



Rama Phosphates Limited



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

**34th
Annual Report
2018-2019**

BOARD OF DIRECTORS

CHAIRMAN & MANAGING DIRECTOR

Mr. Haresh D. Ramsinghani

DIRECTORS

Mr. Daulat Ramsinghani (upto 01.04.2019)

Mr. Deonath Singh

Mr. Kailasam Raghuraman

Mr. Ashish Kumar Thakur

Mrs. Nilanjana Ramsinghani

Mr. Nikunj Joshi (upto 02.08.2018)

Mr. Sunil Kumar Vohra (upto 20.08.2018)

Mr. Auro Kumar Mohapatra (w.e.f. 25.05.2019)

CHIEF FINANCIAL OFFICER

Mr. J. K. Parakh

COMPANY SECRETARY

Mr. Pritesh K. Jhaveri

BANKERS

Bank of India

State Bank of India

Syndicate Bank

AUDITORS

M/s. Khandelwal & Mehta LLP

Chartered Accountants

Mumbai

REGISTRAR & 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

Website : www.linkintime.co.in

REGISTERED OFFICE

51-52, Free Press House,

Nariman Point, Mumbai 400021

(CIN) : L24110MH1984PLC033917

Email : rama@ramagroup.co.in

Website : 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, K. M. Stone, Indore – Ujjain Road
(Dharampuri), Dist. Indore 453 551.

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, K. M. Stone, Indore – Ujjain Road
(Dharampuri), Dist. Indore 453 551.



NOTICE

NOTICE is hereby given that the Thirty Fourth Annual General Meeting of the Members of Rama Phosphates Limited will be held on **Wednesday, September 25, 2019 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, 2019, 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 2018-19.
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 2019-20 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, amounting to Rs 2,00,000 (Rupees Two Lacs) plus applicable taxes and reimbursement 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 a **Special Resolution**:
“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Deonath Singh (DIN 00021741), an Independent Director of the Company in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, and who is eligible for reappointment and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby re- appointed as an Independent Director of the Company to hold office for five consecutive years upto August 07, 2024 and shall not be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013.”
“RESOLVED FURTHER 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 Mr. Deonath Singh (DIN- 00021741) to continue to hold the office of non-executive Independent Director of the Company notwithstanding the fact that he shall attain the age of 75 (Seventy Five) years during the tenure of his re-appointment.”
“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 a **Special Resolution**:
“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Kailasam Raghuraman (DIN 00320507), an Independent Director of the Company in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, and who is eligible for re-appointment and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby re- appointed as an Independent Director of the Company to hold office for five consecutive years upto August 07, 2024 and shall not be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013.”
“RESOLVED FURTHER 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 Mr. Kailasam Raghuraman (DIN 00320507) to continue to hold the office of non-executive Independent Director of the Company notwithstanding the fact that he shall attain the age of 75 (Seventy Five) years during the tenure of his re-appointment.”
“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 a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ashish Kumar Thakur (DIN 00031778), an Independent Director of the Company in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, and who is eligible for re-appointment and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company to hold office for five consecutive years upto August 07, 2024 and shall not be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013.”

“**RESOLVED FURTHER 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. Ashish Kumar Thakur (DIN-00031778) to continue to hold the office of non-executive Independent Director of the Company notwithstanding the fact that he shall attain the age of 75 (Seventy Five) years during the tenure of his re-appointment.”

“**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.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 14 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, Clause 24 of the Articles of Association of the Company be and is hereby altered by substituting in its place the following as Clause 24:

24. Failure to pay the amount due on allotment or on call shall render the allottee/member liable to pay interest at the rate not more than ten percent per annum or such other rate as may be determined by the Board of Directors from time to time from the date appointed for the payment thereof to the time of actual payment. The Board of Director shall be at liberty to waive the interest on calls in arrears under exceptional circumstances.

“**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby severally authorized to do all such acts, deeds, and things as be necessary, and expedient to, give effect to the said resolution.”

NOTES:

1. The explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business of the accompanying notice are annexed hereto.
2. The 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 Thursday, the 19th day of September, 2019 to Wednesday, to the 25th day of September, 2019 (both days inclusive) for payment of dividend for the financial year 2018-19, 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 18th September, 2019 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 18th September, 2019.
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 March 31, 2019
1	March 31, 2013	October 10, 2013	October 09, 2020	2,80,014.40
2	March 31, 2014	October 10, 2014	October 09, 2021	1,75,696.00
3	March 31, 2016	October 10, 2016	October 09, 2023	3,04,942.13
4	March 31, 2017	October 10, 2017	October 09, 2024	3,84,315.00
5	March 31, 2018	October 10, 2018	October 09, 2025	4,11,486.00

The details of the unclaimed dividends are also available on the Company's website at www.ramaphosphates.com.

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 August 13, 2019 for the 34th 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 22/09/2019 at 9.00 am and ends on 24/09/2019 at 5.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 19, 2019, 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.
- (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 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:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on address slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (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 and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (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, under help section or write an email to helpdesk.evoting@cdslindia.com.

