



RAMA PETROCHEMICALS LIMITED

Thirtieth Annual Report

2015 - 2016

BOARD OF DIRECTORS

CHAIRMAN

MR. H. D. RAMSINGHANI

REGISTERED OFFICE

51/52, FREE PRESS HOUSE,
NARIMAN POINT,
MUMBAI 400 021.

CIN: L23200MH1985PLC035187

Email : rama@ramagroup.co.in

Website: www.ramapetrochemicals.com

Tel.No. 022-2283 3355 / 2283 4182

Fax : 022-2204 9946

TECHNICAL DIRECTOR

MR. D. N. SINGH

DIRECTORS

MR. MAHENDRA LODHA (up to 15.06.2016)

MR. R. G. KULKARNI

MRS. N. H. RAMSINGHANI

MR. N. R. JOSHI (w. e. f. 30.05.2016)

PLANT

VILLAGE VASHIVALLI,
SAVROLI KHARPADA ROAD,
PATALGANGA,
DIST RAIGAD
MAHARASHTRA

BANKERS

BANK OF INDIA

ICICI BANK LTD.

STATE BANK OF INDIA

REGISTRARS AND TRANSFER AGENT

LINK INTIME INDIA PVT. LTD.

C-13, PANNALAL SILK MILLS

COMPOUND, L B S MARG,

BHANDUP (WEST),

MUMBAI 400 078

TEL : 25963838

FAX : 25946969

EMAIL: rnt.helpdesk@linkintime.co.in

Website : www.linkintime.co.in

AUDITORS

DAYAL & LOHIA

CHARTERED ACCOUNTANTS

MUMBAI

NOTICE

NOTICE is hereby given that the Thirtieth Annual General Meeting of the members of RAMA PETROCHEMICALS LIMITED will be held on Friday the 30th day of September, 2016 at 10.00 a.m. at Babasaheb Dahanukar Hall, Oricon House, Maharashtra Chamber of Commerce Path, Fort, Mumbai - 400 001 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2016 and the Balance Sheet as on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. H. D. Ramsinghani (DIN 00035416) who retires by rotation and is eligible for reappointment.
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 there of 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, as an Ordinary Resolution the following:

“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, Mr. N. R. Joshi (DIN 03574604) who was appointed by the Board of Directors as an Additional Director and 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 from the date of appointment up to May 30, 2021.”

5. 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 reappointment of Mr. D. N. Singh as Whole Time Director designated as ‘Technical Director’ for a further period of three years from May 01, 2016 on the terms and conditions as set out in the draft agreement between the Company and Mr. D. N. Singh 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. D. N. Singh.”

“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 in respect of Special Business specified in the Notice 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 Wednesday the 21st day of September, 2016 to Friday the 30th day of September, 2016 (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 a.m. to 1.00 p.m. 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 Registered Office at least seven days before the date of the Meeting so that the requested information can be made available at the time of the meeting.
- 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 11, 2016 for the 30th 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 26/09/2016 at 9.00 am and ends on 29/09/2016 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 21, 2016, 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 shareholders should log on to the e-voting website www.evotingindia.com.

 - (i) Click on Shareholders.
 - (ii) 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.
- (iii) Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier resolution of any company, then your existing password is to be used.

- (iv) 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) Members who have not updated their PAN are requested to use the Sequence Number printed on the sticker.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xiv) If Demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xv) 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 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.

(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.

(V) 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 send an email to helpdesk.evoting@cdslindia.com.

By Order of the Board
for RAMA PETROCHEMICALS LTD.

H. D. RAMSINGHANI
CHAIRMAN
(DIN 00035416)

Place : Mumbai
Date : August 11, 2016

Registered Office ;
51-52, Free Press House,
Nariman Point,
Mumbai 400021
Tel : 912222834123
Fax : 912222049946
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 SPECIAL BUSINESS SPECIFIED IN THE NOTICE CONVENING THE THIRTIETH ANNUAL GENERAL MEETING OF THE COMPANY.

ITEM NO 4

Mr. N. R. Joshi is a Non Executive Director of the Company. He joined the Board of Directors on May 30, 2016

Mr. N. R. Joshi is B. E. (Chemical Engineering) and a member of the Institute of Engineers, India. He has a total experience of over 35 years in the field of Gelatin manufacturing and has served in various capacities in different companies viz. Marine Chemicals, India Gelatin & Chemicals Ltd. etc. It is proposed to appoint Mr. N. R. Joshi 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 along with deposit of the requisite amount under the provisions of Section 160 of the Act, proposing the candidature of Mr. N. R. Joshi for the office of Director.

Mr. N. R. Joshi 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. N. R. Joshi fulfils the conditions specified in Section 152 of the Act and rules made there under for his appointment as an Independent Director of the Company.

The Company has also received declaration from Mr. N. R. Joshi that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI (LODR) Regulations 2015.

The draft letter of appointment of Mr. N. R. Joshi 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. N. R. Joshi does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Except Mr. N. R. Joshi 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

The Board of Directors of the Company at their meeting held on February 12, 2016, have reappointed Mr. D. N. Singh as the Whole Time Director designated as 'Technical Director' for a further period of Three Years from May 01, 2016.

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

Designation	:	Whole Time Director designated as 'Technical Director'.
Effective Date of Appointment	:	May 01, 2016.
Period	:	Three years

REMUNERATION:

- (a) Mr. D. N. Singh shall not be entitled to any remuneration as the Technical Director of the Company. He shall, however, be entitled to reimbursement of all expenses incurred for the business of the Company.
- (b) He shall not be entitled to sitting fees for attending meetings of the Board of Directors or any committee thereof.

