Auditors for a period of one year from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Board in consultation with the Auditors. None of the Directors, Key Managerial Personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.

ITEM NO 4

Mr. S.S. Arora (DIN 00033825) was appointed as an Additional Director, on the recommendation of the Nomination and Remuneration Committee, by the Board of Directors on November 5, 2018 and holds office as a Director up to the date of the forthcoming Annual General Meeting.

It is proposed to appoint Mr. S.S. Arora as an Independent Director not liable to retire by rotation for a term of five years. The Company has received a notice in writing from a member proposing the candidature of Mr. S.S. Arora for the office of Director.

Mr. S.S. Arora is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

In the opinion of the Board, Mr. S.S. Arora fulfils the conditions specified in Section 152 of the Act and rules made there under for his appointment as Independent Director of the Company.

The Company has also received declaration from Mr. S.S. Arora that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Rules made thereunder.

The draft letter of appointment of Mr. S.S. Arora as an Independent Director setting out terms and conditions is open for inspection at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all days except Saturdays, Sundays and holidays, until the date of the Annual General meeting or any adjournment thereof

Mr. S.S. Arora holds 101465 Equity Shares of the Company.

Except Mr. S.S. Arora being the appointee, 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.

ITEM NO. 5

Mr. B. L. Khanna (DIN 00841927) was appointed as an Additional Director, on the recommendation of the Nomination and Remuneration committee, by the Board of Directors on March 28, 2019 and holds office as a Director up to the date of the forthcoming Annual General Meeting.

It is proposed to appoint Mr. B. L. Khanna as an Independent Director not liable to retire by rotation for a term of five years. The Company has received a notice in writing from a member proposing the candidature of Mr B. L. Khanna for the office of Director.

Mr. B. L. Khanna is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

In the opinion of the Board, Mr. B. L. Khanna fulfils the conditions specified in Section 152 of the Act and rules made there under for his appointment as Independent Director of the Company.

The Company has also received declaration from Mr. B. L. Khanna that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Rules made thereunder.

The draft letter of appointment of Mr. B. L. Khanna as an Independent Director setting out terms and conditions is open for inspection at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all days except Saturdays, Sundays and holidays, until the date of the Annual General meeting or any adjournment thereof

Mr. B. L. Khanna does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Except Mr. B. L. Khanna being the appointee, 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.

ITEM NO. 6

Mr. R. G. Kulkarni (DIN 03028670) was appointed as an Independent Director of the Company at the Annual General Meeting held on September 23, 2014 for a period of five years up to the conclusion of the 33rd Annual General Meeting in the calendar year 2019.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, have approved the appointment of Mr R. G. Kulkarni as an Independent Director not liable to retire by rotation for a further term of five years up to August 11, 2024.

The Company has received a notice in writing from a member under the provisions of Section 160 of the Act, proposing the candidature of Mr R. G. Kulkarni for the office of Director.

Mr. R. G. Kulkarni is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

In the opinion of the Board, Mr. R. G. Kulkarni fulfils the conditions specified in Section 152 of the Act and rules made there under for his appointment as Independent Director of the Company.

The Company has also received declaration from Mr. R. G. Kulkarni that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Rules made thereunder.

The draft letter of appointment of Mr. R. G. Kulkarni as an Independent Director setting out the terms and conditions is open for inspection at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all days except Saturdays, Sundays and holidays, until the date of the Annual General meeting or any adjournment thereof

Mr. R. G. Kulkarni holds 2 Equity Shares of the Company.

Except Mr. R. G. Kulkarni being the appointee, 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.

ITEM NO. 7

The Board of Directors of the Company at their meeting held on November 5, 2018 have appointed Mr. H. D. Ramsinghani as the Managing Director for a period of Three Years from November 5, 2018.

The material terms and conditions of his reappointment, as set out in the draft Agreement between the Company and Mr. H. D. Ramsinghani are as follows:

Designation	: Managing Director
Date of appointment	: November 5, 2018
Effective date of Appointment	: November 5, 2018
Period of appointment	: Three years from November 5, 2018

Remuneration

- (a) Salary: Consolidated Salary of Rs 3,00,000/- per month
- (b) Perquisites and Allowances:

In addition to salary, the following perquisites / allowances shall be allowed to the Whole Time Director.

CATEGORY – A

- (i) The Company shall contribute towards Provident Fund/ Superannuation Fund / Annuity Fund etc. or pay allowance in lieu thereof as per rules of the Company.
- (ii) The Company shall pay Gratuity as per rules of the Company.
- (iii) Privilege Leave on full pay and allowances, as per rules of the Company but not more than one month's leave for every eleven months of service. However, the leave accumulated but not availed of will be allowed to be encashed at the end of the term.
- (iv) Benefit of Sick Leave in accordance with the rules of the Company.

The above shall not be included in the computation of ceiling on remuneration or perquisites for the purpose of Schedule V of the Companies Act, 2013.

CATEGORY – B

- (i) The Company shall provide a car at the entire cost of the Company for use on Company's business and the same will not be considered as perquisites.
- (ii) The Company shall provide telephone(s) and other communication facilities at the residence of the Managing Director at the entire cost of the Company.

Other Terms

- a) The appointee shall not be entitled to sitting fees for attending the meetings of the Board and/or committees thereof.

- b) The appointee shall not as long as he continues to be the Managing Director of the Company become interested or otherwise concerned directly or indirectly in any selling agency without the approval of the members, if required.

The remuneration as above including perquisites shall nevertheless be paid as minimum remuneration in the event of absence or inadequacy of profits in any financial year subject to the condition that the remuneration shall not without the prior approval of the Central Government, if required, exceed the limits specified in Section II of Part II of Schedule V of the Companies Act, 2013 computed on the basis of the Effective Capital of the Company as defined in the explanation I under Para 2 of Section IV of Part II to Schedule V of the Companies Act, 2013 as in force for the time being or as may be amended from time to time.

Mr. H. D. Ramsinghani (DIN 00035416) is also the Managing Director of Rama Phosphates Limited and hence the aggregate remuneration that he will be entitled to receive from both the companies shall not, without the prior approval of the Central Government if required, exceed the higher maximum limit admissible from any one of the Companies in accordance with the provisions of Section V of Schedule V of the Companies Act, 2013.

By Order of the Board
For RAMA PETROCHEMICALS LTD

Place: Mumbai

Date : August 12, 2019

Corporate Office ;

51-52, Free Press House,

Nariman Point, Mumbai 400021

Tel: 91 22 22834123

Fax: 91 22 22049946

CIN No. L23200MH1985PLC035187

E-mail: rama@ramagroup.co.in

Website: www.ramapetrochemicals.com

R.D. JOG

COMPANY SECRETARY

INFORMATION PURSUANT TO SEBI (LODR) REGULATIONS, 2015

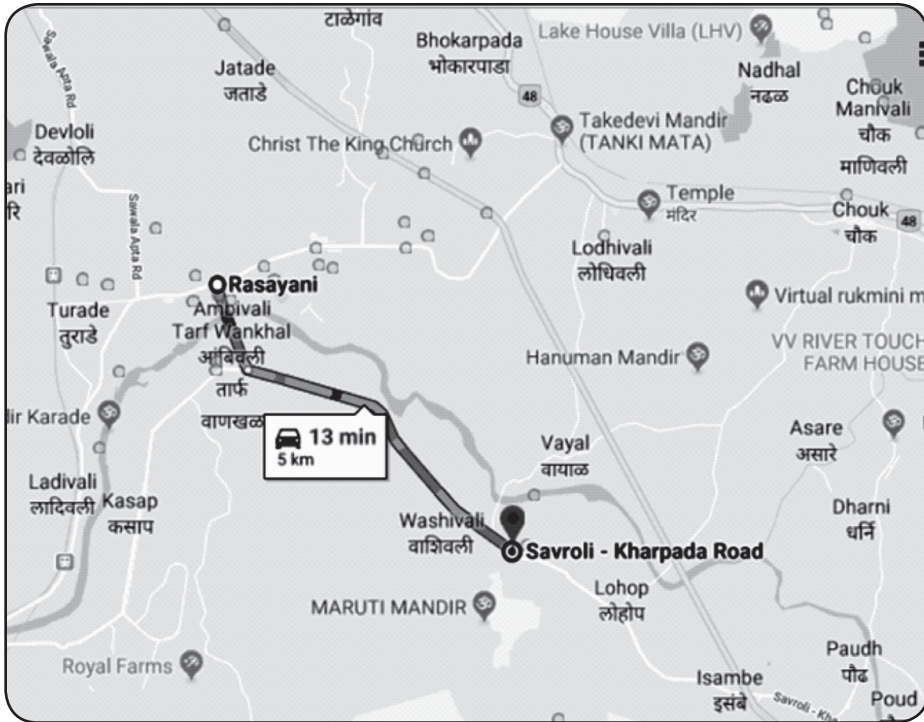
As required under the SEBI (LODR) Regulations, 2015, the particulars of Directors who are proposed to be Appointed/Re-appointed at the forthcoming Annual General Meeting are as under:

Sr. No.	Names of the Directors	Mr. D. N. Singh	Mr. S. S. Arora	Mr. B. L. Khanna	Mr. R. G. Kulkarni	Mr. H. D Ramsinghani
1.	DIN	00021741	00033825	00841927	03028670	00035416
2.	Date of Birth	01/07/1943	12/08/1961	02/12/1946	16/01/1959	08/01/1962
3.	Qualifications	B.Sc.(Chemical Engineering)	B.Com	Chartered Accountant	B Tech, DBM and has done a Middle Management Course from IIM (Ahmedabad)	B.com (Bombay University) MBA (U.S.A.)
4.	No. of Equity shares held (as on 31.03.2019)	10998	101465	NIL	2	10
5.	Brief Profile	Mr. D. N. Singh is a Chemical Engineer from Banaras Hindu University and has over 48 years of experience in the field of Chemicals and Petrochemicals. He has held senior positions in several companies viz. Synthetics and Chemicals Ltd., Cyanides and Chemicals Co., Alkyl Amines Chemicals Ltd. etc.	Mr. S. S. Arora is a Commerce Graduate and has over 34 years of rich and varied experience in the field of Textiles, Fertilizers and Petrochemicals.	Mr. B L Khanna is a Chartered Accountant and has over 45 years of rich and varied experience in the field of Finance and Business Management.	Mr. R G Kulkarni has more than 36 years of rich and varied experience in the field of oil seeds processing and poultry feed business.	Mr. H. D Ramsinghani has done his Post Graduation in Management from USA and has over 35 years of rich and varied experience in the field of Textiles, Petrochemicals and Fertilizers.
6	Date of first Appointment in current designation	05/11/2018	05/11/2018	28/03/2019	23/09/2014	05/11/2018
7	List of other Directorships (excluding Foreign Company)	<ul style="list-style-type: none"> - Rainbow Denim Ltd. - Rama Phosphates Ltd. - Rama Industries Ltd. - Accord Agrotech Pvt. Ltd. 	<ul style="list-style-type: none"> - Rainbow Denim Ltd. 	<ul style="list-style-type: none"> - Uttam Value Steels Limited - ARR Maritime International Terminals (India) Pvt. Ltd. - Rainbow Denim Limited - Bansal Properties Pvt. Ltd. - Rama Industries Limited 	<ul style="list-style-type: none"> - Rainbow Denim Ltd. - Rama Industries Ltd. - Rainbow Agri Industries Ltd. - Integrated Port Services (India) Ltd. - Rama Capital and Fiscal Services Pvt. Ltd. - Replica Investments and Estates Ltd. 	<ul style="list-style-type: none"> - Rainbow Denim Limited - Rainbow Agri Industries Ltd. - Rama Industries Ltd. - Rama Phosphates Ltd - Nova Glicon Pvt. Ltd. - Rama Capital & Fiscal Services Pvt. Ltd. - Jupiter Corporate Services Pvt. Ltd. - Blue Lagoon Inv. Pvt. Ltd

Sr. No.	Names of the Directors	Mr. D. N. Singh	Mr. S. S. Arora	Mr. B. L. Khanna	Mr. R. G. Kulkarni	Mr. H. D. Ramsinghani
8	Membership/ Chairmanship of other Public Companies (includes only Audit Committee and Stakeholder Relationship Committee)	<p>Member</p> <ul style="list-style-type: none"> - Rama Phosphates Ltd – Audit and Stakeholder Committee - Rainbow Denim Ltd. – Audit and Stakeholder Relationship Committee <p>Chairman</p> <ul style="list-style-type: none"> - Rama Phosphates Ltd. – Stakeholder Relationship Committee - Rainbow Denim Ltd. – Audit & Stakeholder relationship Committee 	<p>Member</p> <ul style="list-style-type: none"> - Rainbow Denim Ltd – Stakeholder Relationship Committee <p>Chairman</p> <p>NIL</p>	<p>Member</p> <ul style="list-style-type: none"> - Rama Industries Ltd - Audit Committee - Uttam Value Steels Limited - Audit and Stakeholder Relationship Committee <p>Chairman</p> <ul style="list-style-type: none"> - Uttam Value Steels Limited – Audit Committee 	<p>Member</p> <ul style="list-style-type: none"> - Rama Industries Limited – Audit Committee - Rainbow Denim Ltd. – Audit Committee <p>Chairman</p> <ul style="list-style-type: none"> - Rama Industries Ltd – Audit Committee 	<p>Member</p> <ul style="list-style-type: none"> - Rama Phosphates Ltd – Audit and Stakeholder Relationship Committee - Rama Industries Ltd. – Audit Committee - Rainbow Agri Industries Ltd. – Audit Committee - Rainbow Denim Ltd. – Audit and Stakeholder Relationship Committee <p>Chairman</p> <p>NIL</p>
9	Relationships, if any between Directors and other Key Managerial Personnel	He is not related with any Director and Key Managerial Personnel of the Company.	He is not related with any Director and Key Managerial Personnel of the Company.	He is not related with any Director and Key Managerial Personnel of the Company.	He is not related with any Director and Key Managerial Personnel of the Company.	Related to Mrs. N. H Ramsinghani.

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

Venue : Savroli Kharpada Road, Village Washivali, P.O. Patalganga, Taluka Khalapur, Dist. Raigad 410 220



DIRECTOR'S REPORT

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

FINANCIAL RESULTS**(₹ in lacs)**

	STANDALONE		CONSOLIDATED	
	YEAR ENDED 31.03.2019	YEAR ENDED 31.03.2018	YEAR ENDED 31.03.2019	YEAR ENDED 31.03.2018
Profit/(Loss) before Depreciation	134.87	361.50	129.75	361.59
Depreciation	2.38	2.61	2.57	2.80
Profit/(Loss) before tax and extraordinary items	132.49	358.89	127.18	358.79
Extraordinary Items	Nil	Nil	Nil	Nil
Profit/(Loss)) for the year	132.49	358.89	127.18	358.79
Other comprehensive income /(expense)	(0.71)	0.89	(0.71)	0.89
Total Comprehensive Profit/(Loss) for the year	131.78	359.78	126.47	359.68

BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR AND THE STATE OF COMPANY'S AFFAIRS

There was no production or sale of Methanol during the year under review. The manufacturing operations of the Company continued to be suspended during the entire year under review. The segment wise details are given in the notes forming part of the Accounts.

DIVIDEND

Your Directors regret their inability to recommend any dividend for the year under review. No appropriation has been made to any specific reserve during the year under review. Dividend Distribution Policy is not applicable to the Company.

As the Company has not declared any dividend since the year 1988, there are no amounts which are required to be transferred to the IEPF Account as on the date of this Report.

SHARE CAPITAL

There was no change in the Equity share capital structure of the Company during the year under review. The Company does not have an Employee Stock Option Scheme nor are there any shares which are held in trust for the benefit of employees of the Company.

The Company does not have outstanding Warrants or Debt instruments as on the date of the Report and hence Credit Rating provisions are not applicable.

REGISTERED OFFICE

During the year under review the Registered Office of the Company was shifted from 51/52, Free Press House, Nariman Point, Mumbai - 400 021 to Savroli Kharpada Road, Village Vashivali, P.O. Patalganga, Taluka Khalapur, Dist. Raigad 410220 Maharashtra.

FUTURE PROSPECTS

Future of methanol plants in the country depends upon the availability of feed stock viz. natural gas from domestic production at competitive prices. In the absence of this the demand of methanol is being met by imports because the domestic plants are not being operated due to feed stock constraints.

CORPORATE GOVERNANCE

A Report on Corporate Governance along with the Auditor's Certificate regarding Compliance of the conditions of Corporate Governance pursuant to Regulation 34 of SEBI (LODR) Regulations, 2015 is annexed hereto.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) of the Companies Act, 2013 the Directors confirm that:

1. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
2. Appropriate policies have been selected and applied consistently and have 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 March 31, 2019 and the profit of the Company for the year ended March 31, 2019;
3. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 and for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. The annual accounts have been prepared on a going concern basis;
5. Internal financial controls to be followed by the Company have been laid down and that such internal financial controls are adequate and were operating effectively; and
6. Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and are operating effectively.

AUDIT COMMITTEE

The Company has constituted an Audit Committee comprising of the following Directors viz., Mr. R. G. Kulkarni - Chairman, Mr. H. D. Ramsinghani and Mr. S.S. Arora. All the members of the Audit Committee are financially literate and have experience in financial management. The Audit Committee acts in accordance with the terms of reference specified from time to time by the Board. There were no instances when the recommendations of the Audit Committee were not accepted by the Board during the year under review.

OTHER COMMITTEES

The Stakeholders Relationship Committee which presently consists of Mr. S.S. Arora (Chairman), Mrs. N. H. Ramsinghani and Mr. R. G. Kulkarni.

The Risk Management Committee which presently consists of Mr. H. D. Ramsinghani (Chairman), Mr. D N Singh and Mr. R. G. Kulkarni. The Board has formulated a Risk Management Policy covering various risks associated with the business of the Company.

The Nomination and Remuneration Committee comprising of Mr R.G. Kulkarni (Chairman), Mr. H.D. Ramsinghani and Mr. S. S. Arora.

The Company has not constituted a Corporate Social Responsibility Committee as the Company does not fulfill the prescribed criteria.

DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

Rama Capital and Fiscal Services Pvt Ltd is a wholly owned subsidiary of the Company which is engaged in the business of providing financial services. The turnover of the subsidiary during the year under review was

₹ 4,02,889/- and the loss after tax was ₹ 5,30,973/-. There were no other entities which became or ceased to be subsidiaries, associates or joint ventures during the year under review.

DISCLOSURES

Information relating to the conservation of energy, technology absorption, foreign exchange earnings and outgo to the extent applicable, is annexed hereto as Annexure A and forms a part of this Report.

The Managing Director was paid a remuneration of ₹ 14.60 lakh during the year under review. No remuneration was paid to the non-executive Directors other than sitting fees for attending meetings of the Board or committees thereof. The 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 is annexed hereto as Annexure B and forms a part of the Report. The details pertaining to remuneration as required under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed hereto as Annexure C and forms a part of the Report.

Details of loans, guarantees and investments, if any, are given under the Notes to Financial Statements.

All transactions entered in to with Related Parties during the year under review were in the ordinary course of business and at an arms length at prevailing market rates.

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

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

No material changes or commitments affecting the financial position of the Company occurred between the end of the financial year to which the financial statements relate and to the date of this report.

The Company has formulated a Whistle Blower Policy under which all personnel have access to the Audit Committee to report genuine concerns or grievances relating to the business activities of the Company in general.

There were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during the year under review.

DIRECTORS

During the year under review, five Board Meetings were held on May 29, 2018, August 6, 2018, November 5, 2018, February 8, 2019 and March 28, 2019.

Mr. D.N. Singh who ceased to be the Whole Time Director w.e.f. November 5, 2018, retires from the Board of Directors by rotation and is eligible for re-appointment.

Mr. N. R. Joshi has Ceased to be a Director of the Company w.e.f. November 5, 2018. The board places on record its appreciation of the valuable contribution made by Mr. N. R. Joshi during his long association with the Company.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has appointed Mr H.D. Ramsinghani as the Managing Director for a period of three years from November 5, 2018 on the terms and conditions set out in detail in the accompanying Notice of the 33rd Annual General Meeting.

The Board of Directors of the Company have appointed Mr. S.S. Arora (DIN 00033825) as an Additional Director. In accordance with the provisions of sections 161 of the Companies Act, 2013, Mr. S.S. Arora will hold office of the Director up to the date of the forthcoming Annual General Meeting. The Company has received a Notice from a Member pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying the intention to propose the name of Mr. S.S. Arora as a Director of the Company. In accordance with the provisions of sections 149 and 152 of the Companies Act, 2013 and the rules made there under, it is proposed to appoint Mr. S.S. Arora as non executive Independent Director from the date of the forthcoming Annual General Meeting.