By Order of the Board
For RAMA PHOSPHATES LIMITED

PRITESH JHAVERI
COMPANY SECRETARY

Place: Mumbai
Dated: August 13, 2019

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 WITH REFERENCE TO THE SPECIAL BUSINESS SPECIFIED IN THE NOTICE CONVENING THE THIRTY FOURTH 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, 2020. 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, 2020.

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, 6 & 7

The Members at the 29th Annual General Meeting held on 29th September, 2014 approved the appointment of Mr. Deonath Singh, Mr. Kailasam Raghuraman and Mr. Ashish Kumar Thakur as an Independent Director of the Company for a period of five years upto August 08, 2019. Mr. Deonath Singh, Mr. Kailasam Raghuraman and Mr. Ashish Kumar Thakur has completed their present term of Directorship and are eligible for re-appointment.

The Board of Directors of the Company ('the Board') at the meeting held on 25th May, 2019, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the re-appointment of Mr. Deonath Singh, Mr. Kailasam Raghuraman and Mr. Ashish Kumar Thakur as an Independent Director of the Company for the period of Five years upto August 07, 2024, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof.

The Board is of the view that the continued association of these Directors would benefit the Company, given the knowledge, experience and performance of Mr. Deonath Singh, Mr. Kailasam Raghuraman and Mr. Ashish Kumar Thakur and contribution to Board processes by them.

Declaration has been received from Mr. Deonath Singh, Mr. Kailasam Raghuraman and Mr. Ashish Kumar Thakur that they all meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, all these retiring Directors fulfil the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as an Independent Director and that they are Independent of the management of the Company.

Consent of the Members by way of Special Resolution is required for re-appointment of in terms of Section 149 of the Act. Further, in terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is also required for continuation of a Non-Executive Director beyond the age of seventy five years. All the Directors viz., Mr. Deonath Singh and Mr. Ashish Kumar Thakur has attained the age of seventy five years and Mr. Kailasam Raghuraman will attain the age of seventy five years during his term. This Special Resolution, once passed, shall also be deemed as your approval under the aforesaid Regulations.

None of the Directors hold any shares by themselves or for any other person on a beneficial basis, any shares in the Company.

Additional Information of Mr. Deonath Singh, Mr. Kailasam Raghuraman and Mr. Ashish Kumar Thakur is given in the Corporate Governance Report forming part of the Annual Report.

Except the appointees, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution. This Explanatory Statement may also be regarded as a disclosure under LODR.

The Board recommends this Special Resolution for your approval.

ITEM NO. 8

Board of Directors of the Company in the meeting held on 25th May, 2019 have approved to amend clause 24 of the Article of Association of the Company to be in line with the Table F of the Companies Act 2013.

Members approval is sought for the said amendments in the Article of Association of the Company.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board recommends this Special Resolution for your approval.

By Order of the Board
For RAMA PHOSPHATES LIMITED

PRITESH JHAVERI
COMPANY SECRETARY

Place: Mumbai

Dated: August 13, 2019

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

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/re-appointed at the forthcoming Annual General Meeting are as follows:

Re-appointment
1) Mrs. Nilanjana H. Ramsinghani

Mrs. Nilanjana 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. Haresh D. Ramsinghani – Chairman & 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 Phosphates Limited where she is the member of Nomination & Remuneration Committee and Stakeholders Committee.

2) Mr. Deonath Singh

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

Mr. Deonath Singh is a Chemical Engineer from Banaras Hindu University and has over 49 years of rich experience in the field of Chemicals and Petrochemicals. He has held senior positions in several companies viz. Synthetics and Chemicals Ltd., Cyandies and Chemicals Co., Alkyl Amines Chemicals Ltd. etc. He is the Whole time Director of Rama Industries Limited. He is also a Director in Rainbow Denim Limited, Rama Petrochemicals Limited and Accord Agrotech 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 and Audit Committee	Chairman

3) Mr. Ashish Kumar Thakur

Mr. Ashish Kumar Thakur has been a Director of the Company since August 12, 2014.

Mr. Ashish Kumar 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 Director of SML Isuzu Limited and Peerless Securities Limited.

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

Name of the Company	Name of the Committee	Designation
Peerless Securities Limited	Audit Committee	Chairman
SML Isuzu Limited	Audit Committee	Member

4) Mr. Kailasam Raghuraman

Mr. Kailasam Raghuraman has been a Director of the Company since August 10, 2009.

