



Rama Phosphates Limited

30TH ANNUAL REPORT 2014 – 2015

BOARD OF DIRECTORS

CHAIRMAN & MANAGING DIRECTOR

D. J. Ramsinghani

DIRECTORS

H. D. Ramsinghani

D. N. Singh

K. Raghuraman

M. Shanmugam

Nominee Director Bank of India

A. K. Thakur

(w.e.f. 12/08/2014)

Mrs. N. H. Ramsinghani - Additional Director

(w.e.f. 31/03/2015)

CHIEF FINANCIAL OFFICER

J. K. Parakh

(w.e.f. 13/02/2015)

COMPANY SECRETARY

Kiran P. Jain

(w.e.f. 13/02/2015)

BANKERS

Bank of India

State Bank of India

Syndicate Bank

AUDITORS

M/s. Dayal & Lohia

Chartered Accountants

Mumbai

REGISTRARS & TRANSFER AGENT

LINK INTIME INDIA PRIVATE LIMITED

C-13, Pannalal Silk Mills Compound, L.B.S. Marg,

Bhandup West, Mumbai 400078

Tel.No. 25963838 Fax No.:25946969

Email : rnt.helpdesk@linkintime.co.in

Website : www.linkintime.co.in

REGISTERED OFFICE

812, Raheja Chambers, Nariman Point,

Mumbai 400 021

(CIN) : L24110MH1984PLC033917

Email :rama@ramagroup.co.in

Website : www.ramaphosphates.com

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

Fax : (91-22) 2204 9946

CORPORATE OFFICES

51-52, Free Press House,

Nariman Point, Mumbai 400021

Email :rama@ramagroup.co.in

Website : www.ramaphosphates.com

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

Fax : (91-22) 2204 9946

Indore – Madhya Pradesh

100, Chetak Centre, R.N.T.Marg,

Indore 452 001.

Pune- Maharashtra

P.O. Loni Kalbhor, Tal. Haveli,

Dist. Pune – 412 201.

Udaipur - Rajasthan

106, 1st Floor, 4-A, Vinayak Complex,

New Fatehpura, Udaipur 313 004.

WORKS :

ISO 9001: 2008 Certified



a) Fertilizer and Chemical Division

1) Indore – Madhya Pradesh

20/4 KM Stone, Indore – Ujjain Road
(Dharampuri), Dist. Indore 453 557.

2) Udaipur - Rajasthan

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



3) Pune - Maharashtra

Rama Krishi Rasayan

(A Division of Rama Phosphates Limited)

P.O. Loni Kalbhor, Pune Solapur Road,

Tal. Haveli, Dist. Pune 412 201.



b) Soya Oil Division-ISO-14001 Accredited

Indore – Madhya Pradesh

20/6 KM Stone, Indore – Ujjain Road
(Dharampuri), Dist. Indore 453 557.



NOTICE

NOTICE is hereby given that the Thirtieth Annual General Meeting (“AGM”) of the Members of Rama Phosphates Limited (“the Company”) will be held on **Monday, September 28, 2015 at 11.00 a.m.** at The Babasaheb Dahanukar Hall, Oricon House, Maharashtra Chamber of Commerce Path, Fort, Mumbai - 400001. to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2015, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. H. D. Ramsinghani (DIN: 00035416), who retires by rotation and being eligible, offer himself for reappointment.
3. To appoint auditors and to fix their remuneration and in this regard, to consider, and if thought fit, to pass, with or without modification(s), the following as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendations of the Audit Committee, M/s Dayal & Lohia, Chartered Accountants, having ICAI Firm Registration No.102200W, be and are hereby appointed as Statutory Auditors of the Company for the period of one (1) year, to hold office from the conclusion of this Annual General Meeting (“AGM”) upto the conclusion of the next AGM of the Company, on a remuneration to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee, in addition to reimbursement of all out of pocket expenses incurred by them in connection with the audit of the accounts of the Company for the financial year ending March 31, 2016.”

