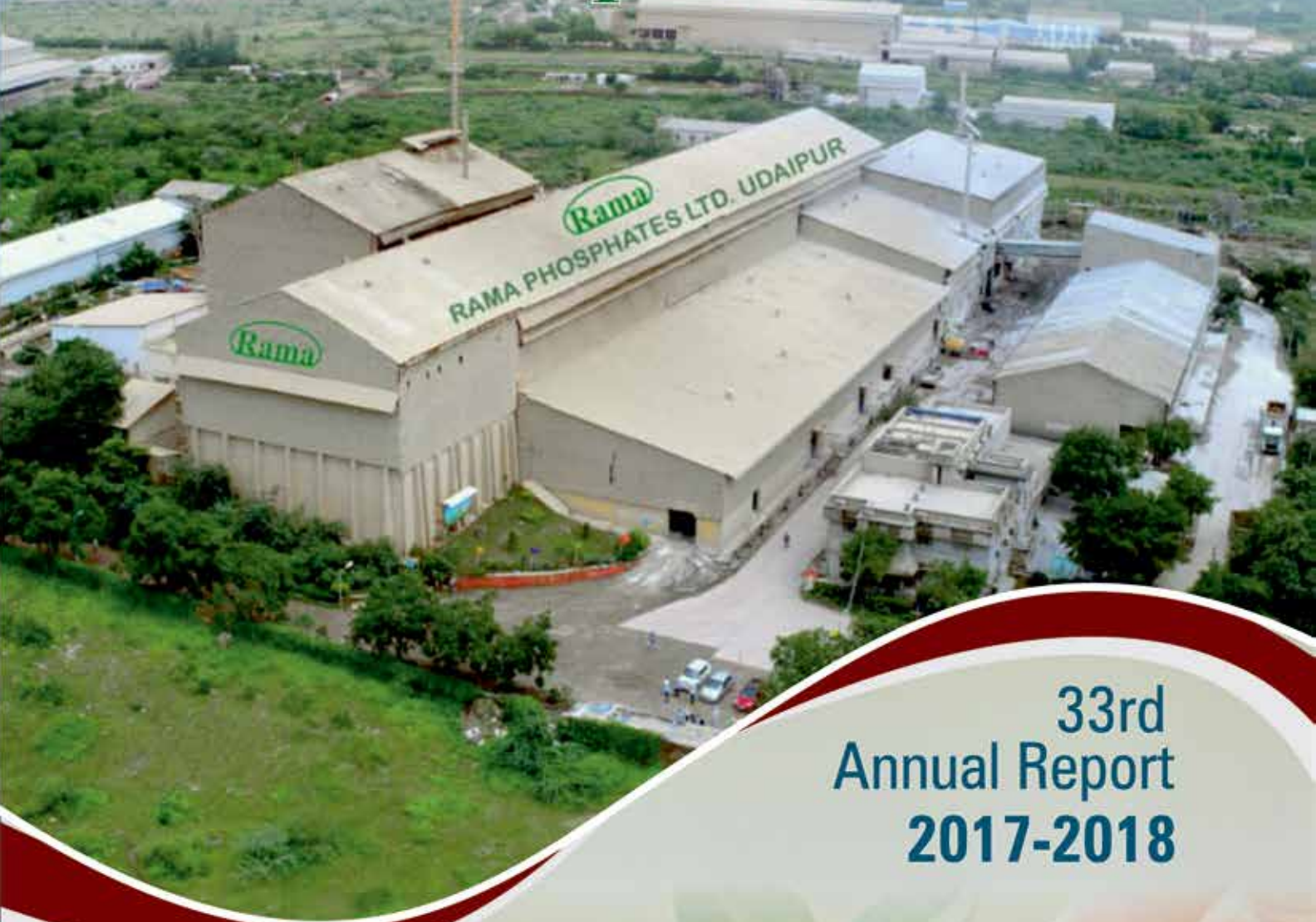




# ***Rama Phosphates Limited***



**33rd  
Annual Report  
2017-2018**

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



## BOARD OF DIRECTORS

### CHAIRMAN & MANAGING DIRECTOR

Mr. H. D. Ramsinghani (w.e.f 01.04.2018)