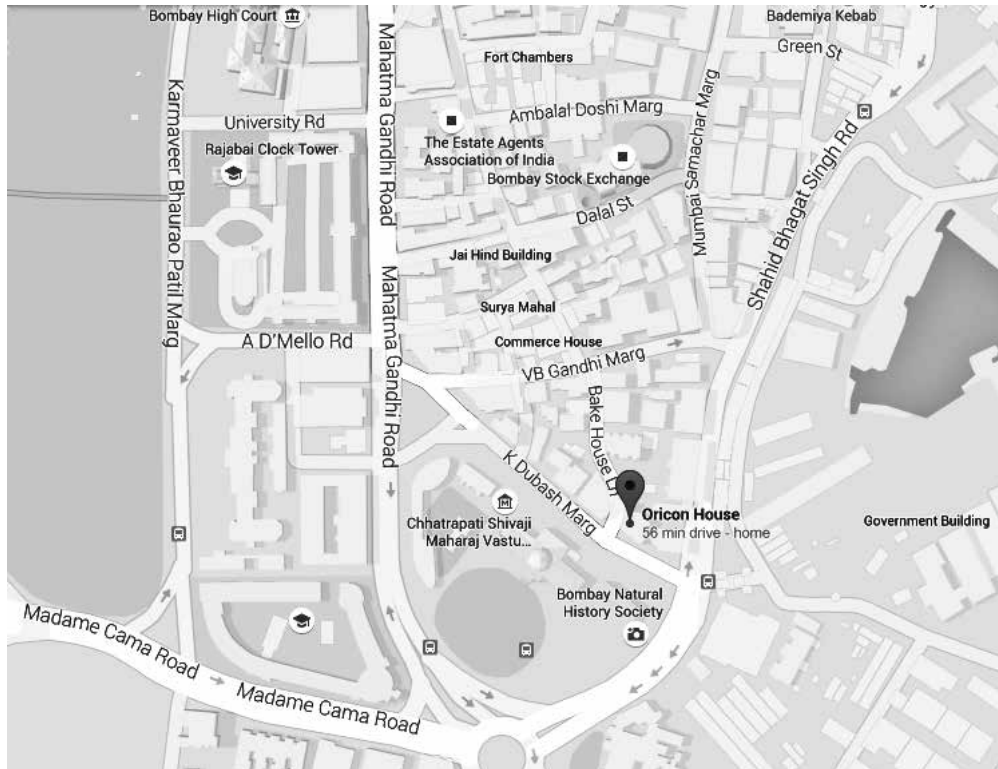
Mr. Kailasam Raghuraman is a Chartered Accountant by qualification has over 40 years of rich and varied experience in the finance. Presently holding the position of Independent Director and Chairman of the Audit Committee of the Company. He is also the Director of Oriental Carbon & Chemicals Limited, Birla Cable Limited, Nelco Limited, and CentBank Financial Services Limited.

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

Name of the Company	Name of the Committee	Designation
Nelco Limited	Audit Committee and Stakeholders Relationship Committee	Chairman
CentBank Financial Services Limited	Audit Committee	Chairman
Birla Cable Limited	Audit Committee	Member

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 34th Annual Report together with the Audited Financial Statements for the financial year ended March 31, 2019.

FINANCIAL HIGHLIGHTS

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

Rs in Lacs

FINANCIAL RESULTS	YEAR ENDED 31/03/2019	YEAR ENDED 31/03/2018
Sales & Other Income	60,722.05	37,611.81
Profit Before Financial Charges & Depreciation	4,104.55	1,911.87
Less: Financial Charges	740.02	774.45
Profit Before Depreciation	3,364.53	1,137.42
Less : Depreciation	312.01	323.09
Net Profit Before Tax	3,052.52	814.33
Tax Expenses		
Current Tax	1,176.49	317.07
Deferred Tax	(64.67)	(28.78)
Tax For Earlier Years	1.71	(13.12)
Net Profit Before Adjustments	1,938.99	539.16
Profit After Comprehensive income / (expense) Adjustments	1,924.99	547.67

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, 2019.

DIVIDEND

Your Directors have recommended a dividend of Re. 1.00 (Rupee One) per equity share of Rs 10/- each fully paid up for the financial year 2018-19. The dividend if declared by the members at the 34th Annual General Meeting to be held on 25th September, 2019, will be paid on or before 10th October, 2019.

SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2019 stood at Rs 1,767.43 Lacs. During the year under review, there is no change in the Share Capital of the Company.

REVIEW OF OPERATIONS

Your company is diversified, multi-location and multi-product and manufactures Phosphatic and Fortified fertilizers, Micronutrients, Sulphuric Acid, Soya oil 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.

With the single product company, we have grown in to multi-products company.

The manufacturing activities are given below:

- Primary : SSP Fertilizer
- Fortified : Boronated and Zincated
- Micronutrients : MgSO₄, Zinc Sulphate
- Secondary Fertilizer : Soil conditioner
- Pesticide : Sulphur Dust
- Effluent disposal product : Sodium Silico Fluoride
- Chemicals : Sulphuric Acid 98%, Oleum 23%
- Traded products : PROM, Water Soluble

Products in pipeline :

- Phosphatic Fertilizers : Import of DAP and MOP
- Chemicals : Oleum 65%, LABSA, Liquid Sulphur Trioxide and Chloro Sulphonic Acid

Thus, we are in a position to cater to all segments of farming community.