The Board of Directors of the Company have appointed Mr. B.L. Khanna (DIN 00841927) as an Additional Director. In accordance with the provisions of sections 161 of the Companies Act, 2013, Mr. B.L. Khanna will hold office of the Director up to the date of the forthcoming Annual General Meeting. The Company has received a Notice from a Member pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying the intention to propose the name of Mr. B.L. Khanna as a Director of the Company. In accordance with the provisions of sections 149 and 152 of the Companies Act, 2013 and the rules made there under, it is proposed to appoint Mr. B.L. Khanna as non executive Independent Director from the date of the forthcoming Annual General Meeting.

Mr. R.G. Kulkarni (DIN 03028670) was appointed as an Independent Director of the Company at the Annual General Meeting held on September 23, 2014 for a period of five years up to the conclusion of the 33rd Annual General Meeting in the calendar year 2019. The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, have approved the appointment of Mr. R.G. Kulkarni as an Independent Director not liable to retire by rotation for a further term of five years up to August 11, 2024. The Company has received a notice in writing from a member under the provisions of Section 160 of the Act, proposing the candidature of Mr. R.G. Kulkarni for the office of Director.

All Independent directors have given declarations that they meet the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI (LODR) Regulations, 2015.

None of the Directors are disqualified from being appointed / reappointed as Directors of the Company as per the disclosures filed by the Directors with the Company.

The Board of Directors has framed a policy in relation to remuneration of directors, Key Managerial Personnel and Senior Management and it lays down criteria for selection and appointment of Board Members. The details of the policy are available on the website of the Company www.ramapetrochemicals.com.

The independent Directors of the Company are informed about their roles, rights, responsibilities in the Company and also about the nature of the industry in which company operates and other related matters. The details of the familiarization program are available on the website of the Company www.ramapetrochemicals.com.

The performance evaluation of the Board of Directors as a Whole was carried out by the Directors of the Company in their meeting held on February 8, 2019. The criterion for evaluation are available on the website of the Company www.ramapetrochemicals.com.

AUDITORS

M/s. Dayal & Lohia, the Auditors of the Company retire at the conclusion of the forthcoming Annual General Meeting and being eligible offer themselves for reappointment. The Company has received a certificate from them certifying that their appointment, if made, would be in compliance with all the applicable provisions of the Companies Act, 2013.

STATUTORY AUDITORS REPORT

Your Directors refer to the observations made by the Auditors in their Report and wish to state that the management expects that the Company would be able to continue its operations in the foreseeable future in the normal course of business and hence, the accounts have been prepared on a going concern basis. In view of the above the impact of the observations on the financial statements for the year under review is not ascertainable.

INTERNAL AUDIT

The Company has appointed M/s. H. G. Sarvaiya & Co., Chartered Accountants as the Internal Auditors and their scope of work includes review of processes, operational efficiency and effectiveness of systems and processes and assessment of adequacy of internal controls and safeguards apart from specific operational areas as per the directions of the Audit Committee. The findings of the Internal Auditor are reviewed by the Audit Committee at each meeting and corrective measures are taken from time to time as per the directions of the Audit Committee.

CORPORATE SOCIAL RESPONSIBILITY

The provisions relating to Corporate Social Responsibility do not apply to the Company as the Company does not meet the criteria laid down in of Section 135 of the Companies Act, 2013.

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 and 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. There were no frauds reported by the Auditors of the Company as on the date of this Report.

SECRETARIAL AUDIT

Pursuant to the provisions of section 204 of the Companies Act, 2013 and the Rules made thereunder, the Company has appointed Mr. Jignesh M Pandya & Co. (Membership No. ACS 7346/CP 7318) to undertake the Secreterial Audit of the Company. The Secreterial Audit Report is annexed hereto as Annexure D and forms a part of this Report. The Report does not contain any qualifications.

COST AUDIT

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 as amended till date, the Company was not required to undertake an audit of the cost records for the year under review.

EXTRACT OF ANNUAL RETURN

The extract of the Annual Return in Form MGT 9 pursuant to the provisions of Section 92 of the Companies Act, 2013 is annexed hereto as Annexure E and forms a part of this Report.

WEB ADDRESS

The Annual Return referred to in Section 92(3) of the Companies act, 2013 and other details about the Company are available on the website of the Company www.ramapetrochemicals.com.

FIXED DEPOSITS

The Company has not accepted any public deposits and as such no amount on account of principal or interest on public deposits was outstanding as on the date of the Balance Sheet.

SAFETY, ENVIRONMENTAL CONTROL & PROTECTION

The Company has taken all the necessary steps for safety and environmental control and protection.

INDUSTRIAL RELATIONS

The Industrial Relations remained cordial during the year under review.

ACKNOWLEDGEMENT

Your Directors sincerely record their appreciation with gratitude for the continued support and assistance extended to the Company by the Banks and various Government Departments and Agencies.

For and on behalf of the Board

Place : Mumbai
Date : August 12, 2019

H. D. RAMSINGHANI
CHAIRMAN AND MANAGING DIRECTOR
DIN : 00035416

ANNEXURE A TO BOARD REPORT

PARTICULARS RELATING TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND ADAPTATION AND FOREIGN EXCHANGE EARNING AND OUTGO

I. CONSERVATION OF ENERGY :

- A. Energy conservation measures taken :
- B. Additional investment proposals, if any, being implemented for reduction of consumption of energy :
- C. Impact of measures at (A) and (B) above for reduction of Energy Consumption and consequent impact on the cost of production of goods :

Not Applicable as the Plant was closed during the entire year under review.

- D. Particulars with respect to energy consumption per unit of production:

a) POWER AND FUEL CONSUMPTION	2018-2019	2017-2018
1) ELECTRICITY :		
A) Purchased (MSEB) Units (in Thousand) Total cost (₹ in lacs) Rate per Unit (₹)	56.740 7.28 12.83	67.919 6.61 9.73
B) Own Generation :		
Through Diesel Generation Units (in Thousand) Units/KL of Diesel Cost/Unit (₹)	NIL NIL NIL NIL	NIL NIL NIL NIL
Through Steam Turbine/Generator Units (in Thousand) Units/Lt Of Fuel Oil, Gas Cost/Unit	N.A N.A NIL N.A.	N.A N.A NIL N.A
2) COAL	NIL	NIL
3) FURNACE OIL	NIL	NIL
b) CONSUMPTION PER UNIT OF PRODUCTION		
Consumption/ton of Methanol Electricity (KWH) Furnace Oil Coal Other – Diesel Oil (KL)	N.A N.A N.A N.A N.A	N.A N.A N.A N.A N.A

II. TECHNOLOGY ABSORPTION :

A. RESEARCH AND DEVELOPMENT (R & D)

- a) Specific areas in which R & D is carried out by the Company :
- b) Benefits derived as a result of R & D :
- c) Future Plan of Action :

Not Applicable as the Plant was closed during the entire year under review.

d) Expenditure on R & D

	(₹ in lacs)
i) Capital	NIL
ii) Recurring	NIL
iii) Total	NIL
iv) Total R & D expenditure as a percentage of total turnover	N.A.

B. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION :

a) Efforts in brief made towards technology absorption, adaptation and innovation :

b) Benefits derived as a result of above efforts :

Not Applicable as the Plant was closed during the entire year under review.

c) Information of Imported Technology :

Technology Imported: Low pressure technology for manufacture of Methanol from M/s. Lurgi GmbH, Germany.

Year of Import : 1987 – 88

Whether the technology has been fully absorbed.

In terms of the scope of agreement with the technical collaborator, the technology has been fully absorbed.

III. FOREIGN EXCHANGE EARNINGS AND OUTGO:

	(₹ in lacs)
Foreign Exchange used	NIL
Foreign Exchange earned	NIL

For and on behalf of the Board

Place : Mumbai
Date : August 12, 2019

H. D. RAMSINGHANI
CHAIRMAN AND MANAGING DIRECTOR
DIN : 00035416

**ANNEXURE 'B' TO BOARD 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.	Ratio of the remuneration of the Managing Director to the median remuneration of the employees of the company for the financial year was 8.27:1
(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.	The percentage increase in remuneration was in line with Industry Standards.
(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 12.53%
(iv) The number of permanent employees on the rolls of company;	8
(v) 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 in salaries of other employees was in line with percentage increase in the managerial remuneration as per Industry Standards.
(vi) Affirmation that the remuneration is as per the remuneration policy of the company.	The remuneration is as per the remuneration policy of the company.

For and on behalf of the Board

Place : Mumbai
 Date : August 12, 2019

H. D. RAMSINGHANI
CHAIRMAN AND MANAGING DIRECTOR
DIN : 00035416

ANNEXURE 'C' TO BOARD REPORT

**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 ₹ 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 ₹ 8,50,000/- p m. - NIL
- C. Details of Top 10 employees in terms of remuneration drawn as on 31.03.2019 will be provided on request

For and on behalf of the Board

H. D. RAMSINGHANI
CHAIRMAN AND MANAGING DIRECTOR
DIN : 00035416

Place : Mumbai
Date : August 12, 2019

ANNEXURE 'D' 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 PETROCHEMICALS LIMITED
Mumbai.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **RAMA PETROCHEMICALS 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:

The manufacturing operations of the Company are suspended from the year 1999.

- 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, 2015;
 - (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 (Share Based Employee Benefits) Regulations, 2014 ; 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 proposal 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) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 - The Company has complied with the various applicable provisions of Listing Agreement/ Listing Regulations.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations and Guidelines mentioned above, the Company had appointed Mr. H. D. Ramsinghani as Chief Financial Officer (CFO) and Mr. Ratandeep Dattatraya Jog as Company Secretary (CS) wef 28-03-2019.

I further report that:

Subject to our observation in para B (ii), 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.

Date: August 12, 2019

Place: Mumbai

(JIGNESH M. PANDYA)
Practising Company Secretary
Proprietor
Membership No. A7346 /CP No. 7318

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. The Petroleum Act, 1934
4. Indian Explosives Act, 1984
5. Bombay Village Panchayat Act, 1958
6. 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.;
7. Acts prescribed under prevention and control of pollution;
8. Acts prescribed under Environmental protection;
9. Acts as prescribed under Direct Tax and Indirect Tax;
10. Land Revenue laws of respective States;
11. Labour Welfare Act to respective States;
12. Trade Marks Act 1999 & Copy Right Act 1957;
13. The Legal Metrology Act, 2009;
14. Acts as prescribed under Shop and Establishment Act of various local authorities.
15. Local Laws as applicable to various offices and plants;
16. The Competition Act, 2002;
17. Boiler Act, 1923.
18. The Companies Act, 2013
19. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
20. Reserve Bank of India Act, 1934
21. FEMA ACT
22. Goods and Services Tax Act, 2017 (GST)
23. Customs Act, 1962
24. Income Tax Act, 1961 and Income Tax Rules, 1962
25. Depositories Act, 1996 and SEBI (Depositories and Participants) Regulation, 1996
26. SEBI Act 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.
27. SEBI LODR Regulations 2015
 28. Payment of Bonus Act, 1965 and Payment of Bonus Rules, 1975
 29. Payment of Gratuity Act, 1972
 30. Payment of Wages Act, 1936

For JIGNESH M.PANDYA & CO.

(JIGNESH M. PANDYA)
Practising Company Secretary
Proprietor
Membership No. A7346 /CP No. 7318

Date: August 12, 2019
Place: Mumbai

Annexure II

To,
The Members,
RAMA PETROCHEMICALS 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.
7. I have reported, in my audit report, only those non-compliances which in my opinion, are material and having major bearing on financials of the Company.

For JIGNESH M.PANDYA & CO.

(JIGNESH M. PANDYA)
Practising Company Secretary
Proprietor
Membership No. A7346 /CP No. 7318

Date: August 12, 2019
Place: Mumbai

MANAGEMENT DISCUSSION AND ANALYSIS

1. INDUSTRY STRUCTURE AND DEVELOPMENTS

Though the methanol requirement in the country is increasing, no new plants are coming up and also the existing plants are not operating to their capacity due to non-availability of feed stock viz. natural gas at competitive prices. As methanol is a building block chemical, some policy frame work by Govt. of India is needed in support of methanol manufacturing companies.

2. OPPORTUNITIES AND THREATS

Since the domestic demand for methanol is being fulfilled by import, there is good opportunity of starting the plant but viability will be only on natural gas as feed stock which is not available as of now.

3. SEGMENTWISE PERFORMANCE

The segment wise details as required by IND AS - 108 are given in the notes forming part of the Accounts.

4. OUTLOOK

Domestic methanol industry outlook is good provided natural gas is provided at competitive price.

5. RISKS AND CONCERNS

Availability of natural gas to our industry from domestic supply is only after meeting the requirements of priority sectors, like fertilizer, power and city gas distribution. As such there is huge shortage of gas for these sectors. Therefore, the availability of gas to our sector would be after meeting the requirement of priority sector.

6. INTERNAL CONTROL SYSTEMS

The Company has an adequate system of internal controls that ensures that all assets are protected against loss from unauthorized use or disposition and all transactions are recorded and reported in conformity with generally accepted accounting principles.

7. FINANCIAL PERFORMANCE

During the year under review there was no production and sales as the operations of the Methanol unit remained suspended. The profit for the year after extra ordinary items is ₹ 131.78 lakhs as compared to a profit of ₹ 359.78 lakhs in the previous year.

8. SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

	Standalone		Consolidated	
	31.03.2019	31.03.2018	31.03.2019	31.03.2018
Debtors turnover ratio	0.01	0.01	0.01	0.01
Inventory turnover ratio	0.46	0.50	0.46	0.50
Interest coverage ratio (Earning before interest and tax / finance cost)	3.13	16.83	3.05	16.82
Current ratio	0.64	1.01	0.65	1.01
Debt Equity ratio	(0.47)	(0.51)	(0.49)	(0.64)
Operating margin ratio (operating profit = profit before tax + depreciation + finance cost+loss on disposal of property, plant - other income/ revenue from operation)	(8.17)	(2.75)	(8.31)	(2.74)
Net Profit Margin (Profit for the year / revenue from operation)	6.47	6.01	6.01	5.96
Return on Net worth (profit for the year/Total Equity)	0.13	0.34	0.12	0.34

Reason for variance : The plant is under shutdown during current and previous year. The nature of income in both the year are of difference nature hence the ratio's are not comparable.

9. HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The Human Resources and Industrial relations remained cordial during the year under review.

10. CAUTIONARY STATEMENT

Statements in this Report on Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions are based on certain assumptions and expectations of future events. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include domestic and global prices of Methanol/Naphtha, changes in Government regulations, future availability of gas, litigation and industrial relations. The Company assumes no responsibility to amend, modify or revise any of the statements on the basis of subsequent developments, information or events.

For and on behalf of the Board

Place : Mumbai
Date : August 12, 2019

H. D. RAMSINGHANI
CHAIRMAN AND MANAGING DIRECTOR
DIN : 00035416

ANNEXURE E TO BOARD REPORT

FORM MGT - 9

EXTRACT OF ANNUAL RETURN AS ON MARCH 31, 2019

I. REGISTRATION AND OTHER DETAILS:

i)	CIN:	L23200MH1985PLC035187
ii)	Registration Date [DDMMYY]	28/01/1985
iii)	Name of the Company	Rama Petrochemicals Limited
iv)	Category/ Sub Category of the Company	Public Company limited by shares
v)	Address of Registered office and contact details	Savroli Kharpada Road, Village Vashivalli, P O Patalganga, Taluka Khalapur, District Raigad 410220
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 Tel: 022-49186000, Fax: 022 - 49186060

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

SN	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Methanol	20119	100*

* Presently, there is no sale of Methanol as the Plant is closed.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SR. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE
1	RAMA CAPITAL AND FISCAL SERVICES PVT. LTD. 51-52, Free Press House, Nariman Point, Mumbai 400021.	U67120MH1993PTC072255	Wholly owned Subsidiary

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 [As on 31-March-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
a) Individual/ HUF	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
b) Central Govt	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
c) State Govt(s)	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
d) Bodies Corp.	2484890	Nil	2484890	23.73	2484890	Nil	2484890	23.73	Nil
e) Banks / FI	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
f) Any other (Directors & Relatives)	11008	Nil	11008	0.11	11008	Nil	11008	0.11	Nil
Sub-total (A)(1)	2495898	Nil	2495898	23.8 4	2495898	Nil	2495898	23.84	Nil
(2) Foreign									
a) NRI-Individuals	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
b) Other-Individuals	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
c) Bodies Corp.	3040000	Nil	3040000	29.04	3040000	Nil	3040000	29.04	Nil
d) Banks/FI	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
e) Any Other (Directors & relatives)	41045	Nil	41045	0.39	41045	Nil	41045	0.39	Nil
Sub-total (A) (2)	3081045	Nil	3081045	29.43	3081045	Nil	3081045	29.43	Nil
Total shareholding of Promoter (A) = (A) (1)+(A)(2)	5576943	Nil	5576943	53.27	5576943	Nil	5576943	53.27	Nil
B. Public Shareholding									
I. Institutions	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
a) Mutual Funds	Nil	7100	7100	0.07	Nil	7100	7100	0.07	Nil
b) Banks / FI	5700	4900	10600	0.10	5700	4900	10600	0.10	Nil
c) Central Govt	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
d) State Govt(s)	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
e) Venture Capital Funds	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
f) Insurance Companies	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
g) FIIs	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
h) Foreign Venture Capital Funds	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
i) Others (specify)	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
Sub-total (B)(1)	5700	12000	17700	0.17	5700	12000	17700	0.17	Nil
2. Non-Institutions									
a) Bodies Corp.	107214	41300	148514	1.42	102567	40900	143467	1.37	(0.05)
i) Indian	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
ii) Overseas	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
b) Individuals	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	1846148	1473870	3320018	31.71	1869832	1428670	3298502	31.51	(0.20)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1235974	Nil	1235974	11.81	1240673	Nil	1240673	11.85	0.04
c) Others (specify)-HUF	65885	NIL	65885	0.63	64646	NIL	64646	0.63	(0.01)
Non Resident Indians	74485	27000	101485	0.97	75645	27000	102645	0.97	0.00
Overseas Corporate Bodies	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
Foreign Nationals	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
Clearing Members	2781	Nil	2781	0.02	24724	Nil	24724	0.24	0.22
Trusts	100	Nil	100	0.00	100	Nil	100	0.00	0.00
Foreign Bodies - D R	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
Sub-total (B)(2)	3332587	1542170	4874757	46.56	3378187	1496570	4874757	46.56	0.00
Total Public Shareholding (B)=(B)(1)+ (B)(2)	3338287	1554170	4892457	46.73	3383887	1508570	4892457	46.73	0.00
C. Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
Grand Total A+B+C)	8915230	1554170	10469400	100	8960830	1508570	10469400	100	Nil

ii) Shareholding of Promoter :

SN	Shareholder's Name	Shareholding at the beginning of the year			Share holding 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	Blue Lagoon Investments Pvt Ltd	1655	0.02	Nil	1655	0.02	Nil	Nil
2	D. N. Singh	10998	0.10	Nil	10998	0.10	Nil	Nil
3	H. D. Ramsinghani	10	0.00	Nil	10	0.00	Nil	Nil
4	Silver eagle Inc	3000000	28.67	Nil	3000000	28.67	Nil	Nil
5	Silver Eagle Inc	40000	0.38	Nil	40000	0.38	Nil	Nil
6	Jupiter Corporate Services Pvt Ltd	634330	6.06	Nil	634330	6.06	Nil	Nil
7	Libra Mercantile Private Limited	1404401	13.41	12.98	1404401	13.41	12.98	Nil
8	Prarabdha Trading Co. Private Limited	335	0.00	Nil	335	0.00	Nil	Nil
9	Lajwanti D. Ramsinghani	41045	0.39	Nil	41045	0.39	Nil	Nil
10	Rainbow Agri Inds Ltd	136869	1.31	Nil	136869	1.31	Nil	0.00
11	Rama Phosphates Ltd	307100	2.93	Nil	307100	2.93	Nil	Nil
12	Trishul Mercantile Private Limited	200	0.00	Nil	200	0.00	Nil	Nil
	Total	5576943	53.27	12.98	5576943	53.27	12.98	0.00

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

SN		Shareholding at the Beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	5576943	53.27	5576943	53.27
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/sweat equity etc):	NO CHANGE			
	At the end of the year	5576943	53.27	5576943	53.27

iv) Shareholding Pattern of top ten Shareholders:

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

Sr. No.	Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)	Shareholding		Date of transaction	Increase/ Decrease in share-holding	Reason	Cumulative shareholding during the year (01/04/2018 to 31/03/2019)	
		No. of shares at the beginning (01/04/2018)/ end of the year 31/03/2019	% of total shares of the Company				No. of shares	% of total shares of the company
1	R. F. Dadabhoy	2,10,000	2.01		No Change		2,10,000	2.01
		2,10,000	2.01					
2	Madhavi Arora	1,89,552	1.81		No Change		1,89,552	1.81
		1,89,552	1.81					
3	Mohankumar B. B.	92,295	0.88		No Change		92,295	0.88
		92,295	0.88					
4	K. Mohan	56,380	0.54		No Change		56,380	0.54
		56,380	0.54					
5	Sheetal Ramsinghani	53,776	0.51		No Change		53,776	0.51
		53,776	0.51					
6	Prakash M Bhansali	50,483	0.48	13/04/2018	Increase	Purchase	50,583	
		50,000	0.47	20/04/2018	Increase	Purchase	50,625	
				27/04/2018	Increase	Purchase	50,725	
				04/05/2018	Increase	Purchase	50,825	
				18/05/2018	Increase	Purchase	51,058	
				25/05/2018	Decrease	Sale	50,144	
				01/06/2018	Decrease	Sale	50,100	
				15/06/2018	Decrease	Sale	50,000	0.47
7	Abdulkarim Husain Khidir	15,274	0.15	06/04/2018	Decrease	Sale	15,174	
		45,969	0.44	08/06/2018	Increase	Purchase	30,511	
				30/06/2018	Increase	Purchase	31,711	
				29/09/2018	Increase	Purchase	45,969	0.44
8	Rajendra Sagarmal Jain	40,810	0.39		No Change		40,810	0.39
		40,810	0.39					
9.	Ganesh Puri Goswami	46,147	0.44	08/06/2018	Decrease	Sale	41,147	
		32,469	0.31	15/06/2018	Decrease	Sale	36,147	
10.	Deam Consulting Private Limited	27,454	0.26		No Change		27,454	0.26
		27,454	0.26					

v) Shareholding of Directors and Key Managerial Personnel :

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding		Date	Increase/ Decrease in shareholding	Reason	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				No. of shares	% of total shares of the company
1.	D.N. Singh - Director	10998	0.10	N A	No Change	N A	10998	0.10
		10998	0.10	N A				
2.	H.D. Ramsinghani - Managing Director & CFO	10	0.00	N A	No Change	N A	10	0.00
		10	0.00	N A				
3	S.S. Arora - Director	101465	0.96	N.A	No Change	N.A	101465	0.00
		101465	0.96	N.A				
4	R.G. kulkarni - Director	2	0.00	N.A.	No Change	N.A	2	0.00
		2	0.00	N.A.				
5	R. D. Jog	2061	0.02	N.A.	No Change	N.A	2061	0.02
		2061	0.02	N.A.				

