



**RAMA PETROCHEMICALS LIMITED**  
**Thirty Second Annual Report**  
**2017 - 2018**

**BOARD OF DIRECTORS**

**CHAIRMAN**

MR. H. D. RAMSINGHANI

**TECHNICAL DIRECTOR**

MR. D. N. SINGH

**REGISTERED OFFICE**

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

CIN: L23200MH1985PLC035187

Email : [rama@ramagroup.co.in](mailto:rama@ramagroup.co.in)

Website: [www.ramapetrochemicals.com](http://www.ramapetrochemicals.com)

Tel.No. 022-2283 3355 / 2283 4182

Fax : 022-2204 9946

**DIRECTORS**

MR. R. G. KULKARNI

MRS. N. H. RAMSINGHANI

MR. N. R. JOSHI

**PLANT**

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

**AUDITORS**

DAYAL & LOHIA

CHARTERED ACCOUNTANTS

MUMBAI

**REGISTRARS AND TRANSFER AGENT**

LINK INTIME INDIA PVT. LTD.

C-101, 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](mailto:rnt.helpdesk@linkintime.co.in)

Website : [www.linkintime.co.in](http://www.linkintime.co.in)

## **NOTICE**

NOTICE is hereby given that the Thirty Second Annual General Meeting of the members of RAMA PETROCHEMICALS LIMITED will be held on Tuesday, the 25th day of September, 2018 at 10.00 a.m at Babasaheb Dahanukar Hall, Oricon House, Maharashtra Chamber of Commerce Path, Fort, Mumbai 400001 to transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt:
  - (a) the Audited Financial Statements of the Company for the year ended March 31, 2018 together with the Reports of the Directors and Auditors thereon and;
  - (b) the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2018.
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 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 Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with rules, circulars, orders and notifications issued there under and subject to such approvals as may be necessary, the consent of the Members be and it is hereby accorded to the Board of Directors (the Board) for selling, transferring or otherwise disposing off at prevailing market rates, either as a whole or in smaller parcels as the Board may deem fit, the vacant plot of land situated at Village Vashivalli and Vadgaon, Taluka Khalapur. District Raigad, Maharashtra (the said Plot).”

“RESOLVED FURTHER THAT the Board (which term shall include a committee thereof) be and it is hereby authorized to take all such steps and do all such acts, deeds, matters and things, including the authority to negotiate with prospective buyers, finalize the terms and conditions for the said sale/transfer and execute documents etc, as may be required, necessary and expedient to give effect to the above Resolution to the end and intent that no further approval of the Members shall be required for the sale, transfer and disposal of the said Plot.”
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 Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to create such charges, mortgages and hypothecation in addition to the existing charges, mortgages and hypothecation created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company

in certain events in favor of various lenders to secure loans availed / to be availed from time to time up to an amount not exceeding Rs. 50 Crores (Rupees Fifty Crore Only)”

“RESOLVED FURTHER THAT the Board (which term shall include a committee thereof) be and is hereby authorized to take all such steps and do all such acts, deeds, matters and things and execute documents etc, as may be required, necessary and expedient to the end and intent that no further approval of the Members shall be required to give effect to the above Resolution.”

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 Section 180(1)(a) and Section 188 other applicable provisions, if any, of the Companies Act, 2013, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to create such charges, mortgages and hypothecation in addition to the existing charges, mortgages and hypothecation created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favor of various lenders being related parties to secure loans availed/ to be availed from time to time up to an amount not exceeding Rs. 60 Crores (Rupees Sixty Crore Only)”

“RESOLVED FURTHER THAT the Board (which term shall include a committee thereof) be and is hereby authorized to take all such steps and do all such acts, deeds, matters and things and execute documents etc, as may be required, necessary and expedient to the end and intent that no further approval of the Members shall be required to give effect to the above Resolution.”

7. 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 section 12(5) of the Companies act, 2013 and the rules made thereunder and subject to such consents, sanctions and approvals as may be necessary, the consent of the Members be and it is hereby accorded for the shifting of the registered Office of the Company from 51/52, Free Press House, Nariman Point, Mumbai 400021 to Village Vashivalli, Taluka Khalapur. District Raigad, Maharashtra, within the jurisdiction of the same Registrar of Companies, with effect from October 01, 2018.”

“RESOLVED FURTHER THAT the Board (which term shall include a committee thereof) be and is hereby authorized to take all such steps and do all such acts, deeds, matters and things and execute documents etc, as may be required, necessary and expedient to the end and intent that no further approval of the Members shall be required to give effect to the above Resolution.”

8. 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 Section 180(1)(a), Section 188 and other applicable provisions, if any, of the Companies act, 2013 read with rules, circulars, orders and notifications issued there under and subject to such approvals as may be necessary, the consent of the Members be and it is hereby accorded to the Board of Directors (the Board) for selling, transferring or otherwise disposing off at prevailing market rates, all or any of the 10 residential flats and a Guest House situated at MIDC Colony, Mohpada, Taluka Khalapur, District Raigad, Maharashtra (the said flats).”