### DIRECTORS

Mr. D. J. Ramsinghani

Mr. D. N. Singh

Mr. K. Raghuraman

Mr. A. K. Thakur

Mrs. N. H. Ramsinghani

Mr. N. R. Joshi

Mr. R. K. Shrivastava  
(Nominee Director - Bank of India) (upto 08.09.2017)

Mr. Sunil Kumar Vohra  
(Nominee Director - Bank of India) (w.e.f 08.09.2017)

### CHIEF FINANCIAL OFFICER

Mr. J. K. Parakh

### COMPANY SECRETARY

Mr. Pritesh K. Jhaveri (w.e.f. 26.05.2018)

Mr. Kiran P. Jain (upto 16.05.2018)

### BANKERS

Bank of India

State Bank of India

Syndicate Bank

### AUDITORS

M/s. Khandelwal & Mehta LLP

Chartered Accountants

Mumbai

### REGISTRARS & TRANSFER AGENT

LINK INTIME INDIA PRIVATE LIMITED  
C101, 247 Park, L.B.S Marg,  
Vikhroli West, Mumbai 400 083.  
Tel.No. 49186270 Fax No.:49186060  
Email : [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)  
Website : [www.linkintime.co.in](http://www.linkintime.co.in)

## REGISTERED OFFICE

51-52, Free Press House,  
Nariman Point, Mumbai 400021  
(CIN) : L24110MH1984PLC033917  
Email : [rama@ramagroup.co.in](mailto:rama@ramagroup.co.in)  
Website : [www.ramaphosphates.com](http://www.ramaphosphates.com)  
Tel.No. (91-22) 2283 3355 / 2283 4182  
Fax : (91-22) 2204 9946

## ISO 9001: 2015 Certified

### WORKS :

#### a) Fertilizer and Chemical Division

- 1) **Indore – Madhya Pradesh**  
20/4 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

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



## NOTICE

**NOTICE** is hereby given that the Thirty Third **Annual General Meeting** of the Members of Rama Phosphates Limited will be held on **Thursday, September 27, 2018 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, 2018, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend of Rs 1/- (Rupee one) per Equity Share of Rs 10/- each fully paid up for the financial year 2017-18.
3. To appoint a Director in place of Mrs. Nilanjana H. Ramsinghani (DIN: 01327609), who retires by rotation and being eligible, offers herself for re-appointment.

### SPECIAL BUSINESS:

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

**“RESOLVED THAT** pursuant to provisions of Section 148(3) and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) the remuneration payable during the financial year 2018-19 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 2018-19, amounting to Rs 2,00,000 (Rupees Two Lacs) plus applicable taxes 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. To consider and if thought fit to pass with or without modification(s), the following resolution as an **Special Resolution**:

**“RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, approval of the members of the Company be and is hereby granted for continuation of holding office of non-executive Director of the Company by Mr. D. J. Ramsinghani (DIN- 00013633) who will be above the age of 75 (Seventy Five) years as on 1st April 2019.”

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

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

**“RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, approval of the members of the Company be and is hereby granted for continuation of holding office of non- executive Independent Director of the Company by Mr. D. N. Singh (DIN- 00021741) who will be above the age of 75 (Seventy Five) years as on 1st April 2019, upto the expiry of his present term of office, on the existing terms and conditions and whose appointment is duly approved by the shareholders through an ordinary resolution passed at Annual General Meeting held on 29<sup>th</sup> September 2014”

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

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

**“RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, approval of the members of the Company be and is hereby granted for continuation of holding office of non- executive Independent Director of the Company by Mr. A. K. Thakur (DIN- 00031778) who will be above the age of 75 (Seventy Five) years as on 1st April 2019, upto the expiry of his present term of office, on the existing terms and conditions and whose appointment is duly approved by the shareholders through an ordinary resolution passed at Annual General Meeting held on 29<sup>th</sup> September 2014.”