V. INDEBTEDNESS

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

(₹ in Lakh)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (01.04.2018)				
i) Principal Amount	335.00	2551.75	Nil	2886.75
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	335.00	2551.75	Nil	2886.75
Change in Indebtedness during the financial year				
Addition	Nil	1455.41	Nil	1455.41
Reduction	Nil	1734.66	Nil	1734.66
Net Change	Nil	(279.25)	Nil	(279.25)
Indebtedness at the end of the financial year (31.03.2019)				
i) Principal Amount	335.00	2272.50	Nil	2607.50
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	335.00	2272.50	Nil	2607.50

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 (₹)
		MD		
		H.D. Ramsinghani		
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1460000		1460000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	16500		16500
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil		Nil
2	Stock Option	Nil		Nil
3	Sweat Equity	Nil		Nil
4	Commission - as % of profit - others, specify...	Nil		Nil
5	Others, please specify	Nil		Nil
	Total (A)	1476500		1476500
	Ceiling as per the Act	N A		N A

B. Remuneration to other directors

Sr. No.	Particulars of Remuneration	Name of Director							Total Amount (₹)
		H. D. Ramsinghani	R. G. Kulkarni	N. H. Ramsinghani	S.S.Arora	N. R. Joshi	D. N. Singh	B. L. Khanna	
1	Independent Directors								
	Fee for attending board/committee meetings	Nil	28,000	Nil	20,000	8,000	4,000	2,000	62,000
	Commission	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total (1)	Nil	28,000	Nil	20,000	8,000	4,000	2,000	62,000
2	Other Non-Executive Directors								
	Fee for attending board committee meetings	4,000	Nil	6,000	Nil	Nil	Nil	Nil	10,000
	Commission	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total (2)	4,000	Nil	6,000	Nil	Nil	Nil	Nil	10,000
	Total Managerial Remuneration Total (B)=(1+2)	4,000	28,000	6,000	20,000	8,000	4,000	2,000	72,000

C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel		
		CS	CFO	Total (₹)
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6400	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	696	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil
	others, specify...	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil
	Total	7096	Nil	Nil

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	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

For and on behalf of the Board

H. D. RAMSINGHANI

CHAIRMAN AND MANAGING DIRECTOR

DIN : 00035416

Place : Mumbai

Date : August 12, 2019

REPORT ON CORPORATE GOVERNANCE

1. Company's Philosophy on Corporate Governance

As required by the Listing Regulations, the Company has implemented the Code of Corporate Governance and it is committed to the philosophy of good Corporate Governance in letter and in spirit.

2. Board of Directors

- a. As on the date of this Report, the Board consists of Six Directors (One Executive Director and Five Non-executive Directors out of whom one is a Woman Director and three are Independent Directors)
- b. The attendance at Board Meetings and last Annual General Meeting of each of the Directors during the financial year was as under :

Name of Director	Category Executive, Non-executive/ Independent	Attendance at		Membership of other Board (excluding alternate Directorships and Private Companies)	Membership/ Chairmanship of other Board Committees		Directorship in other listed entity (Category of Directorship)	Share-holding (No. of Shares)
		Board Meeting	Last Annual General Meeting		Chairman	Member		
Mr. H. D. Ramsinghani (Managing Director)	Promoter Executive	Five	Yes	Four	Nil	Six	Rainbow Denim Limited- Promoter Non Executive Rama Phosphates Limited- Promoter Executive	10
Mr. D.N. Singh (Director)	Non Executive Non -Independent	Five	Yes	Three	Three	One	Rainbow Denim Limited- Non Executive Independent Rama Phosphates Limited- Non Executive Independent	10998
Mr. S. S. Arora (w.e.f 05/11/2018) (Director)	Non - Executive Independent	Three	N.A.	One	One	Nil	Rainbow Denim Limited- Executive Non Independent	101465
Mr. R.G. Kulkarni (Director)	Non Executive - Independent	Five	Yes	Five	One	One	Rainbow Denim Limited- Non Executive Independent	2
Mrs. N.H. Ramsinghani (Director)	Promoter Non - Executive	Three	No	One	Nil	One	Rama Phosphates Limited – Promoter Non Executive	Nil
Mr N. R. Joshi (up to 05/11/2018)	Non Executive - Independent	Two	No	NA	NA	NA	Not Applicable	NA
Mr. B.L. Khanna (w. e. f. 28/03/2019) (Director)	Non - Executive Independent	One	N.A.	Three	Two	One	Uttam Value Steels Limited- Non Executive Independent Rainbow Denim Limited – Non Executive Independent	Nil

- i) Except for Mr H.D. Ramsinghani and Mrs. N.H. Ramsinghani, none of the other Directors are related to each other.
 - ii) All Public Limited Companies, whether listed or not, have been considered in the above table.
 - iii) Only the membership/chairmanship of Audit Committee and Stakeholder committees has been considered in the above table.
- c The Company has adopted a practice of sending the Agenda papers to all the Directors in electronic form which are mailed to the Directors well in advance of the Board/Committee meeting. During the year five Board Meetings were held on the following dates :
- May 29, 2018, August 6, 2018, November 5, 2018, February 8, 2019 and March 28, 2019
- d. During the year one meeting of the Independent Directors was held on February 8, 2019.
- e. The Compliance Reports of all applicable laws, filings made by the Company with the BSE and the financials and minutes of the Subsidiary company are placed before the Board at each meeting. Detailed notes are circulated to all the Directors well in advance on all matters listed in the Agenda for each Board and committee meeting.

3. 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 by SEBI (LODR) 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. The details of the policies are available on the website of the Company www.ramapetrochemicals.com

4. Committees of the Board

(a) Audit Committee

Role of the Audit Committee and its terms of reference inter alia include reviewing the financial statements, overseeing the Company's financial reporting process and reviewing and examining the quarterly and annual financial statements, Management Discussion and Analysis of financial statements, recommending the appointment and remuneration of Statutory and Internal Auditors, reviewing Audit Reports, related party transactions and inter corporate loans and investments. The Committee presently comprises of Mr. R. G. Kulkarni - Chairman, Mr. S. S. Arora and Mr. H.D. Ramsinghani.

Four meetings of the Audit Committee were held during the year on May 29, 2018, August 6, 2018, November 5, 2018 and February 8, 2019. The attendance at the Audit Committee meetings of each of the Directors is as under:

Name of the Director	Attendance at Audit Committee meetings
Mr. R. G. Kulkarni	Four
Mr. S. S. Arora	Two
Mr. H. D. Ramsinghani	One
Mr. N. R. Joshi (resigned w.e.f. 05/11/2018)	Two
Mr. D. N. Singh (upto 6/8/2018)	Two

(b) Share Transfer Committee

The Board has delegated the power of share transfers to a Committee of Directors comprising of Mr. S. S. Arora – Chairman, Mr R. G. Kulkarni and Mrs N. H. Ramsinghani as also to the Registrars and Transfer Agent of the Company who attend to the Share Transfer formalities, transmission of shares, issue of duplicate certificates, issue of certificates on split/consolidation/renewal and demat/remat of Share certificates etc.

No investor complaint is pending for a period exceeding one month.

(c) Nomination & Remuneration Committee

The Nomination & Remuneration Committee formulates criterion for determining qualifications, independence and other attributes of the Directors and based thereon identifies persons qualified to be Directors. The Committee also carries out evaluation of the Directors and formulates the policy on the remuneration of Directors and KMP and determines the managerial remuneration and other employment conditions of the Managing/ Whole Time Directors and Senior Management personnel (one level below the Board) based on the policy and makes recommendations to the Board of Directors. The details about the Remuneration Policy of the Company are available on the website of the Company www.ramapetrochemicals.com.

The Committee presently comprises of Mr. R.G. Kulkarni - Chairman, Mr. H.D. Ramsinghani and Mr. S.S. Arora.

During the year three meetings of the Nomination & Remuneration Committee were held on November 5, 2018, February 2, 2019 and March 28, 2019.

(c) Stakeholders Relationship Committee

The Stakeholders Relationship Committee specifically looks into the redressing of Shareholder’s and Investor’s complaints relating to Share transfers, non receipt of Balance Sheet and demat/remat of Share Certificates etc. In terms of SEBI (LODR) Regulations, 2015, the Company has appointed Mr. R.D. Jog as the Company Secretary & Compliance Officer and the investors are requested to register their complaints, if any, on the exclusive email ID: ritesh@ramagroup.co.in. One meeting of the Stakeholders Relationship Committee was held during the year on February 8, 2019.

The committee presently comprises of Mr. S.S. Arora – Chairman, Mrs. N.H. Ramsinghani and Mr. R.G. Kulkarni.

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

	Received	Resolved
Non – Receipt of Share Certificates duly transferred	1	1
Non – Receipt of Rejected DRF	0	0
Non Receipt of Exchange Certificate	0	0
Dematerialization of Shares	0	0
TOTAL	1	1
No. of complaints pending	NIL	

5. Remuneration of Directors:

(a) Managing Director:

The Managing Director Mr. H.D. Ramsinghani was paid a salary of ₹14.60 lakh during the year under review comprising of Salary and Allowances. Mr. H.D. Ramsinghani was appointed as the Managing Director of the Company on November 5, 2018 for a period of three years on the terms and conditions as set out in the Notice convening the forthcoming Annual General Meeting forming a part of the Annual Report.

(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 the Director	Sitting Fees (₹)
Mr. H.D. Ramsinghani (upto 05/11/2018)	4,000/-
Mr. D.N. Singh (w.e.f. 08/02/2019)	4,000/-
Mr. R.G. Kulkarni	28,000/-
Mrs. N.H. Ramsinghani	6,000/-
Mr. N.R. Joshi (upto 05/11/2018)	8,000/-
Mr. S.S Arora (w.e.f. 05/11/2018)	20,000/-
Mr. B.L. Khanna (w.e.f. 28/03/2019)	2,000/-
TOTAL	72,000/-

6. General Body Meetings :

Financial Year	Date	Time	Location
2015-2016	30/09/2016	10.00 A.M.	Babasaheb Dahanukar Hall, Fort, Mumbai 400001
2016-2017	26/09/2017	10.00 A.M.	Babasaheb Dahanukar Hall, Fort, Mumbai 400001
2017-2018	25/09/2018	10.00 A.M.	Babasaheb Dahanukar Hall, Fort, Mumbai 400001

7. Postal Ballot

During the year under review no resolutions were passed through the Postal Ballot process.

The details of Special Resolutions passed in the previous Three Annual General Meetings are as under:

Date	Particulars
30/09/2016	Reappointment of Mr. D N Singh (DIN 00021741) as a Whole Time Director w.e.f. May 01, 2016
26/09/2017	No Special Resolutions passed.
25/09/2018	Resolution pursuant to Section 180(1)(a) of Companies Act, 2013 for sale of surplus land. Resolution pursuant to Section 180(1)(a) of Companies Act, 2013 for creation of security for loans Resolution pursuant to Section 180(1)(a) and Section 188 of Companies Act, 2013 for creation of security for loans. Resolution for shifting the Registered Office of the Company Resolution pursuant to Section 180(1)(a) and Section 188 of Companies Act, 2013 for sale of Flats and Guest House. Resolution for sale of investments Resolution pursuant to Section 180(1)(a) and Section 188 of Companies Act, 2013 for sale of surplus land to related parties

8. Means of communication:

- The Company has not made any presentation to the institutional investors or analysts.
- The unaudited quarterly results are announced within forty five days 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.

9. General Shareholder Information :

Financial Year	: 31 st March, 2019
Annual General Meeting	: September 30, 2019 at 3:00 p.m. At Savroli Kharpada Road, Village Vashivali, P.O. Patalganga, Taluka Khalapur, Dist. Raigad 410220
Dates of Book Closure	: September 23, 2019 to September 30, 2019 (both days inclusive)
Dividend payment date	: Not Applicable
Listing on Stock Exchange	: Bombay Stock Exchange Ltd.
Stock Code	: 500358
ISIN	: INE 783A01013

The Company has paid listing fees to the Bombay Stock Exchange for the period up to March 31, 2020.

10. Market Price Data (High / Low in ₹ during each month):

<u>Month</u>	<u>High</u>	<u>Low</u>
April 2018	4.69	3.36
May 2018	5.25	4.47
June 2018	7.49	4.71
July 2018	7.72	6.70
August 2018	8.13	7.20
September 2018	7.72	7.01
October 2018	9.36	8.10
November 2018	8.48	8.45
December 2018	--	--
January 2019	8.65	8.25
February 2019	8.60	8.50
March 2019	8.95	8.46

As the equity shares are not frequently traded on the Bombay Stock Exchange, the stock performance viz a viz the Index has not been given.

11. Registrars & Transfer Agent

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

12. Share Transfer System

The Share Transfers which are received in the Physical Form are processed well within prescribed statutory period from time to time, subject to the documents being valid and complete. The Transfers etc. approved by the Share Transfer Committee are also noted at every meeting of the Board of Directors.

13. Distribution of Equity Shareholding as on March 31, 2019 :

Number of Equity Share Holdings	Number of Shareholders	Percentage of Shareholders	Number of Shares	Percentage of Shareholding
1 – 500	13787	93.69	2136344	20.40
501 – 1000	535	3.64	447749	4.28
1001 – 2000	190	1.29	292440	2.79
2001 – 3000	64	0.43	162239	1.55
3001 – 4000	33	0.22	116948	1.12
4001 – 5000	20	0.14	96679	0.92
5001 – 10000	40	0.27	268826	2.57
10001 & above	47	0.32	6948175	66.37
Total	14716	100.00	10469400	100.00

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

Category of Shareholders	No. of Shares held	% to Total Capital
Promoters	5576943	53.269
Foreign Collaborators	Nil	N.A.
Banks/Trusts/HUF	74746	0.714
Financial Institutions	600	0.006
Foreign Institutional Investors	Nil	N.A.
Mutual Funds	7100	0.068
Domestic Companies	168391	1.608
Non - Domestic Companies	Nil	N.A.
Non - Resident Indians	102645	0.980
General Public	4538975	43.355
Total	1,04,69,400	100.000

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

85.59% of the Company's total equity share capital representing 89,60,830 shares are held in dematerialised form.

There were no shares lying in the share suspense account as on March 31, 2019.

16. Plant Location:

Village Vashivalli, Savroli Kharpada Road, Patalganga, Dist. Raigad, Maharashtra

17. Address for Correspondence:

Shareholders should address all correspondence to the Company at its Corporate Office at 51/52, Free Press House, Nariman Point, Mumbai 400 021 or to the Registrars and Transfer Agent - Link Intime India Private Limited at C 101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai 400 083.

18. Appointment / Reappointment of Directors:

Mr. D.N. Singh is proposed to be reappointed at the forthcoming Annual General Meeting. Mr. S.S. Arora and Mr. B.L. Khanna are proposed to be appointed as Independent Directors of the Company for the period of five years up to September 29, 2024. Mr. R.G. Kulkarni is proposed to be re-appointed as Independent Director of the Company for the second term of five years up to August 11, 2024. Mr. H.D. Ramsinghani is proposed to be appointed as Managing Director of the Company for a period of three years w.e.f. November 05, 2018.

The relevant information about the said Directors is given in the Notice convening the Annual General Meeting.

19 Disclosures

- a) The Company is in compliance with all mandatory requirements of the Listing Regulations.
- b) All transactions entered in to with Related Parties, as defined under the Companies Act, 2013 and the Listing Regulations, during the financial year were in the ordinary course of business and on arms length basis.
- c) There were no transactions of material nature with the Directors or the Key Managerial Personnel or their relatives during the financial year which could have potential conflict with the interests of the Company at large. Transactions with related parties are disclosed elsewhere in the Annual Report.
None of these transactions have potential conflict with interest of the Company at large.
- d) 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 formulated a Whistle Blower Policy under which all personnel have access to the Audit Committee and no personnel has been denied access to the audit Committee during the year under review.
- f) The Company has in place a comprehensive Code of Conduct to Regulate, Monitor and Report trading by insiders for its Directors and senior Management Personnel.
- g) The Company has adopted the Revised Policy for determining material subsidiaries and Revised Code for practices and procedures for Fair Disclosure of Unpublished Price Sensitive Information.
- h) In the preparation of the financial statements, the Company has followed applicable Accounting Standards and the significant Accounting policies which are consistently applied are set out in the Notes to the financial statements.
- i) Adoption of non-mandatory provisions of the Listing Regulations is reviewed by the Board from time to time.
- j) The total fees paid by the Company to the Statutory Auditors during the year under review was Rs 5,06,859/-
- k) The Company has obtained a Certificate dated August 12, 2019 from Jignesh Pandya and company (Membership No. A7346/ CP No. 7318) certifying that none of the Directors on the Board of the company have been disqualified from being appointed or continuing as a Director of the Company.
- l) The Independent Directors have confirmed that they meet the criteria of independence u/s 149(6) of the Act and regulations 16(1)(b) and 25(8) of the Listing Regulations.
- m) The Company has proper systems to enable the Board of Directors to periodically review the compliance reports of all laws applicable to the Company.
- n) During the year 2018-2019, information as mentioned in Schedule II Part A of the SEBI Listing Regulations has been placed before the Board for its consideration.
- o) No complaints were filed by any employee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during the year under review.

For and on behalf of the Board

Place : Mumbai
Dated : August 12, 2019

H.D. RAMSINGHANI
CHAIRMAN AND MANAGING DIRECTOR
DIN 00035416

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.

As required under Regulation 26(3) of SEBI (LODR) Regulations, 2015 the members of the Board of Directors and the Senior Management Personnel have affirmed compliance with the said Code for the year ended March 31, 2019.