SPECIAL BUSINESS

4. Ratification of Remuneration to Cost Auditor

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

“**RESOLVED THAT** pursuant to provisions of Section 148(3) and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) the remuneration payable during the financial year 2015-16 to Mr. R. S. Raghavan, Cost Accountant (Membership No. 1179) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2015-16 amounting to ₹ 2,00,000 (Rupees Two Lacs) as also the payment of service tax as applicable and re-imbursement of out of pocket expenses incurred by him in connection with the aforesaid audit be and is hereby ratified and confirmed.”

5. Appointment of Director

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

“**RESOLVED THAT** pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made thereunder read with Schedule IV to the Act, Mrs. N.H. Ramsinghani (DIN 01327609), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. March 31, 2015 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Mrs. N.H. Ramsinghani for the office of the Director of the Company, be and is hereby elected and appointed as an Non-Executive Director, whose period of office shall be liable to determination by retirement of directors by rotation.”

NOTES:

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed hereto.
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 September 21, 2015 to September 28, 2015 (both days inclusive).
4. The Shareholders, who have not claimed their Dividend, are requested to write to the Registrar and Transfer Agent, M/s. Link Intime Registry Private Limited, Mumbai to claim the amount of Dividend.

Pursuant to Section 124 of the Companies Act, 2013, if the Dividend Amount is not claimed within 7 Years from the date of become due for payment, such unclaimed amount will be transferred to Investor Education and Protection Fund and thereafter no claim shall be against the Company.

Information in respect of such unclaimed dividend when due for transfer to the Investor Education and Protection Fund (IEPF) are given below:

Sl. No.	For the Financial year ended	Date of Payment of Dividend	Due date for transfer to the Investor Education and Protection Fund	Unclaimed dividend as on June 30, 2015
1	March 31, 2013	October 10, 2013	October 09, 2020	₹ 2,57,596.80
2	March 31, 2014	October 10, 2014	October 09, 2021	₹ 1,70,914.50

5. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Corporate Office of the Company on all working days, except Saturdays, Sundays and Public Holidays from 11.00 am to 1.00 pm up to the date of the meeting.
6. Members desirous of seeking any information concerning the Accounts are requested to address their queries, in writing, to the Company at the Corporate Office at least seven days before the date of the AGM so that the requested information can be made available at the time of the meeting.
7. 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.
8. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering / updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with Link Intime India Private Limited.
9. 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 July 24, 2015 for the 30th Annual General Meeting of the Company.

e-Voting instructions

The instructions for members for voting electronically are as under;

- (I) The voting period begins on 24/09/2015 at 9.00 am and ends on 27/09/2015 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, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

(II) Procedure :

- (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.

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.

- (v) 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. <ul style="list-style-type: none"> 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.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.

- (vii) 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.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (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 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 R. 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 on or 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 PHOSPHATES LIMITED

KIRAN P. JAIN
COMPANY SECRETARY

Place: Mumbai
Date: July 24, 2015

Regd Office :
812, Raheja Chambers,
Nariman Point, Mumbai 400 021
Tel : 91 - 022 - 22834123
Fax : 91 - 022 - 22049946
CIN : L24110MH1984PLC033917
Email : rama@ramagroup.co.in
Website : www.ramaphosphates.com

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

Item No. 4

The Board on the recommendation of the Audit Committee, approved the appointment and remuneration of Mr. R. S. Raghavan, (Membership No. 1179) as the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested in the said resolution.

The Board of Directors recommends the Ordinary Resolution set out at item No.4 of the Notice for approval by the Members.

Item No. 5

Mrs. N.H. Ramsinghani (DIN 01327609) was appointed as an Additional Director of the Company w.e.f. March 31, 2015 by the Board of Directors under section 161 of the Companies Act, 2013. The appointment is subject to the approval of the shareholders at the Annual General Meeting to be held immediately after the said appointment.

A notice along with the deposit of requisite amount under section 160 of the Companies Act, 2013 has been received from one of the member of the Company proposing candidature of Mrs. N.H. Ramsinghani to be appointed as director.

The resolution set out at Item No. 5 of the notice is put for consideration of the members as an ordinary resolution.