“RESOLVED FURTHER THAT the Board (which term shall include a committee thereof) be and it is hereby authorized to take all such steps and do all such acts, deeds, matters and things, including the authority to negotiate with prospective buyers, finalize the terms and conditions for the said sale/transfer and execute documents etc, as may be required, necessary and expedient to give effect to the above Resolution to the end and intent that no further approval of the Members shall be required for the sale, transfer and disposal of the said Flats.”

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

“RESOLVED THAT subject to consents, approvals and/or permissions as may be required and in terms of provisions of Section 180 (1)(a) of Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof for the time being in force) and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors to sell the entire stake held by the Company in Rama Capital and Fiscal Services Pvt Ltd in one or more tranches to such persons and at such price as the Board may in its absolute discretion deem fit.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company or a Committee thereof, be and is hereby authorised to take such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed sale and further to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith”.

10. 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 Section 180(1)(a) and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with rules, circulars, orders and notifications issued there under and subject to such approvals as may be necessary, the consent of the Members be and it is hereby accorded to the Board of Directors (the Board) for selling, transferring or otherwise disposing off at prevailing market rates, either as a whole or in smaller parcels as the Board may deem fit, the vacant plot of land situated at Village Vashivalli and Vadgaon, Taluka Khalapur. District Raigad, Maharashtra (the said Plot).”

“RESOLVED FURTHER THAT the Board (which term shall include a committee thereof) be and it is hereby authorized to take all such steps and do all such acts, deeds, matters and things, including the authority to negotiate with prospective buyers, finalize the terms and conditions for the said sale/transfer and execute documents etc, as may be required, necessary and expedient to give effect to the above Resolution to the end and intent that no further approval of the Members shall be required for the sale, transfer and disposal of the said Plot.”

## **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 Tuesday the 18th day of September, 2018 to Tuesday the 25th day of September, 2018 (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 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 6, 2018 for the 32nd 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 22/09/2018 at 9.00 am and ends on 24/09/2018 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 18, 2018, 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](http://www.evotingindia.com).

(i) Click on Shareholders.

(ii) Now Enter your User ID

a. For CDSL: 16 digit beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digit 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](http://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) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on address slip in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (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) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
  - (xvi) 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](http://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](mailto:helpdesk.evoting@cdslindia.com).
    - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
    - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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](http://www.evotingindia.com) under help section or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

By Order of the Board  
**For RAMA PETROCHEMICALS LTD**

**H.D. RAMSINGHANI**  
**CHAIRMAN**  
**(DIN 00035416)**

Place: Mumbai  
Date : August 6, 2018

Registered Office ;  
51-52, Free Press House,  
Nariman Point, Mumbai 400021  
Tel: 912222834123  
Fax: 912222049946  
CIN No. L23200MH1985PLC035187  
E-mail: [rama@ramagroup.co.in](mailto:rama@ramagroup.co.in)  
Website: [www.ramapetrochemicals.com](http://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 THIRTY SECOND ANNUAL GENERAL MEETING OF THE COMPANY.**

**ITEM NO 4**

The Company has a plot of land admeasuring about 12 acres (the said plot) situated at Village Vashivalli and Vadgaon, Taluka Khalapur. District Raigad, Maharashtra which was purchased by the Company for setting up the Methanol Project. The Methanol Project has been set up at an adjacent plot and the said Plot has remained unutilized till date and the said plot is no longer required for the business of the Company. Hence it is proposed to dispose off the said plot at prevalent market rates after obtaining all requisite approvals, for which the resolution is placed before the Members for their approval.

All the Directors and the Key Managerial Personnel along with their relatives may be deemed to be concerned or interested in the resolution to the extent of their shareholding, if any.

**ITEM NO 5**

The borrowings of the Company from time to time may, if necessary, are required to be secured by way of charge / mortgage / hypothecation on the Company's assets in favour of the various lenders and which may contain provision to take over substantial assets of the Company in certain events of default. It is therefore necessary to pass a resolution under Section 180(1)(a) of the Act, for creation of charge / mortgage / hypothecation for an amount not exceeding Rs. 50 crores.

All the Directors and the Key Managerial Personnel along with their relatives may be deemed to be concerned or interested in the resolution to the extent of their shareholding, if any.

**ITEM NO 6**

The borrowings of the Company from time to time from related parties are required to be secured by way of charge / mortgage / hypothecation on the Company's assets and which may contain provision to take over substantial assets of the Company in certain events of default. It is therefore necessary to pass a resolution under Section 180(1)(a) and section 188 of the Act, for creation of charge / mortgage / hypothecation for an amount not exceeding Rs. 60 crores. The information as required under Rule 15 of the Companies (Meetings of the Board and its Powers) Rules, 2014 is as under:



**A. Name of the Related Party : Rainbow Agri Industries Ltd.**

1. Name of the Director or KMP who is related: Mr H D Ramsinghani and Mr R G Kulkarni.
2. Nature of relationship: The aforesaid Directors of the Company are also the Directors of Rainbow Agri Industries Ltd.
3. Nature, material terms, monetary value and particulars of the contract: The loans granted by Rainbow Agri Industries Limited to the Company to meet its day to day working capital requirements up to an amount of Rs 25 crore are proposed to be secured by a charge over the movable and/or immovable properties of the Company subject to receipt of all requisite approvals.