For and on behalf of the Board

H.D. RAMSINGHANI

CHAIRMAN AND MANAGING DIRECTOR

DIN 00035416

Place : Mumbai

Dated : August 12, 2019

AUDITORS' CERTIFICATE FOR CORPORATE GOVERNANCE

To

The Members of

Rama Petrochemicals Limited

We have examined the compliance of conditions of Corporate Governance by **Rama Petrochemicals 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 **Dayal and Lohia**

Chartered Accountants

Firm Regn. No. 102200W

Anil G. Lohia

(Partner)

M. No. : 31626

Place: Mumbai

Date: 12th August, 2019.

MANAGING DIRECTOR AND CFO CERTIFICATION

To
The Board of Directors,
Rama Petrochemicals Limited,

I hereby certify that on the basis of the review of the financial statements and the cash flow statement for the financial year ended 31st March, 2019 and to the best of my 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; and
2. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

I hereby certify that, to the best of my knowledge and belief, no transactions entered into during the year by the Company are fraudulent, illegal or violative of the Company's Code of Conduct.

I accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal control systems pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I was aware and the steps taken or proposed to be taken to rectify these deficiencies.

I have indicated to the Auditors and the Audit Committee

1. significant changes, if any, in internal control over financial reporting during the year;
2. significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
3. instances, if any, of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the internal control system over financial reporting.

For and on behalf of the Board

H.D. RAMSINGHANI
MANAGING DIRECTOR & CFO
DIN 00035416

Place : Mumbai
Dated : August 12, 2019

Independent Auditor's Report

To the Members of Rama Petrochemicals Limited

Report on the Standalone Financial Statements

Qualified Opinion

We have audited the Standalone Financial Statements of **Rama Petrochemicals Limited** ("the Company"), which comprise of the Balance Sheet as at 31st March 2019, and 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, except for the effects of the matter described in the Basis for Qualified Opinion section of our report, 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 Qualified Opinion

Going Concern – We draw attention to Note 28 & 30 regarding the Company's Financial Statements having been prepared using the going concern basis of accounting. Management is responsible for assessing the Company's ability to continue as a going concern. The Company has obtained a valuation report dt. 01/09/2015 from a registered valuer which indicates that there is no impairment of assets. The Balance Sheet and Cash Flow Statement, indicate that as on March 31, 2019, the Company's Current Liabilities are more than its Current Assets; and Company has incurred net Operating Loss of ₹ 1,86,47,116/- during the year ended March 31, 2019. Further discontinuance of production since last many years indicates that there is a significant doubt on the Company's ability to continue as a going concern. Our opinion is modified in respect of this matter.

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 qualified opinion.

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.	Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers".	The assessment of procedures of revenue recognition adopted by management involved: i) Identifying the impact on adoption of the new standard; ii) Evaluation of industry wide procedures adopted for the revenue recognition under this standard.
2.	Impairment of assets	Refer para on Basis for Qualified Opinion of the report above.

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 standalone 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 Standalone 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 standalone 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 standalone 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 Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone 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 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 the Companies (Indian Accounting Standards) Rules, 2015.
- 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 Note 27 of the standalone financial statements.
 - 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 Dayal and Lohia
Chartered Accountants
Firm Regn. No. 102200W

Place: Mumbai
Date: 30th May, 2019.

Rinkit K Uchat
(Partner)
M. No. : 165557

Annexure A to Independent Auditors' Report

The Annexure referred to in our report to the members of **Rama Petrochemicals Limited** ('the Company') for the year Ended on 31st March, 2019.

- i) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) The Management of the Company has physically verified the fixed assets in accordance with its policy of physical verification 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.
- ii) a) According to the information and explanations given to us, the management has conducted physical verification of the inventories at reasonable intervals.
- 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.
- c) No material discrepancies have been noticed on physical verification of the stocks as compared to book records in so far as it appears from our examination of the books.
- iii) According to the information and explanations given to us and on the basis of our examination of books of account, the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, the provision of clauses 3(iii)(a), (b) and (c) of the said Order are not applicable.
- iv) 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 guaranty and security provided.
- v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public.
- vi) According to the information and explanation given to us, the government has prescribed maintenance of cost records pursuant to Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act. Since, there is no turnover of manufacturing goods in the preceding financial year, the same is not applicable.
- vii) a) According to the records of the Company, undisputed statutory dues including Provident Fund, Employee's State Insurance, Sales Tax, Income Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Goods and Service Tax, Cess and 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 except:

Name of the statute	Nature of the dues	Amount ₹	Period to which the amount relates	Due Date
The Customs Act, 1962	Custom Duty on import of Catalyst	59,32,740/-	1998-1999	21.02.1998
Sales Tax Act,	Deferral Sales Tax Liability	31,03,44,140/-	1988-1997	30.04.2014

- b) 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, Service Tax, Sales Tax, Excise Duty, Custom Duty or Value Added Tax, Goods and Service Tax which have not been deposited on account of any dispute
- viii) On the basis of our examination of the books and according to the information and explanations given to us, there are no borrowings from financial institutions, banks or debenture holders.
- ix) To the best of our knowledge and belief and according to the 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). Term loans raised during the year is applied for the purpose for which it is obtained.
- x) 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.
- xi) 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.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards
- xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv) According to the 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 them. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For **Dayal and Lohia**
Chartered Accountants
Firm Regn. No. 102200W

Place: Mumbai
Date: 30th May, 2019.

Rinkit K Uchat
(Partner)
M. No. : 165557

ANNEXURE – ‘B’ TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF RAMA PETROCHEMICALS 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 Petrochemicals Limited** (‘the Company’) as of 31st March, 2019 in conjunction with our audit of the standalone 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 Institute of Chartered Accountants of India 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 31st March, 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.

For **Dayal and Lohia**
Chartered Accountants
Firm Regn. No. 102200W

Place: Mumbai
Date: 30th May, 2019.

Rinkit K Uchat
(Partner)
M. No. : 165557

BALANCE SHEET AS AT MARCH 31, 2019

(Amount in ₹)

Particulars	Notes	As at March 31, 2019	As at March 31, 2018
ASSETS			
Non-Current Assets			
Property, plant and equipments	2	68,09,697	87,27,715
Capital Work in progress		2,41,20,371	2,41,20,371
Financial Assets:			
Investments	3	-	-
Other financial assets	4	56,13,246	21,10,320
Total Non-Current Assets		<u>3,65,43,314</u>	<u>3,49,58,406</u>
Current Assets			
Inventories	5	1,80,93,447	3,07,07,323
Financial Assets:			
Trade receivables	6	-	10,76,472
Cash and cash equivalents	7	22,85,592	34,41,007
Loans	8	2,11,492	2,11,492
Other financial assets	9	6,45,643	33,95,404
Other current assets	10	79,33,058	1,24,27,240
Current tax assets (Net)		6,51,731	1,96,658
Total Current Assets		<u>2,98,20,963</u>	<u>5,14,55,596</u>
TOTAL ASSETS		<u><u>6,63,64,277</u></u>	<u><u>8,64,14,002</u></u>
EQUITY AND LIABILITIES			
Equity			
Equity share capital	11	10,46,94,000	10,46,94,000
Other equity	12	(65,62,53,926)	(66,94,32,110)
Total Equity		<u>(55,15,59,926)</u>	<u>(56,47,38,110)</u>
Liabilities			
Non-Current Liabilities			
Financial Liabilities			
Borrowings	13	26,07,50,000	28,86,75,000
Other financial liabilities	14	31,03,44,140	31,03,44,140
Provisions	15	2,94,628	9,75,985
Total Non-Current Liabilities		<u>57,13,88,768</u>	<u>59,99,95,125</u>
Current Liabilities			
Financial Liabilities :			
Trade payables	16	26,90,503	29,87,322
Other financial liabilities	17	9,04,500	6,17,250
Other current liabilities	18	4,23,21,840	4,53,68,537
Provisions	19	6,18,592	21,83,878
Total Current Liabilities		<u>4,65,35,435</u>	<u>5,11,56,987</u>
Total Liabilities		<u>61,79,24,203</u>	<u>65,11,52,112</u>
TOTAL EQUITY AND LIABILITIES		<u><u>6,63,64,277</u></u>	<u><u>8,64,14,002</u></u>
Significant accounting policies	1		

The accompanying notes 1 to 37 are an integral part of the Financial Statements

As per our report of even date attached

For and on behalf of the Board of Directors

For Dayal & Lohia

Chartered Accountants

(Firm's Registration No. 102200W)

Rinkit K. Uchat

Partner

Membership No. 165557

D. N. Singh

Director

DIN : 00021741

H.D. Ramsinghani

Managing Director

DIN : 00035416

R. D. Jog

Company Secretary

Place : Mumbai

Date : May 30, 2019

Place : Mumbai

Date : May 30, 2019

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

(Amount in ₹)

Particulars	Notes	For the year ended March 31, 2019	For the year ended March 31, 2018
REVENUE			
Revenue from operations	20	20,37,471	59,84,668
Other income	21	5,10,53,679	5,48,96,790
TOTAL REVENUE		5,30,91,150	6,08,81,458
EXPENSES			
Cost of sales	22	11,56,901	44,88,510
Employee benefits expense	23	59,07,253	64,62,813
Finance costs	24	62,11,666	22,67,475
Depreciation	2	2,38,480	2,61,480
Other expenses	25	2,63,28,085	1,15,11,904
TOTAL EXPENSES		3,98,42,385	2,49,92,182
Profit/(loss) before exceptional item and tax		1,32,48,765	3,58,89,276
Profit/(loss) before tax		1,32,48,765	3,58,89,276
Tax Expense		-	-
Profit/(loss) for the year		1,32,48,765	3,58,89,276
Other Comprehensive Income / (Expenses)			
Items that will not be reclassified to profit or loss			
Re-measurement gains / (losses) on defined benefit obligations		(70,581)	88,585
Total other comprehensive income for the year, net of tax expense		(70,581)	88,585
Total Comprehensive Profit/(Loss) for the year		1,31,78,184	3,59,77,861
Earnings per equity shares (Face Value of ₹ 10/- each)	26		
Basic		1.26	3.44
Diluted		1.26	3.44

Significant accounting policies

1

The accompanying notes 1 to 37 are an integral part of the Financial Statements

As per our report of even date attached

For and on behalf of the Board of Directors

For Dayal & Lohia

Chartered Accountants

(Firm's Registration No. 102200W)

Rinkit K. Uchat

Partner

Membership No. 165557

D. N. Singh

Director

DIN : 00021741

H.D. Ramsinghani

Managing Director

DIN : 00035416

R. D. Jog

Company Secretary

Place : Mumbai

Date : May 30, 2019

Place : Mumbai

Date : May 30, 2019

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

(Amount in ₹)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit / (Loss) before exceptional item and tax	1,32,48,765	3,58,89,276
Adjustments for :		
Depreciation on property, plant and equipment	2,38,480	2,61,480
Interest expenses	62,11,666	22,67,475
Actuarial Gain on Defined Benefit Plan	(70,581)	88,585
Dividend income	(750)	-
Interest income	(24,61,927)	(2,80,445)
Profit / (Loss) on sale of fixed assets	(3,58,12,769)	(5,32,92,107)
	<u>(3,18,95,881)</u>	<u>(5,09,55,012)</u>
Operating (Loss) / Profit before working capital changes	<u>(1,86,47,116)</u>	<u>(1,50,65,736)</u>
Adjustment for changes in working capital (Increase) / Decrease in:		
Inventories	1,26,13,876	33,091
Trade receivables	10,76,472	(10,76,472)
Other financial assets - Non Current	(35,02,926)	-
Other financial assets - Current	27,49,761	(29,22,406)
Other Current Assets	44,94,182	1,05,778
Current tax Assets	(4,55,073)	-
Provisions - Non Current	(6,81,357)	(99,032)
Trade payables	(2,96,819)	9,14,946
Other Current financial liabilities	2,87,250	1,37,250
Other Current liabilities	(30,46,697)	(2,51,757)
Provisions - Current	(15,65,286)	3,96,306
	<u>1,16,73,383</u>	<u>(27,62,296)</u>
Cash generated from Operations	<u>(69,73,733)</u>	<u>(1,78,28,032)</u>
Direct taxes paid	-	-
Net Cash generated from Operating activities before exceptional items	<u>(69,73,733)</u>	<u>(1,78,28,032)</u>
Net Cash generated from / (used in) Operating activities	<u>(69,73,733)</u>	<u>(1,78,28,032)</u>
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of fixed assets	(7,700)	(6,80,108)
Sale of fixed assets	3,75,00,007	5,47,00,000
Dividend received	750	-
Interest received	24,61,927	2,80,445
Net Cash generated from / (used in) Investing activities	<u>3,99,54,984</u>	<u>5,43,00,337</u>
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from/(repayment) of borrowings (net)	(2,79,25,000)	(3,34,50,000)
Interest paid	(62,11,666)	(22,67,475)
Net Cash used in Financing activities	<u>(3,41,36,666)</u>	<u>(3,57,17,475)</u>
NET DECREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	<u>(11,55,415)</u>	<u>7,54,830</u>
Cash and Cash Equivalents - at the start of the year	34,41,007	26,86,177
Cash and Cash Equivalents - at the end of the year	22,85,592	34,41,007

As per our report of even date attached

For and on behalf of the Board of Directors

For Dayal & Lohia

Chartered Accountants

(Firm's Registration No. 102200W)

Rinkit K. Uchat

Partner

Membership No. 165557

D. N. Singh

Director

DIN : 00021741

H.D. Ramsinghani

Managing Director

DIN : 00035416

R. D. Jog

Company Secretary

Place : Mumbai

Date : May 30, 2019

Place : Mumbai

Date : May 30, 2019

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

(Amount in ₹)

Particulars	As at March 31, 2019	As at March 31, 2018
A Equity Share Capital		
Balance at the beginning of the year	10,46,94,000	10,46,94,000
Changes in equity share capital during the year	-	-
Balance at the end of the year	10,46,94,000	10,46,94,000
B Other Equity	Reserve and Surplus	Total
	Capital Reserve	Retained Earnings
	60,30,000	(71,14,39,971)
Balance as at 1 April 2017	60,30,000	(71,14,39,971)
Profit/(loss) for the year	-	3,58,89,276
Other comprehensive income/(loss)	-	88,585
Total comprehensive income/(loss)	-	3,59,77,861
Balance as at 31 March 2018	60,30,000	(67,54,62,110)
Profit/(loss) for the year	-	1,32,48,765
Other comprehensive income/(loss)	-	(70,581)
Total comprehensive income/(loss)	-	1,31,78,184
Balance as at 31st March 2019	60,30,000	(66,22,83,926)

As per our report of even date attached

For Dayal & Lohia

Chartered Accountants

(Firm's Registration No. 102200W)

Rinkit K. Uchat

Partner

Membership No. 165557

For and on behalf of the Board of Directors

D. N. Singh

Director

DIN : 00021741

H.D. Ramsinghani

Managing Director

DIN : 00035416

R. D. Jog

Company Secretary

Place : Mumbai

Date : May 30, 2019

Place : Mumbai

Date : May 30, 2019

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

Note 1

A. Corporate Information

Rama Petrochemicals Limited (“the Company”) is a public limited company, incorporated and domiciled in India having its registered office at Savroli Kharpada Road, Village Vashivalli, Tal. Khalapur Dist. Raigarh – 410220, Maharashtra, India. The equity shares of the Company are listed on BSE Limited. The Company is into Methanol manufacturing, having manufacturing facility located at Patalganga (Maharashtra) and also Trading in various commodities.

B. Significant Accounting Policies

1. 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 Judgements

The preparation of the Company’s financial statements requires management to make informed judgements, 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;
- Provisions and Contingencies.

2. Revenue Recognition :

- a. Revenue is recognized when the substantial risks and rewards of ownership is transferred to the buyer on dispatch of goods.
- b. Interest income is recognized on time proportionate basis.
- c. Dividend income from investments is recognized when the right to receive the dividend is established.
- d. Claims and damages are accounted as and when they are finalized.

3. 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

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

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.

4. Depreciation :

- a. Depreciation on Fixed Assets is provided on straight line method based on the useful lives of the assets as prescribed in Schedule II of the Companies Act, 2013.
- b. Depreciation on addition / deletion is provided pro-rata basis with reference to the date of addition / deletion as the case may be.
- c. Individual assets acquired for less than ₹ 5,000/- are depreciated fully in the year of acquisition.
- d. The details of estimated life for each category of assets are as under :
 - i) Buildings – 5 to 60 years
 - ii) Plant and Machinery – 15 to 20 years
 - iii) Furniture and Fixture – 10 years
 - iv) Office Equipments – 5 years
 - v) Vehicles – 8 years
 - vi) Free hold land is not depreciated.
 - vii) Lease hold land is amortised over the life of the lease.

5. Cash Flow Statements :

Cash flow statement is prepared in accordance with the indirect method prescribed under IND AS - 7 “Cash Flow Statements” issued by the Institute of Chartered Accountants of India.

6. Foreign Currency Transactions :

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

The gain or loss arising out of settlement / translation of the assets and the liabilities at the closing rates due to exchange fluctuations is recognized as income / expenditure in the statement of profit and loss.

7. Investments :

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as non-current investments.

Current investments are carried at lower of cost and fair value determined on an individual investment basis. Non-Current investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

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

8. Valuation of Inventories :

- a. Raw Material and work in process are valued at cost (on “first in first out basis”) or net realisable value whichever is lower. Raw material and work in process are not written down below cost if the finished product in which they will be incorporated are expected at or above cost.
- b. Stores & Spares are valued at cost (on “first in first out basis”).
- c. Stocks in transit are valued at cost or market value whichever is lower.
- d. Finished goods are valued at cost or net realizable value, whichever is lower.
- e. Inventories of traded goods are valued at cost or net realizable value, whichever is lower.

9. Employee’s Benefits :

Short Term Employee Benefits :

All employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits. The benefits like salaries, wages, short term compensated absences etc. and the expected cost of bonus, ex-gratia are recognized in the period in which the employee renders the related service.

Long Term Employee Benefits :

Defined Contribution Plan :

The company has Defined Contribution plans for post employment benefits namely Provident Fund. Under the provident Fund Plan, the company contributes to a Government administered provident fund on behalf of its employees.

The Company’s contributions to the above funds are charged to revenue every year.

Defined Benefit Plans :

The Company’s liabilities towards gratuity and leave encashment are determined using the projected unit credit method as at the balance sheet date.

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.

10. Borrowing Cost :

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

11. Segment Reporting :

The accounting policies adopted for segment reporting are in line with the accounting policies of the company. Segment assets include all operating assets used by the business segments and consist principally of fixed assets, debtors and inventories. Segment liabilities include the operating liabilities that result from the operating activities of the business. Segment assets and liabilities that cannot be allocated between the segments are shown as part of unallocated assets and liabilities respectively. Income / Expenses relating to the enterprise as a whole and not allocable on a reasonable basis to business segments are reflected as unallocated income / expenses.

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

12. 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.

13. 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.

A. 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 :

Financial assets at amortised cost

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

- (i) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- (ii) 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.

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

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

- (i) These assets are held within a business model whose objective is achieved both by collecting contractual cash flows and selling the financial assets; and

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

- (ii) 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).

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.

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 :

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

B. 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.

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2019**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.

14. 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.

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

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.

15. Earnings per share :

The Company reports basic and 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.

16. 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.

17. 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.

18. 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 unit's (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.

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

19. Provisions :

A provision is recognized when the company has a present obligation as a result of past events and it is probable that there will be an outflow of resources to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

20. Contingent Liabilities :

Contingent liabilities, if any are disclosed in the notes on accounts. Provision is made in the accounts in respect of those contingencies which are likely to materialize into liabilities after the year end till the approval of the accounts by the board of directors and which have material effect on the position stated in the balance sheet.