The terms and conditions of appointment of Mrs. N.H. Ramsinghani shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Mrs. N.H. Ramsinghani may be deemed to be concerned or interested in resolution as it relates to her appointment.

Mr. H.D. Ramsinghani and Mr. D. J. Ramsinghani is concerned or interested in resolution being related to Mrs. N.H. Ramsinghani.

None of the other Directors / Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

By Order of the Board
For RAMA PHOSPHATES LIMITED

KIRAN P. JAIN
COMPANY SECRETARY

Place: Mumbai

Date : July 24, 2015

Regd Office :

812, Raheja Chambers,

Nariman Point, Mumbai 400 021

Tel : 91 - 022 - 22834123

Fax : 91 - 022 - 22049946

CIN : L24110MH1984PLC033917

Email : rama@ramagroup.co.in

Website : www.ramaphosphates.com

INFORMATION PURSUANT TO CLAUSE 49 (VIII) OF THE LISTING AGREEMENT

As required under the Listing Agreement 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 holds a Degree of Post Graduation in Management from U. S. A and has over thirty two years of rich and varied experience in the field of Textiles, Petrochemicals and Fertilizers.

Mr. H. D. Ramsinghani does not hold any shares in the Company.

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

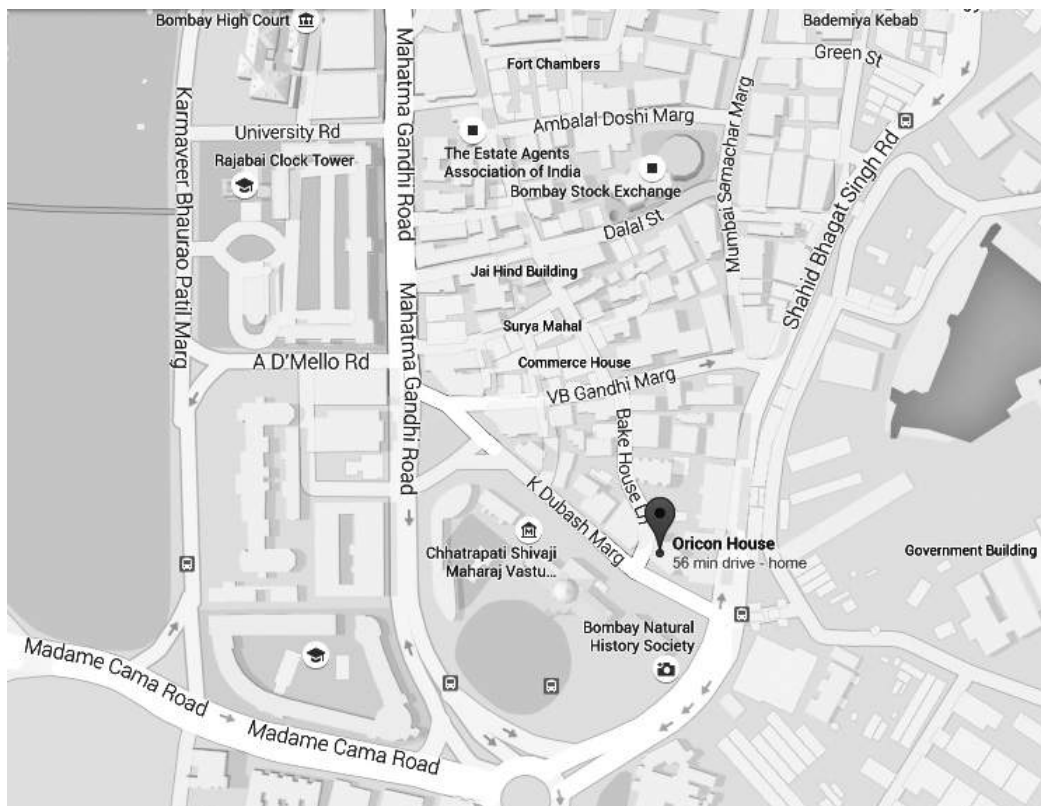
Name of the Company	Name of the Committee	Designation
Rainbow Denim Limited	Stakeholders Relationship Committee/Audit Committee	Member
Rama Petrochemicals Limited	Stakeholders Relationship Committee	Chairman
Rama Industries Limited	Audit Committee	Member

Appointment

1. Mrs. N. H. Ramsinghani has over thirty years of rich and varied experience in the field of Business Administration and international trade.