**B. Name of the Related Party : Blue Lagoon Investments Pvt Ltd.**

1. Name of the Director or KMP who is related: Mr H D Ramsinghani.
2. Nature of relationship: The relatives of the aforesaid Director of the Company are the majority shareholders in Blue lagoon Investments Pvt
3. Nature, material terms, monetary value and particulars of the contract: The loans granted by Blue Lagoon Investments Pvt Ltd. to the Company to meet its day to day working capital requirements up to an amount of Rs 25 crore are proposed to be secured by a charge over the movable and/or immovable properties of the Company subject to receipt of all requisite approvals.

**C. Name of the Related Party : Rama Phosphates Ltd.**

1. Name of the Director or KMP who is related: Mr H D Ramsinghani, Mr D N Singh, Mrs N H Ramsinghani and Mr N R Joshi.
2. Nature of relationship: The aforesaid Directors of the Company are also the Directors of Rama Phosphates Ltd.
3. Nature, material terms, monetary value and particulars of the contract: The loans granted/ to be granted by Rama Phosphates Limited to the Company to meet its capital requirements up to an amount of Rs 10 crore are proposed to be secured by a charge over the movable and/or immovable properties of the Company subject to receipt of all requisite approvals.

**ITEM NO 7**

The Registered Office of the Company is presently situated at 51/52, Free Press House, Nariman Point, Mumbai 400021. It is proposed to shift the Registered Office from the above address to Village Vashivalli, Taluka Khalapur, District Raigad, Maharashtra for administrative reasons effective from October 01, 2018.

None of the Directors and the Key Managerial Personnel along with their relatives are concerned or interested in the resolution.

**ITEM NO 8**

The Company has residential flats and a Guest House at MIDC Colony, Mohapada, Taluka Khalapur, District Raigad which are no longer required for the business of the Company and hence it is proposed to dispose off the said Flats at prevailing market rates either to third parties or to related parties after obtaining all requisite approvals, for which the enabling resolution is placed before the Members for their approval.

The information as required under Rule 15 of the Companies (Meetings of the Board and its Powers) Rules, 2014 is as under:

1. Name of the Related Party : Rainbow Agri Industries Ltd.
2. Name of the Director or KMP who is related: Mr H D Ramsinghani and Mr R G Kulkarni.
3. Nature of relationship: The aforesaid Directors of the Company are also the Directors of Rainbow Agri Industries Ltd.
4. Nature, material terms, monetary value and particulars of the contract: The sale of residential flats and the Guest House to Rainbow Agri Industries Limited will be at prevailing market rates on an arm's length basis.

All the Directors and the Key Managerial Personnel along with their relatives may be deemed to be concerned or interested in the resolution to the extent of their shareholding, if any.

**ITEM NO 9**

The Company holds 100% stake in the form of Equity and Preference Shares in Rama Capital and Fiscal services Pvt Ltd, an unlisted company. The investment was made with view to carry out financial activities. However, with the manufacturing activities of the Company being suspended, the Company has not been able to carry out any meaningful financial activities and hence it is proposed to divest its entire stake comprising both Equity and Preference shares in Rama Capital and Fiscal services Pvt Ltd. The sale will be effected at fair value based on Valuation Report to be obtained from a recognized Valuer in accordance with applicable legal provisions.

All the Directors and the Key Managerial Personnel along with their relatives may be deemed to be concerned or interested in the resolution to the extent of their shareholding, if any.

**ITEM NO 10**

The Company has a plot of land admeasuring about 12 acres (the said plot) situated at Village Vashivalli and Vadgaon, Taluka Khalapur. District Raigad, Maharashtra which was purchased by the Company for setting up the Methanol Project. The Methanol Project has been set up at an adjacent plot and the said Plot has remained unutilized till date and the said plot is no longer required for the business of the Company. Hence it is proposed to dispose off the said plot at prevalent market rates after obtaining all requisite approvals, for which the resolution is placed before the Members for their approval.

The information as required under Rule 15 of the Companies (Meetings of the Board and its Powers) Rules, 2014 is as under :

1. Name of the Related Party : Rainbow Agri Industries Ltd.
2. Name of the Director or KMP who is related: Mr H. D. Ramsinghani and Mr R. G. Kulkarni.
3. Nature of relationship: The aforesaid Directors of the Company are also the Directors of Rainbow Agri Industries Ltd.
4. Nature, material terms, monetary value and particulars of the contract: The sale of residential flats and the Guest House to Rainbow Agri Industries Limited will be at prevailing market rates on an arm's length basis.

All the Directors and the Key Managerial Personnel along with their relatives may be deemed to be concerned or interested in the resolution to the extent of their shareholding, if any.

By Order of the Board  
**For RAMA PETROCHEMICALS LTD**

**H.D. RAMSINGHANI**  
**CHAIRMAN**  
**(DIN 00035416)**

Place: Mumbai  
Date : August 6, 2018

Registered Office ;  
51-52, Free Press House,  
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CIN No. L23200MH1985PLC035187  
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