C. 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 FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

Property, Plant and Equipments

Amount in ₹

Particulars	Gross Carrying Amount			Depreciation			Net Carrying Amount			
	As at April 01, 2018	Additions during the year	Deductions/ Adjustments during the year	As at March 31, 2019	Upto March 31, 2018	Provided during the year	On Deductions/ Adjustments	Upto March 31, 2019	As at March 31, 2019	As at March 31, 2018
Land Free-hold	36,10,057	-	-	36,10,057	-	-	-	-	36,10,057	36,10,057
Land lease-hold	1,76,449	-	1,76,449	-	5,382	2,536	7,918	-	-	1,71,067
Buildings	53,98,658	7,700	16,49,877	37,56,481	4,80,273	2,27,094	1,31,177	5,76,190	31,80,291	49,18,385
Plant & equipment	96,221	-	7	96,214	89,638	6,545	-	96,183	31	6,583
Office Equipments	60	-	-	60	-	-	-	-	60	60
Furniture and fixtures	23,137	-	-	23,137	1,579	2,305	-	3,884	19,253	21,558
Vehicles	5	-	-	5	-	-	-	-	5	5
Total	93,04,587	7,700	18,26,333	74,85,954	5,76,872	2,38,480	1,39,095	6,76,257	68,09,697	87,27,715

Amount in ₹

Particulars	Gross Carrying Amount			Depreciation			Net Carrying Amount			
	As at April 01, 2017	Additions during the year	Deductions/ Adjustments during the year	As at March 31, 2018	Upto March 31, 2017	Provided during the year	On Deductions/ Adjustments	Upto March 31, 2018	As at March 31, 2018	As at March 31, 2017
Land Free-hold	36,10,057	-	-	36,10,057	-	-	-	-	36,10,057	36,10,057
Land lease-hold	1,76,449	-	-	1,76,449	2,691	2,691	-	5,382	1,71,067	1,73,758
Buildings	61,90,311	6,57,061	14,48,714	53,98,658	2,71,145	2,49,949	40,821	4,80,273	49,18,385	59,19,166
Plant & equipment	96,221	-	-	96,221	82,377	7,261	-	89,638	6,583	13,844
Office Equipments	60	-	-	60	-	-	-	-	60	60
Furniture and fixtures	90	23,047	-	23,137	-	1,579	-	1,579	21,558	90
Vehicles	5	-	-	5	-	-	-	-	5	5
Total	1,00,73,193	6,80,108	14,48,714	93,04,587	3,56,213	2,61,480	40,821	5,76,872	87,27,715	97,16,980

2.1 Lease hold land is taken on lease for the period of 95 years and cost of the same is amortised over the period of lease.

2.2 Immovable properties of the Company are also mortgaged on first pari-passu charge basis in favour of Financial Institution and Banks to secure Term loan sanctioned to denim division of the company. In the year 1999 - 2001, denim division of the company was demerged as Rainbow Denim Ltd.

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

(Amount in ₹)

Particulars	As at March 31, 2019	As at March 31, 2018
3 Investments		
Non Current Investments (At Cost)		
Investment in Unquoted Shares (Other than trade)		
5,00,300 (5,00,300) Equity Shares of Rama Capital & Fiscal Services Pvt. Ltd. of ₹ 10/- each fully paid up	50,21,735	50,21,735
25,00,000 (25,00,000) Cumulative Convertible Preference Shares of Rama Capital & Fiscal Services Pvt. Ltd. of ₹ 10/- each fully paid up	2,50,00,000	2,50,00,000
Less : Provision for diminution in value of investment	3,00,21,735	3,00,21,735
Total	-	-
Aggregate value of Unquoted Investments	NIL	NIL
4 Other Financial Assets		
Other Financial Assets (Non Current)		
Security Deposits		
Considered doubtful	2,06,600	2,06,600
Considered Good	56,13,246	21,10,320
	58,19,846	23,16,920
Less : Provision for doubtful deposits	2,06,600	2,06,600
Total	56,13,246	21,10,320
5 Inventories		
Stores & Spares	1,80,93,447	3,07,07,323
For Mode of valuation refer Note 1(B-8)		
Total	1,80,93,447	3,07,07,323
6 Trade receivables		
Unsecured Considered Good unless stated otherwise		
Due more than six months		
considered good	-	-
considered doubtful	3,84,116	3,84,116
	3,84,116	3,84,116
Due less than six months		
considered good	-	10,76,472
	3,84,116	14,60,588
Less : Provision for doubtful debts	3,84,116	3,84,116
Total	-	10,76,472

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

(Amount in ₹)

Particulars	As at March 31, 2019	As at March 31, 2018
7 Cash and cash equivalents		
Balances with banks:		
In current accounts	6,70,148	14,87,479
Fixed Deposits	13,04,613	12,70,944
Cash on hand	3,10,831	6,82,584
Total	22,85,592	34,41,007
8 Loans		
Loans - Current		
Unsecured - considered good		
Loans to employees	2,11,492	2,11,492
Total	2,11,492	2,11,492
9 Other financial assets		
Other financial assets (Current)		
Interest receivable	3,72,519	3,04,028
Net Tax Assets	2,73,124	76,466
Others	-	30,14,910
Total	6,45,643	33,95,404
10 Other current assets		
Balances with Govt Authorities	75,69,060	83,10,805
Prepaid expenses	1,94,147	2,63,266
Others		
considered doubtful	35,06,39,889	35,06,39,889
Considered good	1,69,851	38,53,169
	35,08,09,740	35,44,93,058
Less : Provisions for doubtful	35,06,39,889	35,06,39,889
	1,69,851	38,53,169
Total	79,33,058	1,24,27,240

10.1 During the year 1998-99, company had imported some material and could not pay custom duty due to financial crisis. The material was stored in Central Warehousing Corporation bonded warehouse. During the year 2012-13, the company came to know that the material was auctioned by the Custom Authority for non payment of duty. Since the matter is pending with High Court, claims for the same amounting to ₹ 1,87,71,179/- is provided in the books of accounts included in doubtful provisions.

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

(Amount in ₹)

Particulars	As at	
	March 31, 2019	March 31, 2018
11 Equity Share Capital		
Authorised		
5,00,00,000 (5,00,00,000) Equity Shares of ₹10/- each	50,00,00,000	50,00,00,000
Issued, Subscribed and Paid up		
1,04,69,400 (1,04,69,400) Equity shares of ₹10/- each fully paid up	10,46,94,000	10,46,94,000
Total issued, subscribed and fully paid up share capital	10,46,94,000	10,46,94,000

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	Amount in ₹	Number	Amount in ₹
Shares outstanding at the beginning of the year	1,04,69,400	10,46,94,000	1,04,69,400	10,46,94,000
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	1,04,69,400	10,46,94,000	1,04,69,400	10,46,94,000

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.

Equity Shares : 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.

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

Name of Shareholder	As at 31st March, 2019		As at 31 March, 2018	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Silver Eagle Inc	30,40,000	29	30,40,000	29
Libra Mercantile Pvt Ltd	14,04,401	13	14,04,401	13
Jupiter Corporate Services Pvt. Ltd.	6,34,330	6	6,34,330	6

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

(Amount in ₹)

	As at March 31, 2019	As at March 31, 2018
12 Other Equity		
Capital Reserve		
Opening balance	60,30,000	60,30,000
Addition during the year	-	-
Closing balance	60,30,000	60,30,000
Retained Earnings		
Opening balance	(67,54,62,110)	(71,14,39,971)
Profit / (Loss) for the year	1,32,48,765	3,58,89,276
Items of other comprehensive income recognised directly in retained earnings:		
Remeasurement of defined benefit obligation (net of tax)	(70,581)	88,585
Closing Balance	(66,22,83,926)	(67,54,62,110)
Total	(65,62,53,926)	(66,94,32,110)
13 Borrowings		
Borrowings (Non Current)		
Secured Loans		
From Others	3,35,00,000	3,35,00,000
	3,35,00,000	3,35,00,000
Unsecured Loans		
From related parties	22,21,50,000	25,00,75,000
From others	51,00,000	51,00,000
	22,72,50,000	25,51,75,000
Total	26,07,50,000	28,86,75,000
13.1 Terms and Condition of Borrowings : Secured Loan from others is secured by a personal guarantee of a director. Interest on the loans is payable @ 18% p.a. quarterly at the end of the quarter. Loan is repayable in two installment , on 22/11/2020 ₹ 2,00,00,000/- and on 23/11/2020 ₹ 1,35,00,000/-		
14 Other Financial Liabilities		
Other financial liabilities (Non Current)		
Interest Free sales tax deferral	31,03,44,140	31,03,44,140
Total	31,03,44,140	31,03,44,140

14.1 The company had a liability of ₹ 31,23,33,405/- payable from 30th April 2001 to 30th April 2014 to sales tax department of Government of Maharashtra in respect of sales tax deferral scheme. The company had paid ₹ 19,89,265/- against the same.

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

(Amount in ₹)

	As at March 31, 2019	As at March 31, 2018
15 Provisions		
Provisions (Non Current)		
For employee benefits - (refer note 31)		
Gratuity	2,75,349	8,27,166
Leave benefits	19,279	1,48,819
Total	2,94,628	9,75,985
 CURRENT FINANCIAL LIABILITES		
16 Trade payables		
Amount Due to MSME	14,33,622	14,33,622
Others	12,56,881	15,53,700
Total	26,90,503	29,87,322
 16.1 Based on the information available with the company, one party has been identified as MSME as defined under "Micro, Small and medium Enterprise Development Act, 2006" which has claimed ₹ 14,33,622/- (Previous Year ₹ 14,33,622/-) towards supply. This liability has been disputed by the company. The party has filed a complaint against the company, with Micro and Small Enterprises Facilitation Council. Under these circumstances interest, if any, will be accounted as and when becomes payable.		
 17 Other Financial Liabilities		
Other financial liabilities (Current)		
Securitiy Deposits	-	1,65,000
Others	9,04,500	4,52,250
Total	9,04,500	6,17,250
 18 Other Current Liabilities		
Statutory dues	61,22,854	1,18,43,868
Other liabilities	3,61,98,986	3,35,24,669
Total	4,23,21,840	4,53,68,537
 19 Provisions		
Provisions (Current)		
For employee benefits - (refer note 31)		
Gratuity	3,80,231	15,43,973
Leave benefits	2,38,361	6,39,905
Total	6,18,592	21,83,878

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

(Amount in ₹)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
20 Revenue from Operations		
Sale of Traded Goods	17,34,121	59,84,668
Sale of Stores and Spares	3,03,350	-
Total	20,37,471	59,84,668
21 Other Income		
Interest income	24,61,927	2,80,445
Dividends on FVOCI investments	750	-
Rent	4,17,634	12,26,667
Profit on sale of fixed assets	3,58,12,769	5,32,92,107
Other non-operating income	1,23,60,599	97,571
Total	5,10,53,679	5,48,96,790
22 Cost of Sales		
Cost of Traded Goods	8,91,833	44,88,510
Cost of Stores & Spares	2,65,068	-
Total	11,56,901	44,88,510
23 Employee Benefit Expenses		
Salaries and wages	52,26,335	53,41,015
Contribution to provident and other funds	3,86,698	7,84,048
Staff welfare expenses	2,94,220	3,37,750
Total	59,07,253	64,62,813
24 Finance Cost		
Interest expenses	62,11,666	22,67,475
Total	62,11,666	22,67,475

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

(Amount in ₹)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
25 Other Expenses		
Power & Fuel	7,38,415	6,63,098
Repairs to		
Buildings	91,108	1,76,950
Machinery	2,98,238	7,28,599
Others	9,56,054	6,20,539
Stores & Spares - Consumed	34,072	80,058
Stores & Spares - Scrapped	1,23,98,623	-
Loss on sale of Scrapped Fixed Assets	23,18,889	-
Insurance	3,57,718	4,19,487
Rates and taxes	4,15,397	8,45,757
Travelling and conveyance expenses	3,71,201	7,09,152
Legal and professional fees	17,49,135	19,89,491
Printing, stationery and communication expenses	5,22,562	5,26,864
Bank charges	7,818	3,567
Security charges	29,44,554	29,62,446
Sundry balances written off	-	2,300
Doubtful Advances	-	4,00,000
Sundry expenses	25,74,442	11,64,490
Directors' sitting fees	72,000	58,120
Auditors' remuneration		
Audit fee	1,00,000	1,00,000
Taxation matters	3,73,750	60,050
Reimbursement of expenses	4,109	936
Total	2,63,28,085	1,15,11,904

Note 26

Earning Per Share (EPS)

Sr. No.	Particulars	For the Year Ended 31st March, 2019	For the Year Ended 31st March, 2018
i	Total Comprehensive Profit / (Loss) for the year (Amount in ₹)	1,31,78,184	3,59,77,861
ii	Weighted Average number of Equity Shares outstanding	1,04,69,400	1,04,69,400
iii	Weighted Average number of Equity Shares including diluted potential equity shares outstanding during the year	1,04,69,400	1,04,69,400
iv	Face Value of Equity Shares in ₹	10.00	10.00
v	Basic Earning per Equity Share (Before Extraordinary item)	1.26	3.44
vi	Diluted Earning per Equity Share (Before Extraordinary item)	1.26	3.44
vii	Basic Earning per Equity Share (After Extraordinary item)	1.26	3.44
viii	Diluted Earning per Equity Share (After Extraordinary item)	1.26	3.44

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

Note 27

Contingent Liabilities :

- a. Claims against the company not acknowledged are as follows : (Amount in ₹)

Name of the Statute	As at March 31, 2019	As at March 31, 2018
Income Tax	1,88,95,265	1,88,95,265
Irrigation Department	25,92,05,087	25,92,05,087

The Company is in appeal for these claims.

- b. Guarantees / Counter Guarantees given to Banks, Financial Institutions and other Body Corporate ₹ 27,05,00,000/- (Previous Year ₹ 27,05,00,000/-)

Note 28

The operation of company's methanol division has been unviable and in turn forced the company to suspend its production activities since Sept.'1999. However, the company is making efforts to obtain alternative feed stock for its methanol plant to restart the operation. Considering the fact that laying of pipeline for supply of gas by Gas Authority of India Ltd. is completed, the company is hopeful to restart its plant. Accordingly the company continues to prepare accounts on the basis of "Going Concern Concept".

Note 29

As mentioned above the company had suspended its production activities since Sept.'1999, as a result of this the company has transferred some of the employees to other Division /Group Companies w.e.f. 30th October,1999. None of the transferred employees has reported to their duties and they have approached the Industrial Court. However, Company does not expect any financial liability, apart from their service benefit, which has been provided in the books of account.

Note 30

The company has obtained a valuation report from registered valuer in respect of its methanol division. On considering the same, the management is of the opinion that there is no loss on account of impairment of assets as per IND AS - 36 "Impairment of Assets" as issued by ICAI pertaining to this division.

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

Note 31

Employee Benefits

Defined Contribution Plan

Provident Fund

Superannuation fund and Pension scheme, 1995

The company has recognized the following amounts in the statement of Profit and Loss which are included under Contribution to Provident and other funds :

(Amount in ₹)

	For the year ended March 31, 2019	For the year ended March 31, 2018
Contribution to : Provident Fund	1,59,320	2,55,277

Disclosure for Defined Benefit Plans based on actuarial valuation report :

	For the year ended March 31, 2019	For the year ended March 31, 2018
Gratuity		
Changes in defined benefit obligations		
Present value of defined benefit obligation as at the beginning of the year	23,71,139	20,42,888
Interest Cost	1,70,248	1,36,261
Current Service Cost	44,266	48,267
Liability transferred out	18,77,192	-
Past service cost-vested benefits	-	3,24,601
Benefit paid	(1,23,462)	(92,293)
Actuarial (gain)/loss due to changes in financial assumptions	1,934	(22,592)
Actuarial (gain)/loss due to changes in experience adjustments	68,647	(65,993)
Present value of defined benefit obligation as at end of the year	6,55,580	23,71,139
Changes in Fair Value of Plan Assets		
Fair value of Plan Assets at the beginning of the year	-	-
Interest Income	-	-
Employer Contribution	-	-
Benefits paid	-	-
Return on Plan Assets (excluding interest income)	-	-
Fair value of Plan Assets at end of the year	-	-
Amount recognized in the Balance Sheet		
Present value of defined benefit obligation at end of the year	(6,55,580)	(23,71,139)
Fair value of Plan Assets at end of the year	-	-
Net liability recognize in the Balance Sheet	(6,55,580)	(23,71,139)
Current Provision	3,80,231	15,43,973
Non Current provision	2,75,349	8,27,166

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

(Amount in ₹)

	31.03.2019	31.03.2018
Expenses recognized in the Statement of Profit and Loss		
Interest Cost /(Income)	1,70,248	1,36,261
Current Service Cost	44,266	48,267
Actuarial (Gain) / Losses	-	-
Past Service Cost – vested benefits	-	3,24,601
Expenses recognized in the Statement of Profit and Loss	2,14,514	5,09,129
Expenses recognized in the Other Comprehensive Income (OCI)		
Remeasurement (gain) / loss	70,581	(88,585)
Actuarial (gain)/loss due to change in financial assumptions	-	-
Actuarial (gain)/loss due to change in experience adjustment	-	-
Net (Income)/Expenses recognized in OCI	70,581	(88,585)
Movement in the present value of net defined benefit obligations are as follows		
Opening net liability	23,71,139	20,42,888
Liability transferred out	(18,77,192)	-
Expenses recognized in the Statement of Profit and Loss	2,14,514	5,09,129
Expenses recognized in OCI	70,581	(88,585)
Benefits paid	(1,23,462)	(92,293)
Closing net liability	6,55,580	23,71,139
Actuarial Assumptions		
Retirement age - years	58	58
Discount rate and expected Return on Plan Assets	6.66% p.a.	7.18% p.a.
Mortality	Indian Assured Lives Mortality (2006-2008) Ultimate	Indian Assured Lives Mortality (2006-2008) Ultimate
Rate of Employee turnover	2% p.a.	2% p.a.
Salary escalation	5% p.a.	5% p.a.
Other details		
No of Active Members	8	10
Per month salary for Active Members	4,39,833	2,43,497
Weighted Average duration of the Projected Benefit Obligation	2	3
Average Expected Future Service - years	2	3
Projected Benefit obligation	6,55,580	23,71,139
Prescribed Contribution for next year (12 months)	-	-

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

(Amount in ₹)

Maturity analysis of defined benefit obligation from the employer	Estimated for the year ended March 31, 2019	Estimated for the year ended March 31, 2018
1 st following year	3,80,231	15,43,973
2 nd following year	2,77,293	1,98,562
3 rd following year	99	2,84,269
4 th following year	521	13,809
5 th following year	545	14,657
Sum of years 6 to 10	3,121	83,958
Sum of years 11 and above	23,720	6,85,868

	Estimated for the year ended March 31, 2019	Estimated for the year ended March 31, 2018
Sensitivity analysis		
Delta impact of +1% change in discount rate	(3,678)	(41,246)
Delta impact of -1% change in discount rate	3,855	45,366
Delta impact of +1% change in salary escalation rate	3,879	45,896
Delta impact of -1% change in salary escalation rate	(3,770)	(42,447)
Delta impact of +1% change in rate of employee turnover	(367)	4,870
Delta impact of -1% change in rate of employee turnover	370	(5,196)

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.

Characteristics of defined benefit plan

The Company has a defined benefit gratuity plan in India (unfunded).

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 government security 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.

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

Asset Liability Matching Risk: The plan faces the ALM risk as to the matching cash flow. Company has to manage pay-out based on pay as you go basis from own funds.

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.

Characteristics of defined benefit plans

During the year, the company has changed the benefit scheme in line with Payment of Gratuity Act, 1972 by increasing monetary ceiling from 10 lakhs to 20 lakhs. Change in liability (if any) due to this scheme change is recognised as past service cost.

Note 32

Segment Reporting IND AS-108 :

The company has the following primary segments during the year :

- 1 Methanol
- 2 Trading Goods

Information about Primary Business Segment :

(Amount in ₹)

Particulars	Methanol		Trading		Total	
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
Segment Revenue	-	-	17,34,121	59,84,668	17,34,121	59,84,668
Segment Results before interest, exceptional / extraordinary items and tax	(1,34,87,293)	(1,23,59,121)	8,42,288	14,96,158	(1,26,45,005)	(1,08,62,963)
Net Unallocable (Income)/Expenses					(3,20,34,855)	(4,91,08,299)
Finance Cost					62,11,666	22,67,475
Profit/(Loss) for the year					1,31,78,184	3,59,77,861

Other Information

(Amount in ₹)

Particulars	Methanol		Trading		Unallocable		Total	
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
Segment Assets	6,54,39,422	8,13,25,724	-	48,15,154	9,24,855	2,73,124	6,63,64,277	8,64,14,002
Segment Liabilities	61,79,24,203	65,11,52,112	-	-	-	-	61,79,24,203	65,11,52,112
Depreciation	2,38,480	2,61,480	-	-	-	-	2,38,480	2,61,480
Non cash expenses other than depreciation	-	-	-	-	-	-	-	-

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

Note 33

Related Party Disclosure

A. List of related parties as required by Ind AS-24 “Related Party Disclosure” are given below :

i	Subsidiary	Rama Capital & Fiscal Services Pvt. Ltd.
ii	Associates	Silver Eagle Inc
iii	Key Management personnel (KMP) & their relatives	Mr. H D Ramsinghani – Managing Director & CFO Mr. R D Jog – Company Secretary w.e.f. 28/03/2019
iv	Non Executive Directors	Mrs. N H Ramsinghani Mr. R G Kulkarni Mr. D N Singh Mr. N R Joshi upto 05/11/2018 Mr. S S Arora w.e.f. 05/11/2018 Mr. B L Khanna w.e.f. 27/03/2019
v	Where persons mentioned in (iii) exercise significant influence	Rainbow Denim Ltd. Rama Phosphates Ltd. Rama Industries Ltd. Rainbow Agri Industries Ltd. Bluelagoon Investments Pvt. Ltd.