The Draft Agreement between the Company and Mr. D. N. Singh is open for inspection of the Members on all days except Saturdays, Sundays and Public Holidays between 11.00 a.m. and 1.00 p.m.

Mr. D. N. Singh may be deemed to be concerned or interested in this Resolution as it relates to his own reappointment. None of the other Directors of the Company are in any way concerned or interested in the Resolution.

By Order of the Board
for **RAMA PETROCHEMICALS LTD.**

H. D. RAMSINGHANI
CHAIRMAN
(DIN 00035416)

Place : Mumbai
Date : August 11, 2016

Registered Office ;
51-52, Free Press House,
Nariman Point,
Mumbai 400021
Tel : 912222834123
Fax : 912222049946
CIN No. L23200MH1985PLC035187
e-mail : rama@ramagroup.co.in
Website: www.ramapetrochemicals.com

Map Showing Location of the venue of the AGM of Rama Petrochemicals Limited
Venue : The Babasaheb Dahanukar Hall, Oricon House, Maharashtra Chamber of Commerce Path,
Fort, Mumbai - 400001



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/reappointed at the forthcoming Annual General Meeting are as follows ;

Reappointment

1. Mr. H. D. Ramsinghani retires by rotation at the forthcoming Annual General Meeting and is eligible for reappointment.

Mr. H. D. Ramsinghani has done his Post Graduation in Management from U S A and has over 32 years of rich and varied experience in the field of Textiles, Petrochemicals and Fertilizers.

Mr. H. D. Ramsinghani was a Director of the Company from incorporation till 16/08/1993 and thereafter he was the Managing Director from 11/03/1996 to 19/06/2002 and is a Director since 2005.

He is the Chairman and Managing Director of Rainbow Denim Limited and Rainbow Agri Industries Limited. He is also a Director of Rama Phosphates Ltd., Rama Industries Ltd. and Nova Gelicon Pvt. Ltd. He is a Committee Member / Chairman in the following Companies :

Name of the Company	Name of the Committee	Designation
Rainbow Denim Ltd.	Stakeholders Committee	Member
Rama Phosphates Ltd.	Stakeholders Committee Audit Committee	Member Member
Rama Industries Ltd.	Audit Committee	Member

2. Mr. D. N. Singh is a Chemical Engineer from Banaras Hindu University and has over 50 years 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. D. N. Singh holds 10,898 Equity Shares of the Company

He is a Director of the following companies :

- (1) Rama Phosphates Limited (2) Rainbow Denim Limited
- (3) Rama Industries Limited

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

Rama Phosphates Limited Audit Committee - Member Stakeholders Relationship Committee - Chairman	Rainbow Denim Limited Audit Committee - Member Stakeholders Relationship Committee - Chairman
Rama Industries Limited Audit Committee - Chairman	

Appointment

Mr. N. R. Joshi is B. E. (Chemical Engineering) and a member of the Institute of Engineers, India. He has a total experience of over 35 years in the field of Gelatin manufacturing and has served in various capacities in different companies viz. Marine Chemicals, India Gelatin & Chemicals Ltd. etc. Mr. N. R. Joshi does not hold any Shares of the Company

Mr. N. R. Joshi is a whole time Director in Rama Industries Limited and a Director of Rama Phosphates Limited and Rainbow Denim Limited. He is a Member of Audit Committee and Stakeholders Relationship Committee of Rainbow Denim Limited.

DIRECTOR'S REPORT AND MANAGEMENT DISCUSSION AND ANALYSIS

Your Directors have pleasure in presenting the Thirtieth Annual Report together with the Audited Statement of Accounts for the year ended March 31, 2016.

FINANCIAL RESULTS

	Year Ended 31.03.2016	(₹ in lacs) Year Ended 31.03.2015
Profit/(Loss) before Depreciation	(382.46)	(3113.04)
Depreciation	3.64	3.66
Profit/(Loss) before tax and extraordinary items	(386.10)	(3116.70)
Extraordinary Items	Nil	Nil
Profit/(Loss)) for the year after Tax and extraordinary items	(386.10)	(3116.70)

DIVIDEND

Your Directors regret their inability to recommend any dividend for the year under review.

FINANCIAL PERFORMANCE

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 Company is a sick company as defined under Section 3(1)(o) of the Sick Industrial Companies (Special Provisions) Act, 1985 and a Draft Rehabilitation Scheme is under consideration of the Hon'ble BIFR. The segment wise details as required by Accounting Standard – 17 are given in the notes forming part of the Accounts.

INDUSTRY STRUCTURE AND DEVELOPMENTS

Due to non availability of natural gas at viable price few methanol plants remain closed and those who are operating are for their captive requirements only.

REVIEW OF COMPANY OPERATIONS

The Methanol Plant of the Company continued to be closed during the entire year under review since the operation of the Plant by using Naphtha as feed stock continues to be economically unviable.

FUTURE PROSPECTS

Methanol demand in the country is very good and it is mostly met by import as there is shortfall . Due to non availability of natural gas at viable price all the plants are not operating. It is expected that there would be increase in domestic production of gas and would be made available at viable price. This would help in restarting the closed units

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(3) of SEBI (LODR) Regulations, 2015 is annexed hereto.

Your Directors refer to the observations made by the Auditors in their Report on compliance with conditions of Corporate Governance and wish to state that the Company is taking steps to comply with requirement of minimum number of independent directors and appointment of KMP.