Mrs. N. H. Ramsinghani does not hold any Shares of the Company. Mrs. N. H. Ramsinghani is a Director of Jupiter Corporate Services Private Limited, Rainbow Denim Limited and Rama Petrochemicals Limited. She is neither a Chairman nor a member of any Committees of the Board of any Company.

The route map of the venue of the AGM is given herein below.



DIRECTOR'S REPORT FOR THE FINANCIAL YEAR 2014-2015

Dear Members,

Your Directors have pleasure in presenting the 30th Annual Report together with the audited financial statements for the financial year ended March 31, 2015.

FINANCIAL HIGHLIGHTS

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

	₹ in Lacs	
FINANCIAL RESULTS	YEAR ENDED 31/03/2015	YEAR ENDED 31/03/2014
Sales & Other Income	40030.94	54105.69
Profit Before Financial Charges & Depreciation	35.05	1046.67
Less: Financial Charges	1024.65	962.85
Profit Before Depreciation	(986.60)	83.82
Less : Depreciation	372.85	410.54
Net Profit Before Tax	(1362.45)	(326.72)
<u>Tax Expenses</u>		
Current Tax	-	-
Deferred Tax	(409.28)	(132.84)
Tax For Earlier Years	23.70	17.07
Net Profit Before Adjustments	(976.87)	(210.95)
Profit/(Loss) After Adjustments	(976.87)	(210.95)
Profit /(Loss) For The Year	(976.87)	(210.95)
- Dividend On Equity Shares	NIL	88.47
- Tax On Proposed Dividend	NA	15.03
Profit & (Loss) Balance Brought Forward from the Previous Year	3579.02	3893.47
Balance Carried To Balance Sheet	2436.28	3579.02

DIVIDEND

In view of current year's losses, your Directors regret their inability to recommend any dividend for the year under review.

REVIEW OF OPERATIONS

Your Company produces Single Super Phosphate (SSP) fertilizer along with Mixed NPK fertilizer under the brands of "Girnar" and Suryaphool" from Indore, Udaipur and Pune units. The company recently launched value-added fertilizer, Boronated Single Super Phosphate from Udaipur unit in the month of January, 2015 and produced about 4000 MT within three months period. The company's another division Soya seed crushing and refining unit is operated from Indore. The Chemicals division of the company involved in manufacture of Sulphuric Acid and Oleum is based at Indore and Pune.

Fertilizer Division

The overall production of SSP increased in the country significantly after changes in SSP policy during 2008-09 and implementation of NBS policy from 2010-11. During 2009-10, 2010-11 and 2011-12 the production of SSP recorded high growth rate of 22%, 20%, 17%, respectively over the previous years. Subsequently, the momentum of growth in production slowed down in 2012-13 at 2.60% and turned negative in 2013-14 and 2014-15. The industry average capacity utilization during the current year stands @ 45.20% and produced 42.00 lac MT as against 48.5% with production of 41.74 lac MT achieved during the last year. Whilst there is no change in subsidy amount payable to SSP industry during the year, at the same time the industry witnessed capacity expansion by 7.29 Lac MT to reach 102.52 Lac MT of installed capacity. Hence, all out efforts should be made by the Govt., for promoting SSP consumption in the country in line with "Make in India" campaign and also reduce outflow of foreign currency. As per the ICRA report, aggregate revenue growth of 11 listed fertilizer companies slowed from an average of 22% in six years 2011-12 to 2-4% in the last three fiscal years. Unless the weather situation worsens, sales will likely to grow in low single digits in the current fiscal year too.