B. Transactions with related parties : (Amount in ₹)

	Type of related party	Description of nature of transaction	Volume of transaction during 2018-19	Volume of transaction during 2017-18	Balance as on 31.03.2019 Receivable / (Payable)	Balance as on 31.03.2018 Receivable / (Payable)
i	Subsidiary					
	Rama Capital & Fiscal Services Pvt. Ltd.	Loans / Advances given	50,000	4,00,000	30,90,44,140	30,90,44,140
		Loans / Advances recovered	50,000	-	-	-
ii	Key management personnel					
	Mr. H D Ramsinghani	Remuneration paid	14,60,000	-	-	-
		Sitting fees paid	10,000	10,000	-	-
		Sitting Fees refund	6,000	-	-	-
	Mr R D Jog	Remuneration Paid	7,096	-	-	-
iii	Non Executive Director					
	Mrs. N H Ramsinghani	Sitting fees paid	6,000	8,000	-	-
	Mr. R G Kulkarni	Sitting fees paid	28,000	20,000	-	-
	Mr. N R Joshi	Sitting fees paid	8,000	20,000	-	-
	Mr. D N Singh	Sitting fees paid	4,000	-	-	-
	Mr. S S Arora	Sitting fees paid	20,000	-	-	-
	Mr. B L Khanna	Sitting fees paid	2,000	-	-	-

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

(Amount in ₹)

iv	Type of related party	Description of nature of transaction	Volume of transaction during 2018-19	Volume of transaction during 2017-18	Balance as on 31.03.2019 Receivable / (Payable)	Balance as on 31.03.2018 Receivable / (Payable)
	Where KMP and their relatives exercise significant influence					
	Rama Krishi Rasayan (A Div. of Rama Phosphates Ltd.)	Sale of goods – excluding tax	20,02,352	59,84,668	-	10,76,472
	Rama Phosphates Ltd	Sale of goods – excluding tax	64,369	-	-	-
	Rama Industries Ltd.	Sale of Fixed Asset	1,70,000	-	-	-
	Rainbow Denim Ltd	Loans / Advances repaid	10,00,000	-	-	(10,00,000)
	Rainbow Agri Industries Ltd.	Loans / Advances taken	6,15,90,604	1,48,50,000	(12,00,00,000)	(12,61,25,000)
		Loans / Advances repaid	6,77,15,604	4,82,00,000		
	Bluelagoon Investments Pvt. Ltd	Loans / Advances taken	8,39,50,000	32,00,000	(10,21,50,000)	(12,39,50,000)
		Loans / Advances repaid	10,57,50,000	3,68,00,000		

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.

Note 34

Deferred Taxation

(Amount in ₹)

Particular	As At March 31, 2019	As At March 31, 2018
Deferred Tax Liability		
Property, Plant and Equipment	5,03,926	9,12,266
Deferred Tax Assets		
Provision for doubtful receivables	1,09,68,481	1,08,63,016
Unused Tax Credit / losses	1,87,35,121	1,91,23,982
Expenses that are allowed on payment basis	18,34,686	38,91,148
Total Deferred Tax Asset	3,15,38,288	3,38,78,146
Net Deferred (Asset) / Liability	(3,10,34,362)	(3,29,65,880)

Movement in deferred tax balances

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

(Amount in ₹)

Particular	Opening balance as at April 01, 2018	Changes during the year *	Closing balance as at March 31, 2019
Property, Plant and Equipment	9,12,266	-	5,03,926
Provision for doubtful receivables	1,08,63,016	-	1,09,68,481
Unused Tax Credit / losses	1,91,23,982	-	1,87,35,121
Expenses that are allowed on payment basis	38,91,148	-	18,34,686

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

(Amount in ₹)

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

Particular	Opening balance as at April 01,2017	Changes during the year *	Closing balance as at March 31, 2018
Property, Plant and Equipment	12,82,543	-	9,12,266
Provision for doubtful receivables	1,30,35,617	-	1,08,63,016
Unused Tax Credit / losses	3,47,62,635	-	1,91,23,982
Expenses that are allowed on payment basis	50,04,464	-	38,91,148

* In view of the company not expecting any taxable profits in near future, no deferred tax asset is recognized.

Note 35

Financial Instruments - Fair Value and Risk Management

a. Accounting Classification

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

(Amount in ₹)

Particulars	March 31, 2019	March 31, 2018
	Amortise Cost	Amortise Cost
Financial Assets		
Loans	2,11,492	2,11,492
Trade receivable	-	10,76,472
Cash and cash equivalents	22,85,592	34,41,007
Other financial assets	62,58,889	55,05,724
Total	87,55,973	1,02,34,695
Financial Liabilities		
Borrowings	26,07,50,000	28,86,75,000
Trade payable	26,90,503	29,87,322
Other financial liabilities	31,12,48,640	31,09,61,390
Total	57,46,89,143	60,26,23,712

b. 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.

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

c. Financial Risk Management

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

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

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 receivable

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. No impairment is observed on the carrying value of trade receivables.

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.

(Amount in ₹)

March 31, 2019	Carrying Amount	Contractual Cashflows				
		Total	Within 1 year	1-2 years	2-5 years	More than 5 years
Financial Liabilities						
Borrowings	26,07,50,000	26,07,50,000	-	3,35,00,000	-	22,72,50,000
Trade payable	26,90,503	26,90,503	26,90,503	-	-	-
Other Financial Liabilities	31,12,48,640	31,12,48,640	9,04,500	-	-	31,03,44,140

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

(Amount in ₹)

March 31, 2018	Carrying Amount	Contractual Cashflows				
		Total	Within 1 year	1-2 years	2-5 years	More than 5 years
Financial Liabilities						
Borrowings	28,86,75,000	28,86,75,000	-	-	3,35,00,000	25,51,75,000
Trade payable	29,87,322	29,87,322	29,87,322	-	-	-
Other Financial Liabilities	31,09,61,390	31,09,61,390	6,17,250	-	-	31,03,44,140

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

Currency risk is not material, as the Company's primary business activities are within India and does not have any exposure in foreign currency.

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 risk of changes in market interest rate is not material as the Company is having fixed rate borrowings.

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

The Company's activities are exposed to naphtha and gas price risks and therefore its overall risk management program focuses on the volatile nature of the naphtha and gas market, thus seeking to minimize potential adverse effects on the Company's financial performance on account of such volatility.

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

Note 36

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 :

(Amount in ₹)

	As at March 31, 2019	As at March 31, 2018
Borrowings	26,07,50,000	28,86,75,000
Less : Cash and Cash Equivalents	22,85,592	34,41,007
Net Debt	25,84,64,408	28,52,33,993
Total Equity	(55,15,59,926)	(56,47,38,110)
Debt / Equity ratio	(0.47)	(0.51)

Note 37

Previous year figures have been regrouped / rearranged wherever necessary to make them comparable.

As per our attached report of even date

For and on behalf of the Board of Directors

For Dayal & Lohia

Chartered Accountants

(Firm's Registration No. 102200W)

Rinkit K. Uchat

Partner

Membership No. 165557

D. N. Singh

Director

DIN : 00021741

H.D. Ramsinghani

Managing Director

DIN : 00035416

R. D. Jog

Company Secretary

Place : Mumbai

Date : May 30, 2019

Place : Mumbai

Date : May 30, 2019

**CONSOLIDATED
FINANCIAL
STATEMENTS**

INDEPENDENT AUDITOR'S REPORT

To the Members of Rama Petrochemicals Limited

Report on the Consolidated Financial Statements

Qualified Opinion

We have audited the Consolidated Financial Statements of **Rama Petrochemicals Limited** (“the Company”) and its Subsidiary (together referred as “the Group”), which comprise of the Consolidated Balance Sheet as at 31st March 2019, the Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and Consolidated Statement of Cash Flows for the year then ended, and notes to the Consolidated Financial Statements, including a summary of significant accounting policies and other explanatory information. (hereinafter referred to as “the consolidated financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion section of our report, the aforesaid consolidated 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 Consolidated Balance Sheet, of the consolidated state of affairs of the Group as at March 31, 2019;
- (b) in the case of the Consolidated Statement of Profit and Loss, of the Consolidated Profit for the year ended on that date;
- (c) in the case of the Consolidated Statement of Changes in Equity, of the consolidated changes in equity for the year ended on that date; and
- (d) in the case of the Consolidated Cash Flow Statement, of the consolidated cash flows for the year ended on that date.

Basis for Qualified Opinion

Going Concern – We draw attention to Note 28 & 30 regarding the Group’s Consolidated Financial Statements having been prepared using the going concern basis of accounting. Management is responsible for assessing the Group’s ability to continue as a going concern. The Company has obtained a valuation report dt.01/09/2015 from a registered valuer which indicates that there is no impairment of assets. The Consolidated Balance Sheet and Consolidated Cash Flow Statement, indicate that as on March 31, 2019, the Group’s Current Liabilities are more than its Current Assets; and Group has incurred net Operating Loss of ₹ 1,94,95,494/- during the year ended March 31, 2019. Further discontinuance of production since last many years indicates that there is a significant doubt on the Company’s ability to continue as a going concern. Our opinion is modified in respect of this matter.

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 qualified opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit

of the consolidated 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.	Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers".	The assessment of procedures of revenue recognition adopted by management involved: i) Identifying the impact on adoption of the new standard; ii) Evaluation of industry wide procedures adopted for the revenue recognition under this standard.
2.	Impairment of assets	Refer para on Basis for Qualified Opinion of the report above.

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

The Company's Board of Directors are 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 consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated 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 Consolidated Financial Statements

The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated changes in equity and cash flows of the Group 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 Group 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 consolidated 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 Group'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 Group or to cease operations, or has no realistic alternative but to do so. The Company's Board of Directors are also responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated 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 consolidated 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 Group 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 consolidated 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 Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated 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 consolidated 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 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 of the aforesaid consolidated financial statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the Group so far as it appears from our examination of those books.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, Consolidated Statement of Changes in Equity, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

- d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015;
- e) On the basis of the written representations received from the directors of the Company as on 31st March, 2019 taken on record by the Board of Directors of the Company, none of the directors of the Group's companies incorporated in India 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 A".
- 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 consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group in Note 27 of the consolidated financial statements.
 - ii. The Group 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 and its subsidiary company incorporated in India.

For Dayal and Lohia
Chartered Accountants
Firm Regn. No. 102200W

Place: Mumbai
Date: 30th May, 2019.

Rinkit K Uchat
(Partner)
M. No. : 165557

ANNEXURE – ‘A’ TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF RAMA PETROCHEMICALS LIMITED & ITS SUBSIDIARY COMPANY

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

In conjunction with our audit of the consolidated financial statements of the Group as of and for the year ended 31st March 2019, we have audited the internal financial controls over financial reporting of **Rama Petrochemicals Limited** (hereinafter referred to as “the Company”) and its subsidiary (together referred as “the Group”), as of 31st March, 2019 in conjunction with our audit of the consolidated financial statements of the Group for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Group 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 group’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 Group’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 Institute of Chartered Accountants of India 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 and its subsidiary 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 Group have, 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 31st March, 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.

For **Dayal and Lohia**
Chartered Accountants
Firm Regn. No. 102200W

Place: Mumbai
Date: 30th May, 2019.

Rinkit K Uchat
(Partner)
M. No. : 165557

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2019

(Amount in ₹)

Particulars	Notes	As at March 31, 2019	As at March 31, 2018
ASSETS			
Non-Current Assets			
Property, plant and equipments	2	74,96,473	94,33,139
Capital Work in progress		2,41,20,371	2,41,20,371
Financial Assets:			
Investments	3	4,63,80,000	10,25,00,000
Other financial assets	4	56,13,927	21,11,001
Total Non-Current Assets		<u>8,36,10,771</u>	<u>13,81,64,511</u>
Current Assets			
Inventories	5	1,80,94,447	3,07,11,710
Financial Assets:			
Trade receivables	6	-	10,76,472
Cash and cash equivalents	7	27,54,502	35,64,587
Loans	8	2,11,492	2,11,492
Other financial assets	9	6,45,643	33,95,404
Other current assets	10	79,52,103	1,24,38,596
Current tax assets (Net)		6,84,805	1,96,658
Total Current Assets		<u>3,03,42,992</u>	<u>5,15,94,919</u>
TOTAL ASSETS		<u>11,39,53,763</u>	<u>18,97,59,430</u>
EQUITY AND LIABILITIES			
Equity			
Equity share capital	11	10,46,94,000	10,46,94,000
Other equity	12	(58,39,96,093)	(59,66,43,304)
Total Equity		<u>(47,93,02,093)</u>	<u>(49,19,49,304)</u>
Liabilities			
Non-Current Liabilities			
Financial Liabilities			
Borrowings	13	23,59,79,398	31,92,02,063
Other financial liabilities	14	31,03,44,140	31,03,44,140
Provisions	15	2,94,628	9,75,985
Total Non-Current Liabilities		<u>54,66,18,166</u>	<u>63,05,22,188</u>
Current Liabilities			
Financial Liabilities :			
Trade payables	16	26,90,503	29,87,322
Other financial liabilities	17	9,04,500	6,17,250
Other current liabilities	18	4,24,24,095	4,53,98,096
Provisions	19	6,18,592	21,83,878
Total Current Liabilities		<u>4,66,37,690</u>	<u>5,11,86,546</u>
Total Liabilities		<u>59,32,55,856</u>	<u>68,17,08,734</u>
TOTAL EQUITY AND LIABILITIES		<u>11,39,53,763</u>	<u>18,97,59,430</u>
Significant accounting policies	1		

As per our report of even date attached

For and on behalf of the Board of Directors

For Dayal & Lohia

Chartered Accountants

(Firm's Registration No. 102200W)

Rinkit K. Uchat

Partner

Membership No. 165557

D. N. Singh

Director

DIN : 00021741

H.D. Ramsinghani

Managing Director

DIN : 00035416

R. D. Jog

Company Secretary

Place : Mumbai

Date : May 30, 2019

Place : Mumbai

Date : May 30, 2019

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

(Amount in ₹)

Particulars	Notes	For the year ended March 31, 2019	For the year ended March 31, 2018
REVENUE			
Revenue from operations	20	21,04,307	60,31,907
Other income	21	5,13,89,732	5,49,42,828
Total Revenue		5,34,94,039	6,09,74,735
EXPENSES			
Cost of sales	22	12,21,581	45,33,909
Changes in inventories		3,387	-
Employee benefits expense	23	59,07,253	64,62,813
Finance costs	24	62,11,666	22,68,375
Depreciation	2	2,57,128	2,80,128
Other expenses	25	2,71,75,232	1,15,49,684
Total expenses		4,07,76,247	2,50,94,909
Profit/(loss) before exceptional item and tax		1,27,17,792	3,58,79,826
Profit/(loss) before tax		1,27,17,792	3,58,79,826
Tax Expense		-	-
Profit/(loss) for the year		1,27,17,792	3,58,79,826
Extra-ordinary Items		-	-
Other Comprehensive Income / (Expenses)			
Items that will not be reclassified to profit or loss			
Re-measurement gains / (losses) on defined benefit obligations		(70,581)	88,585
Total other comprehensive income for the year, net of tax expense		(70,581)	88,585
Total Comprehensive Profit/(Loss) for the year		1,26,47,211	3,59,68,411
Earnings per equity shares (Face Value of ₹ 10/- each)	26		
Basic		1.21	3.44
Diluted		1.21	3.44
Significant accounting policies	1		
The accompanying notes 1 to 37 are an integral part of the Financial Statements			

As per our report of even date attached

For Dayal & Lohia
Chartered Accountants

(Firm's Registration No. 102200W)

Rinkit K. Uchat
Partner
Membership No. 165557

Place : Mumbai
Date : May 30, 2019

For and on behalf of the Board of Directors

D. N. Singh
Director
DIN : 00021741

R. D. Jog
Company Secretary

Place : Mumbai
Date : May 30, 2019

H.D. Ramsinghani
Managing Director
DIN : 00035416

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

(Amount in ₹)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit / (Loss) before exceptional item and tax	1,27,17,792	3,58,79,826
Adjustments for :		
Depreciation on property, plant and equipment	2,57,128	2,80,128
Interest expenses	62,11,666	22,68,375
Actuarial Gain on Defined Benefit Plan	(70,581)	88,585
Dividend income	(5,998)	(7,717)
Interest income	(27,92,732)	(2,80,510)
Profit / (Loss) on sale of fixed assets	(3,58,12,769)	(5,32,92,107)
	<u>(3,22,13,286)</u>	<u>(5,09,43,246)</u>
Operating (Loss) / Profit before working capital changes	<u>(1,94,95,494)</u>	<u>(1,50,63,420)</u>
Adjustment for changes in working capital (Increase) / Decrease in:		
Inventories	1,26,17,263	33,091
Trade receivables	10,76,472	(10,76,472)
Other financial assets - Non Current	(35,02,926)	-
Other financial assets - Current	27,49,761	(29,22,375)
Other Current Assets	44,86,493	1,01,291
Current Tax Assets	(4,88,147)	-
Provisions - Non Current	(6,81,357)	(99,032)
Trade payables	(2,96,819)	9,14,946
Other Current financial liabilities	2,87,250	1,37,250
Other Current liabilities	(29,74,001)	(2,59,230)
Provisions - Current	(15,65,286)	3,96,306
	<u>1,17,08,703</u>	<u>(27,74,225)</u>
Cash generated from Operations	<u>(77,86,791)</u>	<u>(1,78,37,645)</u>
Direct taxes paid	-	-
Net Cash generated from Operating activities before exceptional items	<u>(77,86,791)</u>	<u>(1,78,37,645)</u>
Exceptional item	-	-
Net Cash generated from / (used in) Operating activities	<u>(77,86,791)</u>	<u>(1,78,37,645)</u>
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of fixed assets	(7,700)	(6,80,108)
Sale of fixed assets	3,75,00,007	5,47,00,000
Sale of investments	5,61,20,000	-
Dividend received	5,998	7,717
Interest received	27,92,732	2,80,510
Net Cash generated from / (used in) Investing activities	<u>9,64,11,037</u>	<u>5,43,08,119</u>
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from/(repayment) of borrowings (net)	(8,32,22,665)	(3,34,50,000)
Interest paid	(62,11,666)	(22,68,375)
Net Cash used in Financing activities	<u>(8,94,34,331)</u>	<u>(3,57,18,375)</u>
NET DECREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	<u>(8,10,085)</u>	<u>7,52,099</u>
Cash and Cash Equivalents - at the start of the year	35,64,587	28,12,488
Cash and Cash Equivalents - at the end of the year	27,54,502	35,64,587

As per our report of even date attached

For Dayal & Lohia

Chartered Accountants

(Firm's Registration No. 102200W)

Rinkit K. Uchat

Partner

Membership No. 165557

For and on behalf of the Board of Directors

D. N. Singh

Director

DIN : 00021741

H.D. Ramsinghani

Managing Director

DIN : 00035416

R. D. Jog

Company Secretary

Place : Mumbai

Date : May 30, 2019

Place : Mumbai

Date : May 30, 2019

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

(Amount in ₹)

Particulars	As at March 31, 2019	As at March 31, 2018
A Equity Share Capital		
Balance at the beginning of the year	10,46,94,000	10,46,94,000
Changes in equity share capital during the year	-	-
Balance at the end of the year	10,46,94,000	10,46,94,000
B Other Equity	Reserve and Surplus	Total
	Capital Reserve	Retained Earnings
	Other Equity	
Balance as at 1 April 2017	60,30,000	(63,86,41,715)
Profit/(loss) for the year	-	3,58,79,826
Other comprehensive income/(loss)	-	88,585
Total comprehensive income/(loss)	-	3,59,68,411
Balance as at 31 March 2018	60,30,000	(60,26,73,304)
Profit/(loss) for the year	-	1,27,17,792
Other comprehensive income/(loss)	-	(70,581)
Total comprehensive income/(loss)	-	1,26,47,211
Balance as at 31st March 2019	60,30,000	(58,39,96,093)

As per our report of even date attached

For Dayal & Lohia

Chartered Accountants

(Firm's Registration No. 102200W)

Rinkit K. Uchat

Partner

Membership No. 165557

For and on behalf of the Board of Directors

D. N. Singh

Director

DIN : 00021741

H.D. Ramsinghani

Managing Director

DIN : 00035416

R. D. Jog

Company Secretary

Place : Mumbai

Date : May 30, 2019

Place : Mumbai

Date : May 30, 2019

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

NOTE 1

A. Corporate Information

Rama Petrochemicals Limited (“the Company”) is a public limited company, incorporated and domiciled in India having its registered office at Savroli Kharpada Road, Village Vashivalli, P.O. Patalganga Tal. Khalapur Dist. Raigarh 410220, Maharashtra, India. The equity shares of the Company are listed on BSE Limited. The Company is into Methanol manufacturing, having manufacturing facility located at Patalganga (Maharashtra) and also Trading in various commodities.