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



**NOTES:**

1. The relative explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Business under Item Nos. 4,5,6&7 of the accompanying notice are annexed hereto.
2. In respect of Resolutions at item nos. 3 a statement giving additional information on Directors seeking appointment/re-appointment is annexed herewith as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (SEBI Regulations).
3. **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**

**A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**

4. Register of Members and the Share Transfer Books shall remain closed from Friday, the 21<sup>st</sup> day of September, 2018 to Thursday, the 27<sup>th</sup> day of September, 2018 (both days inclusive) for payment of dividend for the financial year 2017-18, if approved by the members at the ensuing Annual General Meeting. In respect of shares held in physical form the dividend will be payable to those shareholders whose names appear on the Company's Register of Members after giving effects to all valid share transfer requests lodged with the Company or Link Intime India Pvt. Ltd, Registrar and Transfer Agent on or before 20<sup>th</sup> September, 2018 and in respect of shares held in electronic form the dividend will be payable to those shareholders whose names appear on the list of beneficial owners to be furnished by the depositories as on the close of the business hours on 20<sup>th</sup> September, 2018.
5. The Shareholders, who have not claimed their Dividend, are requested to write to the Registrar and Transfer Agent, M/s. Link Intime Private Limited, Mumbai to claim the amount of Dividend.

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

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

| Sl. No. | For the Financial year ended | Date of Payment of Dividend | Due date for transfer to the Investor Education and Protection Fund | Unclaimed dividend as on June 30, 2018 (in ₹) |
|---------|------------------------------|-----------------------------|---|---|
| 1       | March 31, 2013               | October 10, 2013            | October 09, 2020  | 2,56,220.80                                   |
| 2       | March 31, 2014               | October 10, 2014            | October 09, 2021  | 1,70,014.50                                   |
| 3       | March 31, 2016               | October 10, 2016            | October 09, 2023  | 2,75,230.13                                   |
| 4       | March 31, 2017               | October 10, 2017            | October 09, 2024  | 3,84,035.00                                   |

6. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, Sundays and Public Holidays from 11.00 am to 1.00 pm up to the date of the meeting.
7. Members desirous of seeking any information concerning the Accounts are requested to address their queries, in writing, to the Company at the Registered Office at least seven days before the date of the Meeting so that the requested information can be made available at the time of the meeting.
8. Members / Proxies should bring their copies of the Annual Report to the meeting since copies of the Annual Report will not be distributed at the meeting.
9. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering / updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with Link Intime India Private Limited.
10. The Company is pleased to provide e-voting facility through Central Depository Services (India) Limited (CDSL) to enable all the Members to cast their votes electronically on the resolutions mentioned in the Notice dated July 30, 2018 for the 33<sup>rd</sup> 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 24/09/2018 at 9.00 am and ends on 26/09/2018 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 20, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

Procedure :

- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

|  | <b>For Members holding shares in Demat Form and Physical Form</b>   |
|--|---|
| 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 indicated in the PAN field.</li> </ul>      |
| Dividend Bank Details<br><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 as mentioned in instruction (iv).</li> </ul> |

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
- 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 linked in the login 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.

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

(xxi) The results shall be declared after the Annual General Meeting. The results along with the Scrutinizer's report shall be placed on the website of the Company and also communicated to the Stock Exchange.

(xxii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

By Order of the Board  
**For RAMA PHOSPHATES LIMITED**

Place: Mumbai  
Dated: July 30, 2018

**PRITESH JHAVERI**  
**COMPANY SECRETARY**

**Regd Office :**

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

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

**ITEM NO. 4**

The Board on the recommendation of the Audit Committee approved the appointment and remuneration of Mr. R. S. Raghavan, Cost Accountant (Membership No - 1179) as the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019. 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, 2019.