In spite of such grim situation, your company achieved an overall 70% capacity utilization and produced 3,35,081 MT during the current year under review as against 80% (3,80,328 MT production) achieved during the previous year. As per the FAI Annual Report, only 2 plants in the country including your Pune unit have achieved more than 90% capacity utilization out of 85 operating industries during this year. The excess availability of material in the channel subsequent to drought-like situation in Western Maharashtra and other major parts of Madhya Pradesh due to paucity of rain restricted the Management to optimize its production capacities.

Company could marginally improve its Mixed fertilizer NPK capacity utilization to 22% during the current year against 17% in the previous year. During the year, the Chemicals division of Sulphuric Acid & Oleum at Pune was operated at full capacity due to better market demand.

Your company achieved market share of 8.43% against all-India sale of 42.27 lacs MT during the current year against 11.46% on 39.70 lac MT in the previous year. The Fertilizer division reported improved turnover by ₹ 236.73 lacs at ₹ 35,013.10 lacs in 2014-15 as against ₹ 34,776.37 lacs achieved in 2013-14. This could be made possible due to increase in sales quantity by keeping a strict monitoring on selling and distribution expenses and also selling in economic zone coupled with reduction in outward freight.

Oil division : There was steep drastic reduction in crushing activity at our Indore unit and that we could crush 12686 MT of Soya seed during this year against 47219 MT crushed in the previous year. There was huge disparity in seed prices and thus Management took conscientious decision to restrict seed crush and reduce subsequent losses.

Overall Financial Performance :

EBITDA of the company has been reduced to ₹ 35.05 lacs during the year as against ₹ 1,046.67 achieved in the previous year. Due to this, net loss has also been increased to ₹ 976.87 lacs during this year. This is due to lesser capacity utilization in fertilizer division at 70% coupled with reduction in sales realization due to availability of huge quantity of unsold stock in the channel. Besides, there was huge disparity in oil division and thus, company operated the plant without disturbing the economics further. Moreover, Working capital limit has not been disbursed in spite of in-principle approval by Working Capital lenders. The financial cost has been increased from ₹ 962.85 to ₹ 1,024.65 lacs marginally subsequent to availing more of non-fund based limit in oil division. Employee cost has been increased marginally from ₹ 1,579.21 lacs to ₹ 1,636.48 lacs – overall by 3.62% which is due to normal annual increment. Selling and distribution expenses have been reduced to ₹ 4,018.52 lacs in the current year as against ₹ 4,198.22 lacs incurred in the previous year. The term loan liability has been reduced from ₹ 430.07 lacs to ₹ 167.84 lacs due to repayment of Term Loan of Bank of India and others. However, trade payable has been increased from ₹ 7,852.01 lacs to ₹ 8,531.44 lacs due to increase in market credit. Subsidy receivable has been increased from ₹ 5,033.40 lacs to ₹ 7,537.81 lacs due to delay in release of subsidy.

The Company has considered deferred tax income of ₹ 409.28 lacs in accounts due to set-off of losses of current year in line with reasonability of expectant achievement of profit in further period.

Since the overall fertilizer business environment is quite competitive, your Directors are quite hopeful to improve performance and take suitable measures to achieve the desired goals in the long run by capacity utilization of fertilizer division and foraying into addition of value-added products viz., Sulphur Dust, Magnesium Sulphate to de-risk the company and also keep a close watch on fixed expenses and other possible ways and means. It is also reported that monsoon is well-set allaying fears of drought like situation in continuity and that company forecasts (good Kharif season) to liquidate its entire production. In view of increased acreage of oil seeds cultivation in the country especially in Madhya Pradesh, company intends to run Soya Oil division at optimum capacity and also produce value-added product Lecithin.

ISO Accreditation:

- The Oil Division of your company has conformed with the requirements under ISO 14001 : 2004 accreditation for the Environmental Management System and the certificate issued in the year June-2007 is periodically renewed.
- In pursuit of achieving Quality Standards, our Oil Division has fulfilled requisite conditions and received accreditation with ISO 9001: 2008 during this year.
- Similarly, our Fertilizer Division has also obtained accreditation for ISO 9001: 2008 in 2014.

This is an additional feather in our cap which will ensure Quality Management System.