B. PRINCIPLES OF CONSOLIDATION :

The Consolidated Financial Statement relate to Rama Petrochemicals Ltd. (the company) and Rama Capital & Fiscal Services Pvt. Ltd., (the Subsidiary). The Consolidated Financial Statements have been prepared on the following basis :

The financial statements of the Company and its subsidiary Company have been combined on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses after fully eliminating intra-group balances and intra-group transactions resulting in unrealized profits or losses.

The financial statements of the subsidiary used in the consolidation are drawn upto the same reporting date as that of the parent company i.e. 31st March, 2019.

The excess of cost to the Company’s of its investment in the subsidiary company over the company’s position of the equity of the subsidiary is recognized in the financial statement as Goodwill.

As the Company hold 100% equity in a subsidiary company, question of minority interest does not arise. Subsidiary company is incorporated in India.

C. Significant Accounting Policies

1. 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 Judgements

The preparation of the Company’s financial statements requires management to make informed judgements, 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;
- Provisions and Contingencies.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

2. Revenue Recognition :

- a. Revenue is recognized when the substantial risks and rewards of ownership is transferred to the buyer on dispatch of goods.
- b. Interest income is recognized on time proportionate basis.
- c. Dividend income from investments is recognized when the right to receive the dividend is established.
- d. Claims and damages are accounted as and when they are finalized.

3. 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.

4. Depreciation :

- a. Depreciation on Fixed Assets is provided on straight line method based on the useful lives of the assets as prescribed in Schedule II of the Companies Act, 2013.
- b. Depreciation on addition / deletion is provided pro-rata basis with reference to the date of addition / deletion as the case may be.
- c. Individual assets acquired for less than ₹ 5,000/- are depreciated fully in the year of acquisition.
- d. The details of estimated life for each category of assets are as under :
 - i) Buildings – 5 to 60 years
 - ii) Plant and Machinery – 15 to 20 years
 - iii) Furniture and Fixture – 10 years
 - iv) Office Equipments – 5 years
 - v) Vehicles – 8 years
 - vi) Free hold land is not depreciated.
 - vii) Lease hold land is amortised over the life of the lease.

5. Cash Flow Statements :

Cash flow statement is prepared in accordance with the indirect method prescribed under IND AS - 7 “Cash Flow Statements” issued by the Institute of Chartered Accountants of India.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

6. Foreign Currency Transactions :

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

The gain or loss arising out of settlement / translation of the assets and the liabilities at the closing rates due to exchange fluctuations is recognized as income / expenditure in the statement of profit and loss.

7. Investments :

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as non-current investments.

Current investments are carried at lower of cost and fair value determined on an individual investment basis. Non-Current investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

8. Valuation of Inventories :

- a. Raw Material and work in process are valued at cost (on “first in first out basis”) or net realisable value whichever is lower. Raw material and work in process are not written down below cost if the finished product in which they will be incorporated are expected at or above cost.
- b. Stores & Spares are valued at cost (on “first in first out basis”).
- c. Stocks in transit are valued at cost or market value whichever is lower.
- d. Finished goods are valued at cost or net realizable value, whichever is lower.
- e. Inventories of traded goods are valued at cost or net realizable value, whichever is lower.
- f. In case of subsidiary company inventories of shares and debentures are valued at cost or market value whichever is lower on basket valuation method.

9. Employee’s Benefits :

Short Term Employee Benefits :

All employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits. The benefits like salaries, wages, short term compensated absences etc. and the expected cost of bonus, ex-gratia are recognized in the period in which the employee renders the related service.

Long Term Employee Benefits :

Defined Contribution Plan :

The company has Defined Contribution plans for post employment benefits namely Provident Fund. Under the provident Fund Plan, the company contributes to a Government administered provident fund on behalf of its employees.

The Company’s contributions to the above funds are charged to revenue every year.

Defined Benefit Plans :

The Company’s liabilities towards gratuity and leave encashment are determined using the projected unit credit method as at the balance sheet date.

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.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

10. Borrowing Cost :

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

11. Segment Reporting :

The accounting policies adopted for segment reporting are in line with the accounting policies of the company. Segment assets include all operating assets used by the business segments and consist principally of fixed assets, debtors and inventories. Segment liabilities include the operating liabilities that result from the operating activities of the business. Segment assets and liabilities that cannot be allocated between the segments are shown as part of unallocated assets and liabilities respectively. Income / Expenses relating to the enterprise as a whole and not allocable on a reasonable basis to business segments are reflected as unallocated income / expenses.

12. 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.

13. 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.

A. 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 :

Financial assets at amortised cost

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

- (i) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- (ii) 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.

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

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

- (i) These assets are held within a business model whose objective is achieved both by collecting contractual cash flows and selling the financial assets; and
- (ii) 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).

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.

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.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2019**De-recognition**

A financial asset is derecognized when :

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

B. 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.

14. 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.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

(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.

15. Earnings per share :

The Company reports basic and 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.

16. 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.

17. 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.

18. 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 unit's (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

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

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.

19. Provisions :

A provision is recognized when the company has a present obligation as a result of past events and it is probable that there will be an outflow of resources to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

20. Contingent Liabilities :

Contingent liabilities, if any are disclosed in the notes on accounts. Provision is made in the accounts in respect of those contingencies which are likely to materialize into liabilities after the year end till the approval of the accounts by the board of directors and which have material effect on the position stated in the balance sheet.

Ind AS 101 allows first-time adopters certain exemptions/exceptions from the retrospective application of certain requirements under Ind AS. In preparing these financial statements, the Company has applied the following exemptions:

D. 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 CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2019
2 Property, Plant and Equipments

104

(Amount in ₹)

Particulars	Gross Carrying Amount		Depreciation			Net Carrying Amount			
	As at 01.04.2018	Additions during the period	Deductions/ Adjustments during the period	As at 31.03.2019	Upto 31.03.2018	On Deductions/ Adjustments	Upto 31.03.2019	As at 31.03.2019	As at 31.03.2018
Land Free-hold	36,10,057	-	-	36,10,057	-	-	-	36,10,057	36,10,057
Land lease-hold	1,76,449	-	1,76,449	-	5,382	7,918	-	-	1,71,067
Buildings	61,41,372	7,700	16,49,877	44,99,195	5,17,569	2,45,742	6,32,134	38,67,061	56,23,803
Plant & equipment	96,221	-	7	96,214	89,638	6,545	96,183	31	6,583
Office Equipments	65	-	-	65	-	-	-	65	65
Furniture and fixtures	23,138	-	-	23,138	1,579	2,305	3,884	19,254	21,559
Vehicles	5	-	-	5	-	-	-	5	5
Total	1,00,47,307	7,700	18,26,333	82,28,674	6,14,168	2,57,128	7,32,201	74,96,473	94,33,139

Particulars	Gross Carrying Amount		Depreciation			Net Carrying Amount			
	As at 01.04.2017	Additions during the year	Deductions/ Adjustments during the year	As at 31.03.2018	Upto 31.03.2017	On Deductions/ Adjustments	Upto 31.03.2018	As at 31.03.2018	As at 31.03.2017
Land Free-hold	36,10,057	-	-	36,10,057	-	-	-	36,10,057	36,10,057
Land lease-hold	1,76,449	-	-	1,76,449	2,691	2,691	5,382	1,71,067	1,73,758
Buildings	69,33,025	6,57,061	14,48,714	61,41,372	2,89,793	2,68,597	5,17,569	56,23,803	66,43,232
Plant & equipment	96,221	-	-	96,221	82,377	7,261	89,638	6,583	13,844
Office Equipments	65	-	-	65	-	-	-	65	65
Furniture and fixtures	91	23,047	-	23,138	-	1,579	1,579	21,559	91
Vehicles	5	-	-	5	-	-	-	5	5
Total	1,08,15,913	6,80,108	14,48,714	1,00,47,307	3,74,861	2,80,128	6,14,168	94,33,139	1,04,41,052

- 2.1 Lease hold land is taken on lease for the period of 95 years and cost of the same is amortised over the period of lease.
- 2.2 Immovable properties of the Company are also mortgaged on first pari-passu charge basis in favour of Financial Institution and Banks to secure Term loan sanctioned to denim division of the company. In the year 1999 - 2001, denim division of the company was demerged as Rainbow Denim Ltd.
- 2.3 Premises of a subsidiary company is mortgaged with bank for loans taken by a related party.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

(Amount in ₹)

Particulars	As at March 31, 2019	As at March 31, 2018
3 Investments		
Non Current Investments (At Cost)		
Investment in Unquoted Shares (Other than trade)		
92,760 (92,760) Equity Shares of Elate Investment and Holdings Pvt. Ltd of ₹ 10/- each fully paid up	4,63,80,000	4,63,80,000
NIL (14,591) Equity Shares of Disha Infin Consultants Pvt. Ltd. of ₹ 10/- each fully paid up	-	5,61,20,000
Total	<u>4,63,80,000</u>	<u>10,25,00,000</u>
Aggregate value of Unquoted Investments	<u>4,63,80,000</u>	<u>10,25,00,000</u>
4 Other Financial Assets		
Other Financial Assets (Non Current)		
Security Deposits		
Considered doubtful	2,06,600	2,06,600
Considered Good	<u>56,13,927</u>	<u>21,11,001</u>
	<u>58,20,527</u>	<u>23,17,601</u>
Less : Provision for doubtful deposits	2,06,600	2,06,600
Total	<u>56,13,927</u>	<u>21,11,001</u>
5 Inventories		
Stores & Spares	1,80,93,447	3,07,07,323
Shares and Debentures	1,000	4,387
For Mode of valuation refer Note 1(C-8)		
Total	<u>1,80,94,447</u>	<u>3,07,11,710</u>
6 Trade receivables		
Unsecured Considered Good unless stated otherwise		
Due more than six months		
considered good	-	-
considered doubtful	<u>3,84,116</u>	<u>3,84,116</u>
	<u>3,84,116</u>	<u>3,84,116</u>
Due less than six months		
considered good	-	10,76,472
	<u>3,84,116</u>	<u>14,60,588</u>
Less : Provision for doubtful debts	3,84,116	3,84,116
Total	<u>-</u>	<u>10,76,472</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

(Amount in ₹)

Particulars	As at March 31, 2019	As at March 31, 2018
7 Cash and cash equivalents		
Balances with banks:		
In current accounts	11,30,547	16,01,828
Fixed Deposits	13,04,613	12,70,944
Cash on hand	3,19,342	6,91,815
Total	27,54,502	35,64,587
8 Loans - Current		
Unsecured - considered good		
Loans to employees	2,11,492	2,11,492
Total	2,11,492	2,11,492
9 Other Financial Assets		
Other financial assets (Current)		
Interest receivable	3,72,519	3,04,028
Net Tax Assets	2,73,124	76,466
Others	-	30,14,910
Total	6,45,643	33,95,404
10 Other current assets		
Balances with Govt Authorities	75,86,803	83,19,972
Prepaid expenses	1,95,449	2,65,455
Others		
considered doubtful	4,15,95,749	4,15,95,749
Considered good	1,69,851	38,53,169
	4,17,65,600	4,54,48,918
Less : Provisions for doubtful	4,15,95,749	4,15,95,749
	1,69,851	38,53,169
Total	79,52,103	1,24,38,596

10.1 During the year 1998-99, company had imported some material and could not pay custom duty due to financial crisis. The material was stored in Central Warehousing Corporation bonded warehouse. During the year 2012-13, the company came to know that the material was auctioned by the Custom Authority for non payment of duty. Since the matter is pending with High Court, claims for the same amounting to ₹ 1,87,71,179/- is provided in the books of accounts included in doubtful provisions.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

(Amount in ₹)

Particulars	As at March 31, 2019	As at March 31, 2018
11 Equity Share Capital		
Authorised		
5,00,00,000 (5,00,00,000) Equity Shares of ₹ 10/- each	<u>50,00,00,000</u>	<u>50,00,00,000</u>
Issued, Subscribed and Paid up		
1,04,69,400 (1,04,69,400) Equity shares of ₹10/- each fully paid up	<u>10,46,94,000</u>	<u>10,46,94,000</u>
Total issued, subscribed and fully paid up share capital	<u>10,46,94,000</u>	<u>10,46,94,000</u>

a Reconciliation of the equity shares outstanding at the beginning and at the end of the year

Particulars	As at March 31, 2019		As at March 31, 2018	
	Number	Amount in ₹	Number	Amount in ₹
Shares outstanding at the beginning of the year	<u>1,04,69,400</u>	<u>10,46,94,000</u>	1,04,69,400	10,46,94,000
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	<u>1,04,69,400</u>	<u>10,46,94,000</u>	<u>1,04,69,400</u>	<u>10,46,94,000</u>

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.

Equity Shares : 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.

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

Name of Shareholder	As at 31st March, 2019		As at 31 March, 2018	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Silver Eagle Inc	30,40,000	29	30,40,000	29
Libra Mercantile Pvt. Ltd	14,04,401	13	14,04,401	13
Jupiter Corporate Services Pvt. Ltd.	6,34,330	6	6,34,330	6

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

(Amount in ₹)

Particulars	As at March 31, 2019	As at March 31, 2018
12 Other Equity		
Capital Reserve		
Opening balance	60,30,000	60,30,000
Addition during the year	-	-
Closing balance	<u>60,30,000</u>	<u>60,30,000</u>
Retained Earnings		
Opening balance	(60,26,73,304)	(63,86,41,715)
Profit / (Loss) for the year	1,27,17,792	3,58,79,826
Items of other comprehensive income recognised directly in retained earnings:		
Remeasurement of defined benefit obligation (net of tax)	(70,581)	88,585
Closing Balance	<u>(59,00,26,093)</u>	<u>(60,26,73,304)</u>
Total	<u><u>(58,39,96,093)</u></u>	<u><u>(59,66,43,304)</u></u>
13 Borrowings		
Borrowings (Non Current)		
Secured Loans		
From Others	3,35,00,000	3,35,00,000
	<u>3,35,00,000</u>	<u>3,35,00,000</u>
Unsecured Loans		
From related parties	19,73,79,398	28,06,02,063
From others	51,00,000	51,00,000
	<u>20,24,79,398</u>	<u>28,57,02,063</u>
Total	<u><u>23,59,79,398</u></u>	<u><u>31,92,02,063</u></u>
13.1 Terms and Condition of Borrowings : Loan from others is secured by a personal guarantee of a director. Interest on the loans is payable @ 18% p.a. quarterly at the end of the quarter. Loan is repayable in two installment, on 22/11/2020 ₹ 2,00,00,000/- and on 23/11/2020 ₹ 1,35,00,000/-		
14 Other Financial Liabilities		
Other financial liabilities (Non Current)		
Interest Free sales tax deferral	31,03,44,140	31,03,44,140
Total	<u><u>31,03,44,140</u></u>	<u><u>31,03,44,140</u></u>

14.1 The company had a liability of ₹ 31,23,33,405/- payable from 30th April 2001 to 30th April 2014 to sales tax department of Government of Maharashtra in respect of sales tax deferral scheme. The company had paid ₹ 19,89,265/- against the same.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

(Amount in ₹)

Particulars	As at March 31, 2019	As at March 31, 2018
15 Provisions		
Provisions (Non Current)		
For employee benefits - (refer note 31)		
Gratuity	2,75,349	8,27,166
Leave benefits	19,279	1,48,819
Total	2,94,628	9,75,985
CURRENT FINANCIAL LIABILITIES		
16 Trade payables		
Amount Due to MSME	14,33,622	14,33,622
Others	12,56,881	15,53,700
Total	26,90,503	29,87,322
16.1 Based on the information available with the company, one party has been identified as MSME as defined under "Micro, Small and medium Enterprise Development Act, 2006" which has claimed ₹14,33,622/- (Previous Year ₹ 14,33,622/-) towards supply. This liability has been disputed by the company. The party has filed a complaint against the company, with Micro and Small Enterprises Facilitation Council. Under these circumstances interest, if any, will be accounted as and when becomes payable.		
17 Other Financial Liabilities		
Other financial liabilities (Current)		
Security Deposits	-	1,65,000
Others	9,04,500	4,52,250
Total	9,04,500	6,17,250
18 Other Current Liabilities		
Statutory dues	61,98,376	1,18,46,768
Other liabilities	3,62,25,719	3,35,51,328
Total	4,24,24,095	4,53,98,096
19 Provisions		
Provisions (Current)		
For employee benefits - (refer note 31)		
Gratuity	3,80,231	15,43,973
Leave benefits	2,38,361	6,39,905
Total	6,18,592	21,83,878

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

(Amount in ₹)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
20 Revenue from Operations		
Sale of Traded Goods	18,00,957	60,31,907
Sale of Stores and Spares	3,03,350	-
Total	21,04,307	60,31,907
21 Other Income		
Interest income	27,92,732	2,80,510
Dividends on FVOCI investments	5,998	7,717
Rent	4,17,634	12,26,667
Profit on sale of fixed assets	3,58,12,769	5,32,92,107
Other non-operating income	1,23,60,599	1,35,827
Total	5,13,89,732	5,49,42,828
22 Cost of Sales		
Cost of Traded Goods	9,56,513	45,33,909
Cost of Stores & Spares	2,65,068	-
Total	12,21,581	45,33,909
23 Employee Benefit Expenses		
Salaries and wages	52,26,335	53,41,015
Contribution to provident and other funds	3,86,698	7,84,048
Staff welfare expenses	2,94,220	3,37,750
Total	59,07,253	64,62,813
24 Finance Cost		
Interest expenses	62,11,666	22,68,375
Total	62,11,666	22,68,375
25 Other Expenses		
Power & Fuel	7,43,487	6,71,662
Repairs to		
Buildings	91,108	1,76,950
Machinery	2,98,238	7,28,599
Others	9,56,054	6,20,539
Stores & Spares - Consumed	34,072	80,058
Stores & Spares - Scrapped	1,23,98,623	-
Loss on sale of Scrapped Fixed Assets	23,18,889	-
Insurance	3,58,481	4,20,234

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

(Amount in ₹)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Rates and taxes	4,82,335	9,13,535
Travelling and conveyance expenses	3,71,201	7,09,152
Legal and professional fees	24,75,352	23,09,076
Printing, stationery and communication expenses	5,30,413	5,30,832
Bank charges	9,709	5,197
Security charges	29,44,554	29,62,446
Sundry balances written off	-	2,300
Sundry expenses	25,83,857	11,70,829
Directors' sitting fees	72,000	58,120
Auditors' remuneration		
Audit fee	1,29,000	1,29,000
Taxation matters	3,73,750	60,050
Reimbursement of expenses	4,109	1,105
Total	2,71,75,232	1,15,49,684

Note 26

Earning Per Share (EPS)

Sr. No.	Particulars	For the Year Ended 31st March, 2019	For the Year Ended 31st March, 2018
i	Total Comprehensive Profit / (Loss) for the year (Amount in ₹)	1,26,47,211	3,59,68,411
ii	Weighted Average number of Equity Shares outstanding	1,04,69,400	1,04,69,400
iii	Weighted Average number of Equity Shares including diluted potential equity shares outstanding during the year	1,04,69,400	1,04,69,400
iv	Face Value of Equity Shares in ₹	10.00	10.00
v	Basic Earning per Equity Share (Before Extraordinary item)	1.21	3.44
vi	Diluted Earning per Equity Share (Before Extraordinary item)	1.21	3.44
vii	Basic Earning per Equity Share (After Extraordinary item)	1.21	3.44
viii	Diluted Earning per Equity Share (After Extraordinary item)	1.21	3.44

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

Note 27

Contingent Liabilities :

- a. Claims against the company not acknowledged are as follows : (Amount in ₹)

Name of the Statute	As at March 31, 2019	As at March 31, 2018
Income Tax	2,44,91,973	2,44,91,973
Irrigation Department	25,92,05,087	25,92,05,087

The Company is in appeal for these claims.