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**

Securities and Exchange Board of India (SEBI) vide its Notification No. SEBI/LAD-NRO/GN/2018/10 dated 9<sup>th</sup> May, 2018 issued the SEBI (Listing Obligations and Disclosures Requirement) (Amendment) Regulation, 2018, which brought amendments in the SEBI (Listing Obligations and Disclosures Requirement) Regulation, 2015 ("the Listing Regulations") to be made effective from April 01, 2019, save as otherwise specifically provided for in the Amendment Regulations. Regulation 17(1A) of the Listing Regulations, which has been inserted by the Amendment Regulations, requires the listed entities to avail approval of shareholders by way of Special Resolution to appoint or continue the directorship of Non-Executive Directors who have attained the age of 75 years.

Accordingly, a special resolution is being proposed to be passed by the members for continuation of holding office of Non- Executive Director of the Company, by Mr. D. J. Ramsinghani (DIN- 00013633) who is above the age of 75 (Seventy Five) years as on 1<sup>st</sup> April 2019, upto the expiry of his present term of office on the existing terms and conditions and whose appointment is duly approved by the Members through an ordinary resolution passed at the Annual General Meeting of the Company held on 29<sup>th</sup> September 2014.

**ITEM NO. 6**

Securities and Exchange Board of India (SEBI) vide its Notification No. SEBI/LAD-NRO/GN/2018/10 dated 9<sup>th</sup> May, 2018 issued the SEBI (Listing Obligations and Disclosures Requirement) (Amendment) Regulation, 2018, which brought amendments in the SEBI (Listing Obligations and Disclosures Requirement) Regulation, 2015 ("the Listing Regulations") to be made effective from April 01, 2019, save as otherwise specifically provided for in the Amendment Regulations. Regulation 17(1A) of the Listing Regulations, which has been inserted by the Amendment Regulations, requires the listed entities to avail approval of shareholders by way of Special Resolution to appoint or continue the directorship of Non-Executive Directors who have attained the age of 75 years.

Accordingly, a special resolution is being proposed to be passed by the members for continuation of holding office of Non- Executive Independent Director of the Company, by Mr. D. N. Singh (DIN- 00021741) who is above the age of 75 (Seventy Five) years as on 1<sup>st</sup> April 2019, upto the expiry of his present term of office on the existing terms and conditions and whose appointment is duly approved by the Members through an ordinary resolution passed at the Annual General Meeting of the Company held on 29<sup>th</sup> September 2014.

**ITEM NO. 7**

Securities and Exchange Board of India (SEBI) vide its Notification No. SEBI/LAD-NRO/GN/2018/10 dated 9<sup>th</sup> May, 2018 issued the SEBI (Listing Obligations and Disclosures Requirement) (Amendment) Regulation, 2018, which brought amendments in the SEBI (Listing Obligations and Disclosures Requirement) Regulation, 2015 ("the Listing Regulations") to be made effective from April 01, 2019, save as otherwise specifically provided for in the Amendment Regulations. Regulation 17(1A) of the Listing Regulations, which has been inserted by the Amendment Regulations, requires the listed entities to avail approval of shareholders by way of Special Resolution to appoint or continue the directorship of Non-Executive Directors who have attained the age of 75 years.

Accordingly, a special resolution is being proposed to be passed by the members for continuation of holding office of Non- Executive Independent Director of the Company, by Mr. A. K. Thakur (DIN- 00031778) who is above the age of 75 (Seventy Five) years as on 1<sup>st</sup> April 2019, upto the expiry of his present term of office on the existing terms and conditions and whose appointment is duly approved by the Members through an ordinary resolution passed at the Annual General Meeting of the Company held on 29<sup>th</sup> September 2014.