EXPANSION ACTIVITY

Udaipur unit: The Environmental Clearance for the proposed expansion of Single Super Phosphate (1,81,000 to 3,15,000 TPA) and NPK (60,000 TPA), and Boronated SSP (25,000TPA), and LABSA (20,000 TPA) has been received and that company would initiate necessary formalities to obtain CTO from the respective authorities.

Indore unit: Similarly, Environment Clearance for expansion of SSP capacity from 1.65 lac MT to 2.50 lac MT has been received.

TRANSFER OF AMOUNT TO RESERVES

The Company does not propose to transfer any amount to the general reserve for the Financial Year ended March 31, 2015.

CHANGE IN NATURE OF BUSINESS

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

SHARE CAPITAL

The paid up Equity Share Capital as at March 31, 2015 stood at ₹ 1767.43 Lacs. During the year under review, the Company has neither issued any shares with differential voting rights nor had granted any stock options or sweat equity.

CORPORATE GOVERNANCE

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

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 due to appointment of non-independent woman director, the requirement of minimum number of Independent Directors was not complied. However, Company is taking steps to comply with the requirement of minimum number of Independent Directors.

EXTRACT OF ANNUAL RETURN

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

DIRECTORS

Mr. H.D. Ramsinghani, Director of the Company retires by rotation and being eligible, offer himself for re-appointment.

The Board of Directors has appointed Mrs. N.H. Ramsinghani as an Additional Director on the Board w.e.f March 31, 2015.

KEY MANAGERIAL PERSONNEL

During the year under review, the Company has appointed Mr. Kiran P. Jain as Company Secretary w.e.f. February 13, 2015 and Mr. J. K Parakh as Chief Financial Officer w.e.f. February 13, 2015.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

During the year ended March 31, 2015, four Board Meetings were held. The dates on which the Board meetings were held are May 27, 2014, August 12, 2014, November 14, 2014 and February 13, 2015.

PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS BY COMPANY

Details of Loan, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to Financial Statements.

WHISTLE BLOWER POLICY/VIGIL MECHANISM

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

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

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee consists of the following Directors namely Mr. K. Raghuraman - Chairman, Mr. D.N. Singh and Mr. M. Shanmugam

RISK MANAGEMENT COMMITTEE

Risk Management Committee consists of the following persons namely Mr. D.N. Singh – Chairman, Mr. H.D. Ramsinghani and Mr. K. Raghuraman.

The Committee had formulated a Risk Management Policy for dealing with different kinds of risks which it faces in day to day operations of the Company. Risk Management Policy of the Company outlines different kinds of risks and risk mitigating measures to be adopted by the Board. The Company has adequate internal control systems and procedures to combat the risk. The Risk management procedure will be reviewed by the Audit Committee and Board of Directors on a Quarterly basis at the time of review of Quarterly Financial Results of the Company.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Corporate Social Responsibility (CSR) is commitment of the Company to improve the quality of life of the workforce and their families and also the community and society at large. The Company believes in undertaking business in such a way that it leads to overall development of all stakeholders and Society.

The Board of Directors of the Company have constituted Corporate Social Responsibility Committee consisting of following persons namely Mr. D.N. Singh – Chairman, Mr. H.D. Ramsinghani and Mr. K. Raghuraman and adopted policy for Corporate Social Responsibility. Corporate Social Responsibility policy was adopted by the Board of Directors on the recommendation of Corporate Social Responsibility Committee. Report on Corporate Social Responsibility as Per Rule 8 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is prepared and the same is uploaded on website of the Company (www.ramaphosphates.com).

The calculation of CSR expenditure is tabulated below:

(₹ in Lacs)

Particulars	F.Y. 2011-12	F.Y. 2012-13	F.Y. 2013-14	Total
Total Profit / Loss for the year as per Section 198	4,930.95	3,057.57	(978.01)	7,010.51
Average Profit				2,336.84
2 % of average profit (CSR Expenditure)				46.74

During the financial year under review, the Management could not spend the stipulated amount towards CSR as company is facing losses.