- b. Guarantees / Counter Guarantees given to Banks, Financial Institutions and other Body Corporate ₹ 27,05,00,000/- (Previous Year ₹ 27,05,00,000/-)

Note 28

The operation of company's methanol division has been unviable and in turn forced the company to suspend its production activities since Sept.'1999. However, the company is making efforts to obtain alternative feed stock for its methanol plant to restart the operation. Considering the fact that laying of pipeline for supply of gas by Gas Authority of India Ltd. is completed, the company is hopeful to restart its plant. Accordingly the company continues to prepare accounts on the basis of "Going Concern Concept".

Note 29

As mentioned above the company had suspended its production activities since Sept.'1999, as a result of this the company has transferred some of the employees to other Division /Group Companies w.e.f. 30th October,1999. None of the transferred employees has reported to their duties and they have approached the Industrial Court. However, Company does not expect any financial liability, apart from their service benefit, which has been provided in the books of account.

Note 30

The company has obtained a valuation report from registered valuer in respect of its methanol division. On considering the same, the management is of the opinion that there is no loss on account of impairment of assets as per IND AS - 36 "Impairment of Assets" as issued by ICAI pertaining to this division.

Note 31

Employee Benefits

Defined Contribution Plan

Provident Fund

Superannuation fund and Pension scheme, 1995

The company has recognized the following amounts in the statement of Profit and Loss which are included under Contribution to Provident and other funds :

(Amount in ₹)

	For the year ended March 31, 2019	For the year ended March 31, 2018
Contribution to : Provident Fund	1,59,320	2,55,277

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

(Amount in ₹)

Disclosure for Defined Benefit Plans based on actuarial valuation report :

	For the year ended March 31, 2019	For the year ended March 31, 2018
Gratuity		
Changes in defined benefit obligations		
Present value of defined benefit obligation as at the beginning of the year	23,71,139	20,42,888
Interest Cost	1,70,248	1,36,261
Current Service Cost	44,266	48,267
Liability transferred out	18,77,192	-
Past service cost-vested benefits	-	3,24,601
Benefit paid	(1,23,462)	(92,293)
Actuarial (gain)/loss due to changes in financial assumptions	1,934	(22,592)
Actuarial (gain)/loss due to changes in experience adjustments	68,647	(65,993)
Present value of defined benefit obligation as at end of the year	6,55,580	23,71,139
Changes in Fair Value of Plan Assets		
Fair value of Plan Assets at the beginning of the year	-	-
Interest Income	-	-
Employer Contribution	-	-
Benefits paid	-	-
Return on Plan Assets (excluding interest income)	-	-
Fair value of Plan Assets at end of the year	-	-
Amount recognized in the Balance Sheet		
Present value of defined benefit obligation at end of the year	(6,55,580)	(23,71,139)
Fair value of Plan Assets at end of the year	-	-
Net liability recognize in the Balance Sheet	(6,55,580)	(23,71,139)
Current Provision	3,80,231	15,43,973
Non Current provision	2,75,349	8,27,166
Expenses recognized in the Statement of Profit and Loss		
Interest Cost /(Income)	1,70,248	1,36,261
Current Service Cost	44,266	48,267
Actuarial (Gain) / Losses	-	-
Past Service Cost – vested benefits	-	3,24,601
Expenses recognized in the Statement of Profit and Loss	2,14,514	5,09,129
Expenses recognized in the Other Comprehensive Income (OCI)		
Remeasurement (gain) / loss	70,581	(88,585)
Actuarial (gain)/loss due to change in financial assumptions	-	-
Actuarial (gain)/loss due to change in experience adjustment	-	-
Net (Income)/Expenses recognized in OCI	70,581	(88,585)

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

(Amount in ₹)

	For the year ended March 31, 2019	For the year ended March 31, 2018
Movement in the present value of net defined benefit obligations are as follows		
Opening net liability	23,71,139	20,42,888
Liability transferred out	(18,77,192)	-
Expenses recognized in the Statement of Profit and Loss	2,14,514	5,09,129
Expenses recognized in OCI	70,581	(88,585)
Benefits paid	(1,23,462)	(92,293)
Closing net liability	6,55,580	23,71,139
Actuarial Assumptions		
Retirement age - years	58	58
Discount rate and expected Return on Plan Assets	6.66% p.a.	7.18% p.a.
Mortality	Indian Assured Lives Mortality (2006-2008) Ultimate	Indian Assured Lives Mortality (2006- 2008) Ultimate
Rate of Employee turnover	2% p.a.	2% p.a.
Salary escalation	5% p.a.	5% p.a.
Other details		
No of Active Members	8	10
Per month salary for Active Members	4,39,833	2,43,497
Weighted Average duration of the Projected Benefit Obligation	2	3
Average Expected Future Service - years	2	3
Projected Benefit obligation	6,55,580	23,71,139
Prescribed Contribution for next year (12 months)	-	-
Maturity analysis of defined benefit obligation from the employer	Estimated for the year ended March 31, 2019	Estimated for the year ended March 31, 2018
1st following year	3,80,231	15,43,973
2nd following year	2,77,293	1,98,562
3rd following year	99	2,84,269
4th following year	521	13,809
5th following year	545	14,657
Sum of years 6 to 10	3,121	83,958
Sum of years 11 and above	23,720	6,85,868

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

(Amount in ₹)

	Estimated for the year ended March 31, 2019	Estimated for the year ended March 31, 2018
Sensitivity analysis		
Delta impact of +1% change in discount rate	(3,678)	(41,246)
Delta impact of -1% change in discount rate	3,855	45,366
Delta impact of +1% change in salary escalation rate	3,879	45,896
Delta impact of -1% change in salary escalation rate	(3,770)	(42,447)
Delta impact of +1% change in rate of employee turnover	(367)	4,870
Delta impact of -1% change in rate of employee turnover	370	(5,196)

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.

Characteristics of defined benefit plan

The Company has a defined benefit gratuity plan in India (unfunded).

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 government security 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.

Asset Liability Matching Risk: The plan faces the ALM risk as to the matching cash flow. Company has to manage pay-out based on pay as you go basis from own funds.

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.

Characteristics of defined benefit plans

During the year, the company has changed the benefit scheme in line with Payment of Gratuity Act, 1972 by increasing monetary ceiling from 10 lakhs to 20 lakhs. Change in liability (if any) due to this scheme change is recognised as past service cost.

In case of subsidiary company, provision for leave encashment and gratuity is not required as the company does not have any employee as on 31st March, 2019.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

Note 32

Segment Reporting IND AS-108 :

The company has the following primary segments during the year :

- 1 Methanol
- 2 Trading Goods

Information about Primary Business Segment :

(Amount in ₹)

Particulars	Methanol		Trading		Total	
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
Segment Revenue	-	-	18,00,957	59,84,668	18,00,957	59,84,668
Segment Results before interest, exceptional / extraordinary items and tax	(1,34,87,293)	(1,23,59,121)	8,44,444	14,96,158	(1,26,42,849)	(1,08,62,963)
Net Unallocable (Income)/Expenses					(3,15,01,726)	(4,90,99,749)
Finance Cost					62,11,666	22,68,375
Profit/(Loss) for the year					1,26,47,211	3,59,68,411

Other Information

(Amount in ₹)

Particulars	Methanol		Trading		Unallocable		Total	
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
Segment Assets	6,54,39,422	8,13,25,724	-	48,15,154	4,85,14,341	10,36,18,552	11,39,53,763	18,97,59,430
Segment Liabilities	56,26,26,538	65,11,52,112	-	-	3,06,29,318	3,05,56,622	59,32,55,856	68,17,08,734
Depreciation	2,38,480	2,61,480	-	-	18,648	18,648	2,57,128	2,80,128
Non cash expenses other than depreciation	-	-	-	-	-	-	-	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

Note 33

Related Party Disclosure

A. List of related parties as required by Ind AS-24 “Related Party Disclosure” are given below :

i	Associates	Silver Eagle Inc
ii	Key Management personnel (KMP) & their relatives	Mr. H D Ramsinghani – Managing Director & CFO Mr. R D Jog – Company Secretary w.e.f. 28/03/2019 Mr. C M Divakaran Nair – Director
iii	Non Executive Directors	Mrs. N H Ramsinghani Mr. R G Kulkarni Mr. D N Singh Mr. N R Joshi upto 05/11/2018 Mr. S S Arora w.e.f 05/11/2018 Mr. B L Khanna w.e.f 27/03/2019
iv	Where persons mentioned in (iii) exercise significant influence	Rainbow Denim Ltd. Rama Phosphates Ltd. Rama Industries Ltd. Rainbow Agri Industries Ltd. Bluelagoon Investments Pvt. Ltd. Nova Gelicon Pvt. Ltd.

B. Transactions with related parties : (Amount in ₹)

	Type of related party	Description of nature of transaction	Volume of transaction during 2018-19	Volume of transaction during 2017-18	Balance as on 31.03.2019 Receivable / (Payable)	Balance as on 31.03.2018 Receivable / (Payable)
i	Key management personnel					
	Mr. H D Ramsinghani	Remuneration paid	14,60,000	-	-	-
		Sitting fees paid	10,000	10,000	-	-
		Sitting fees refunded	6,000	-	-	-
	Mr. R D Jog	Remuneration paid	7,096	-	-	-
ii	Non Executive Director					
	Mrs. N H Ramsinghani	Sitting fees paid	6,000	8,000	-	-
	Mr. R G Kulkarni	Sitting fees paid	28,000	20,000	-	-
	Mr. N R Joshi	Sitting fees paid	8,000	20,000	-	-
	Mr. D N Singh	Sitting fees paid	4,000	-	-	-
	Mr. S S Arora	Sitting fees paid	20,000	-	-	-
	Mr. B L Khanna	Sitting fees paid	2,000	-	-	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

(Amount in ₹)

	Type of related party	Description of nature of transaction	Volume of transaction during 2018-19	Volume of transaction during 2017-18	Balance as on 31.03.2019 Receivable / (Payable)	Balance as on 31.03.2018 Receivable / (Payable)
iii	Where KMP and their relatives exercise significant influence					
	Rama Krishi Rasayan (A Div. of Rama Phosphates Ltd.)	Sale of goods – excluding tax	20,02,352	59,84,668	-	10,76,472
	Rama Phosphates Ltd.	Sale of goods – excluding tax	64,369	-	(3,05,27,063)	(3,05,27,063)
		Premises pledged with bank	This transaction is of non monetary consideration	This transaction is of non monetary consideration	-	-
	Rama Industries Ltd.	Sale of goods – excluding tax	1,70,000	-	-	-
	Rainbow Denim Ltd	Loans / Advances taken	-	-	-	(10,00,000)
		Loans / Advances repaid	10,00,000	-	-	-
	Rainbow Agri Industries Ltd.	Loans / Advances taken	6,15,90,604	1,48,50,000	(12,00,00,000)	(12,61,25,000)
		Loans / Advances repaid	6,77,15,604	4,82,00,000	-	-
		Loans/Advances given	5,60,00,000	-	5,52,97,665	-
		Loans/Advances recovered	10,00,000	-	-	-
		Interest Received	3,30,739	-	-	-
	Bluelagoon Investments Pvt. Ltd	Loans / Advances taken	8,40,50,000	32,00,000	(10,21,50,000)	(12,39,50,000)
		Loans / Advances repaid	10,58,50,000	3,68,00,000	-	-
	Nova Gelicon Pvt. Ltd.	Securities pledged for loan taken by others	This transaction is of non monetary consideration	This transaction is of non monetary consideration	-	-

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.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

(Amount in ₹)

Note 34

Deferred Taxation

Particular	As At March 31, 2019	As At March 31, 2018
Deferred Tax Liability		
Property, Plant and Equipment	6,32,926	10,40,025
Deferred Tax Assets		
Provision for doubtful receivables	1,09,68,481	1,08,63,016
Unused Tax Credit / losses	2,57,02,808	2,60,24,672
Expenses that are allowed on payment basis	18,34,686	38,91,148
Total Deferred Tax Asset	3,85,05,975	4,07,78,836
Net Deferred (Asset) / Liability	(3,78,73,049)	(3,97,38,811)

Movement in deferred tax balances

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

Particular	Opening balance as at April 01, 2018	Changes during the year *	Closing balance as at March 31, 2019
Property, Plant and Equipment	10,40,025	-	6,32,926
Provision for doubtful receivables	1,08,63,016	-	1,09,68,481
Unused Tax Credit / losses	2,60,24,672	-	2,57,02,808
Expenses that are allowed on payment basis	38,91,148	-	18,34,686

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

Particular	Opening balance as at April 01, 2017	Changes during the year *	Closing balance as at March 31, 2018
Property, Plant and Equipment	14,34,377	-	10,40,025
Provision for doubtful receivables	1,30,35,617	-	1,08,63,016
Unused Tax Credit / losses	4,32,70,015	-	2,60,24,672
Expenses that are allowed on payment basis	50,04,464	-	38,91,148

* In view of the company not expecting any taxable profits in near future, no deferred tax asset is recognized.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

(Amount in ₹)

Note 35

Financial Instruments - Fair Value and Risk Management

a. Accounting Classification

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

Particulars	March 31, 2019	March 31, 2018
	Amortise Cost	Amortise Cost
Financial Assets		
Investment in equity instruments	4,63,80,000	10,25,00,000
Loans	2,11,492	2,11,492
Trade receivable	-	10,76,472
Cash and cash equivalents	27,54,502	35,64,587
Other financial assets	62,59,570	55,06,405
Total	5,56,05,564	11,28,58,956
Financial Liabilities		
Borrowings	23,59,79,398	31,92,02,063
Trade payable	26,90,503	29,87,322
Other financial liabilities	31,12,48,640	31,09,61,390
Total	54,99,18,541	63,31,50,775

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.

Particulars	As at March 31, 2019			As at March 31, 2018		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Investment in equity instrument	-	4,63,80,000	-	-	10,25,00,000	-

The fair value in respect of the unquoted equity instrument cannot be reliably estimated. The company has measured them at cost.

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.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

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

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 receivable

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. No impairment is observed on the carrying value of trade receivables.

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 cashflows. 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.

(Amount in ₹)

March 31, 2019	Contractual Cashflows					
	Carrying Amount	Total	Within 1 year	1-2 years	2-5 years	More than 5 years
Financial Liabilities						
Borrowings	23,59,79,398	23,59,79,398	-	3,35,00,000	-	20,24,79,398
Trade payable	26,90,503	26,90,503	26,90,503	-	-	-
Other Financial Liabilities	31,12,48,640	31,12,48,640	9,04,500	-	-	31,03,44,140

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

(Amount in ₹)

March 31, 2018	Contractual Cashflows					
	Carrying Amount	Total	Within 1 year	1-2 years	2-5 years	More than 5 years
Financial Liabilities						
Borrowings	31,92,02,063	31,92,02,063	-	-	3,35,00,000	28,57,02,063
Trade payable	29,87,322	29,87,322	29,87,322	-	-	-
Other Financial Liabilities	31,09,61,390	31,09,61,390	6,17,250	-	-	31,03,44,140

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

Currency risk is not material, as the Company's primary business activities are within India and does not have any exposure in foreign currency.

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 risk of changes in market interest rate is not material as the Company is having fixed rate borrowings.

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

The Company's activities are exposed to naphtha and gas price risks and therefore its overall risk management program focuses on the volatile nature of the naphtha and gas market, thus seeking to minimize potential adverse effects on the Company's financial performance on account of such volatility.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

Note 36

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 :

(Amount in ₹)

	As at March 31, 2019	As at March 31, 2018
Borrowings	23,59,79,398	31,92,02,063
Less : Cash and Cash Equivalents	27,54,502	35,64,587
Net Debt	23,32,24,896	31,56,37,476
Total Equity	(47,93,02,093)	(49,19,49,304)
Debt / Equity ratio	(0.49)	(0.64)

Note 37

Previous year figures have been regrouped / rearranged wherever necessary to make them comparable.

As per our report of even date attached

For and on behalf of the Board of Directors

For Dayal & Lohia

Chartered Accountants

(Firm's Registration No. 102200W)

Rinkit K. Uchat

Partner

Membership No. 165557

D. N. Singh

Director

DIN : 00021741

H.D. Ramsinghani

Managing Director

DIN : 00035416

R. D. Jog

Company Secretary

Place : Mumbai

Date : May 30, 2019

Place : Mumbai

Date : May 30, 2019

**For Consolidated Financial Statements
Form AOC – 1**

(Pursuant to first proviso to sub section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of Subsidiary

Name of the Subsidiary	Rama Capital & Fiscal Services Pvt. Ltd.
The date since when subsidiary was acquired	15/11/1995
Reporting period for the subsidiary concerned	31.03.2019
Reporting currency	₹
Share Capital	₹ 3,00,03,000
Reserves and Surplus	₹ (26,67,89,309)
Total Assets	₹ 10,28,87,150
Total Liabilities	₹ 33,96,73,459
Investments	₹ 4,63,80,000
Turnover	₹ 4,02,889
Profit/(Loss) before taxation	₹ (5,30,973)
Provision for taxation	Nil
Profit/(Loss) after taxation	₹ (5,30,973)
Other Comprehensive Income	Nil
Total Comprehensive Profit/(Loss) for the year	₹ (5,30,973)
Proposed dividend	Nil
% of share holding	100%

As per our report of even date attached
For Dayal & Lohia
Chartered Accountants
(Firm's Registration No. 102200W)

Rinkit K. Uchat
Partner
Membership No. 165557

For and on behalf of the Board of Directors

D. N. Singh
Director
DIN : 00021741

H.D. Ramsinghani
Managing Director
DIN : 00035416

R. D. Jog
Company Secretary

Place : Mumbai
Date : May 30, 2019

Place : Mumbai
Date : May 30, 2019

RAMA PETROCHEMICALS LIMITED

Corporate Identification Number (CIN) : L23200MH1985PLC035187

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

Tel.No. : 02192 250329 / 251211; **Email :** rama@ramagroup.co.in; **Website :** www.ramapetrochemicals.com

ATTENDANCE SLIP

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 Third Annual General Meeting of the Company held on Monday, September 30, 2019 at 3.00 p.m. at Savroli Kharpada Road, Village Vashivali, P.O. Patalganga, Taluka Khalapur, Dist. Raigad – 410 220.

Name of the Member / Proxy
(in BLOCK letters)

Signature of the Member/Proxy

RAMA PETROCHEMICALS LIMITED

Corporate Identification Number (CIN) : L23200MH1985PLC035187

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

Tel.No. : 02192 250329 / 251211; **Email :** rama@ramagroup.co.in; **Website :** www.ramapetrochemicals.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 above named company 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 Third Annual General Meeting of the Company, to be held on Monday, September 30, 2019 at 3.00 p.m. at Savroli Kharpada Road, Village Vashivali, P.O. Patalganga, Taluka Khalapur, Dist. Raigad – 410 220 and at any adjournment thereof in respect of such resolutions as indicated overleaf :

Signed this _____ day of _____ 2019

Signature of Member

Signature of Proxy Holder(s)

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.

Resolution No.	Resolutions	For	Against
	Ordinary Business		
1.	Adoption of Standalone and Consolidated Statement of Profit & Loss, Balance Sheet, Report of Directors and Auditors for the year ended March 31, 2019.		
2.	Reappointment of Mr D. N. Singh (DIN 00021741) as a Director who retires by rotation.		
3.	Appointment of Statutory Auditors M/s. Dayal & Lohia.		
	SPECIAL BUSINESS		
4.	Appointment of Mr. S.S. Arora (DIN 00033825) as an Independent Director of the Company.		
5.	Appointment of Mr. B. L. Khanna (DIN 00841927) as an Independent Director of the Company		
6.	Appointment of Mr. R. G. Kulkarni (DIN 03028670) as an Independent Director of the Company.		
7.	Appointment of Mr. H. D. Ramsinghani (DIN 00035416) as the Managing Director of the Company for a period of three years from November 5, 2018.		

Notes :

1. 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.
2. A Proxy need not be a member of the Company.
3. A person can act as a Proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% 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. Appointing a Proxy does not prevent a Member from attending the meeting in person, if he/she so wishes.
5. In the case of joint holders, the signature of any one holder will be sufficient but names of all joint holders should be stated.