By Order of the Board  
**For RAMA PHOSPHATES LIMITED**

Place: Mumbai  
Dated: July 30, 2018

**Regd Office :**

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

**PRITESH JHAVERI**  
**COMPANY SECRETARY**

**INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATION, 2015**

As required under the **SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015** the particulars of Directors who are proposed to be appointed/ reappointed at the forthcoming Annual General Meeting are as follows;

**Reappointment****1) Mrs. N. H. Ramsinghani**

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

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

She does not hold any Shares of the Company.

She is a relative to Director — Mr. D.J. Ramsinghani and Mr. H.D Ramsinghani- Chairman and Managing Director.

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

**2) Mr. D. J. Ramsinghani**

Mr. D. J. Ramsinghani has done his Diploma in Automobile Engineering and has over fifty five years of rich and varied experience in various capacities in the field of Textiles, Petrochemicals and Fertilizers.

Mr. D. J. Ramsinghani holds sixty shares in the Company.

He is a Director in Rama Industries Limited and Blue Lagoon Investments Private Limited. He is not a Committee Member/Chairman in any of the Companies.

**3) Mr. D. N. Singh**

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

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.

He is also a Director of the following companies :

- (1) Rama Petrochemicals Limited
- (2) Rama Industries Limited.
- (3) Accord Agrotech Private limited

**4) Mr. A. K. Thakur**

Mr. A.K. Thakur has been a Director of the Company since August 12, 2014.

Mr. A.K. Thakur is a Chartered Accountant, F.C.A. having rich and varied experience in the field of Accounts, Finance and Audit spanning over 40 years. 11 years in Private Sector, 23 years in Public Sector, Practicing Chartered Accountant for more than 12 years. Presently holding the position of Independent Director and Member of the Audit Committee of the Company. He is also the Chairman/Committee member of the following Listed Companies:

- (1) SML Isuzu limited- Member of Audit Committee and Risk Management Committee

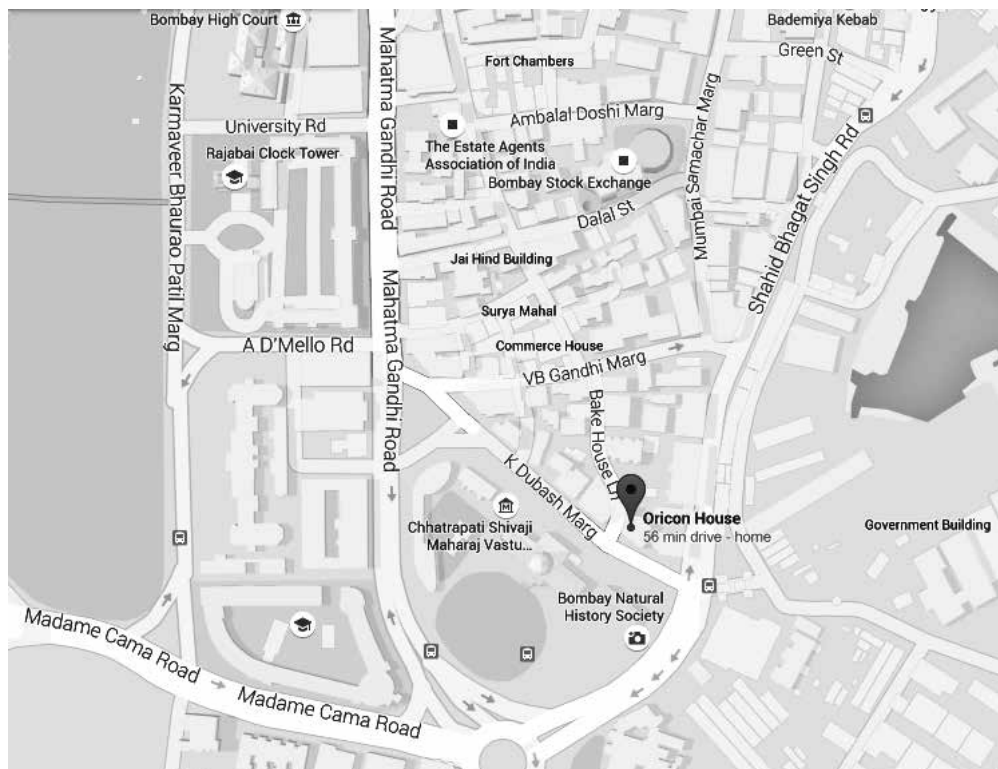
He is also a Director of the following companies:

- (1) SML Isuzu limited
- (2) Peerless Securities Limited



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

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



## DIRECTOR'S REPORT

**Dear Members,**

Your Directors have pleasure in presenting the 33rd Annual Report together with the Audited Financial Statements for the financial year ended March 31, 2018.

### FINANCIAL HIGHLIGHTS

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

(₹ in Lacs)

| FINANCIAL RESULTS  | YEAR ENDED 31/03/2018 | YEAR ENDED 31/03/2017 |
|--|-----------------------|-----------------------|
| Sales & Other Income   | 37700.89              | 38570.91              |
| Profit Before Financial Charges & Depreciation                   | 1911.87               | 2429.41               |
| Less: Financial Charges  | 774.45                | 831.89                |
| Profit Before Depreciation                                       | 1137.42               | 1597.52               |
| Less : Depreciation  | 323.09                | 338.28                |
| <b>Net Profit Before Tax</b>                                     | <b>814.33</b>         | <b>1259.24</b>        |
| <b>Tax Expenses</b>  |                       |                       |
| Current Tax  | 317.07                | 341.86                |
| Deferred Tax   | (28.78)               | 63.40                 |
| Tax For Earlier Years  | (13.12)               | 3.85                  |
| <b>Net Profit Before Adjustments</b>                             | <b>539.16</b>         | <b>850.13</b>         |
| <b>Profit After Comprehensive income / (expense) Adjustments</b> | <b>547.67</b>         | <b>806.12</b>         |

**Note:** The above figures are extracted from Standalone Financial Statements as per Ind- AS. For the purpose of transitioning to Ind- AS, the Company has followed guidance prescribed in Ind- AS 101, "First Time Adoption of Indian Accounting Standards", with effect from April 1, 2016, as the transition date.

### SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2018 stood at ₹ 1,767.43 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.

### DIVIDEND

Your Directors have recommended a dividend of ₹ 1/- (Rupee one) per equity share of ₹ 10/- each fully paid up for the financial year 2017-18. The dividend if declared by the members at the 33rd Annual General Meeting to be held on 27<sup>th</sup> September, 2018, will be paid on or before 10<sup>th</sup> October, 2018.

### REVIEW OF OPERATIONS :

#### FERTILIZERS AND CHEMICALS DIVISION

Your company is diversified, multi-location and multi-product and manufactures Phosphatic and Fortified fertilizers, Micronutrients, Sulphuric Acid, Soyaoil etc., thus, your company offers all products in single basket for the convenience of farmers. Your company is in existence since three decades and serving farming community. The unit wise manufacturing activities are given below:

| Sl. No. | Name of Unit | Products Manufactured  | Remarks and usages   |
|---------|--------------|--|--|
| 1.      | Indore       | Single Super Phosphate – Powder & Granulated                       | Base phosphatic fertilizer for common use. Also contains Sulphur and Calcium                             |
|         |              | Fortified – Boronated Single Super Phosphate – Powder & Granulated | Value added nutrient Boron helps in complete development of crops and its roots.                         |
|         |              | Fortified – Zincated Single Super Phosphate – Powder & Granulated  | Value added nutrient Zinc increases yield through proper use of Nitrogen and Sulphur                     |
|         |              | Soil Conditioner   | It contains Calcium, Sulphur and Magnesium to increase chlorophyll in crop. Keeps soil loose and fertile |
|         |              | Sulphuric Acid 98% (backward integration)                          | For industrial and Pharma use  |
|         |              | Magnesium Sulphate   | Used for increasing yield of fruits, flowers etc.  |