

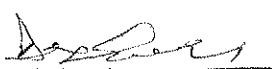
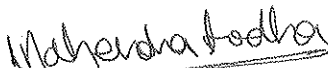
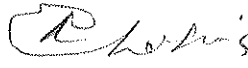
CIN : L23200MH1985PLC035187

CORPORATE OFFICE
51-52, FREE PRESS HOUSE,
215, NARIMAN POINT
MUMBAI 400 021

TEL : (91-22) 2283 3355 / 2283 4182
FAX : (91-22) 2204 9946
E-MAIL : rama@ramagroup.co.in
WEB : www.ramapetrochemicals.com

FORM B

Format of covering letter of the annual audit report to be filed with the stock exchanges

1.	Name of the Company	Rama Petrochemicals Limited
2.	Annual financial statements for the year ended	31st March 2015
3.	Type of Audit qualification	1. The Value of Material lying in the Bonded Warehouse, auctioned by the Custom Authorities being shown as "Claim Receivable" amounting to Rs. 1,87,71,179/- which is doubtful of Recovery (Refer Note 18.1)
4.	Frequency of qualification	Repetitive since March 31, 2013.
	Draw attention to relevant notes in the annual financial statements and management response to the qualification in the directors report:	For the relevant Note please Refer Note No. 18.1 The Management Response in the Directors Report is as under : The Company is taking appropriate legal remedies for claiming the value of the materials.
5.	To be signed by – <ul style="list-style-type: none"> • CEO/Managing Director • CFO • Auditor of the Company • Audit Committee Chairman 	<p>For RAMA PETROCHEMICALS LIMITED</p> <p> D. N. SINGH (Whole Time Director)</p> <p>For RAMA PETROCHEMICALS LIMITED</p> <p> MAHENDRA LODHA (Chairman of the Audit Committee)</p> <p>For DAYAL & LOHIA CHARTERED ACCOUNTANTS</p> <p> ANIL LOHIA (Partner)</p>



RAMA PETROCHEMICALS LIMITED

**Twenty-Ninth Annual Report
2014 - 2015**

BOARD OF DIRECTORS

CHAIRMAN

H.D. RAMSINGHANI

REGISTERED OFFICE

812, RAHEJA CHAMBERS,
NARIMAN POINT,
MUMBAI 400 021
CIN: L23200MH1985PLC035187
Email : rama@ramagroup.co.in
Website: www.ramapetrochemicals.com
Tel.No. 022-2283 3355 / 2283 4182
Fax : 022-2204 9946

TECHNICAL DIRECTOR

D.N. SINGH

CORPORATE OFFICE

51/52, FREE PRESS HOUSE,
FREE PRESS JOURNAL MARG,
NARIMAN POINT,
MUMBAI 400021.
Email : rama@ramagroup.co.in
Website: www.ramapetrochemicals.com
Tel.No. 022-2283 3355 / 2283 4182
Fax : 022-2204 9946

DIRECTORS

MAHENDRA LODHA

R.G. KULKARNI

MRS N. H. RAMSINGHANI - Additional Director

PLANT

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

BANKERS

BANK OF INDIA

ICICI BANK LTD

STATE BANK OF INDIA

REGISTRARS AND TRANSFER AGENT

LINK INTIME INDIA PVT LTD

C-13, PANNALAL SILK MILLS

COMPOUND, L B S MARG,

BHANDUP (WEST),

MUMBAI 400 078

TEL : 25963838

FAX : 25946969

EMAIL: rnt.helpdesk@linkintime.co.in

Website : www.linkintime.co.in

AUDITORS

DAYAL & LOHIA

CHARTERED ACCOUNTANTS

MUMBAI

NOTICE

NOTICE is hereby given that the Twenty Ninth Annual General Meeting of the members of RAMA PETROCHEMICALS LIMITED will be held on Wednesday the 30th day of September, 2015 at 10.00 a.m at Babasaheb Dahanukar Hall, Oricon House, Maharashtra Chamber of Commerce Path, Fort, Mumbai 400001 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2015 and the Balance Sheet as on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. D. N. Singh (DIN 00021741) who retires by rotation and is eligible for reappointment.
3. To consider, and if thought fit, to pass with or without modification, the following Resolution, as an Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under including any statutory modification or re enactment there of for the time being in force the retiring Statutory Auditors M/s Dayal and Lohia (Registration No 102200W), Chartered Accountants be and they are hereby reappointed as the Statutory Auditors of the Company to hold office from the conclusion of the forthcoming Annual General Meeting up to the conclusion of the next Annual General Meeting on such remuneration as may be finalized by the Board of Directors of the Company.”

SPECIAL BUSINESS

4. To consider and if thought fit, to pass, with or without modification, as an Ordinary Resolution the following :
“RESOLVED THAT Mrs. N. H. Ramsinghani (DIN 01327609) be and she is hereby appointed as a Director of the Company whose office shall be liable to determination by retirement of Directors by rotation.”
5. To consider and if thought fit, to pass with or without modification(s) if any, the following as a Special Resolution:
“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Power) Rules, 2014 including any amendment, modification, variation or re-enactment thereof and subject to such other approvals, consents, permissions, and sanctions of any other authorities as may be necessary the consent of the members be and it is hereby accorded to the Board of Directors (herein after referred to as the Board which term shall include any Committee thereof) to sell from time to time Rock Phosphates and/or Sulphuric Acid and/or Diluted Sulphuric Acid up to an amount of ₹ 5,00,00,000/- (Rupees Five Crore Only) to Rama Phosphates Limited (CIN L24110MH1984PLC033917) in a Financial Year on an arms length basis on such terms and conditions, not being prejudicial to the interest of the Company, as may be agreed upon between the Board of Directors of the company and Rama Phosphates Limited.”
“FURTHER RESOLVED THAT Board of Directors be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

NOTES

1. 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.

2. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday the 23rd day of September, 2015 to Wednesday the 30th day of September, 2015 (both days inclusive).
3. 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 10.00 am to 1.00 pm up to the date of the meeting.
4. Members desirous of seeking any information concerning the Accounts are requested to address their queries, in writing, to the Company at its Corporate 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.
5. 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.
6. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through electronic mode. Members are requested to support this green initiative by registering / updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with Link Intime India Private Limited.
7. 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 4, 2015 for the 29th Annual General Meeting of the Company. The instructions for members voting electronically are given below :

e-Voting instructions

The instructions for members for voting electronically are as under ;

- (I) The voting period begins on 25/09/2015 at 9.00 am and ends on 29/09/2015 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 23, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

(II) Procedure :

The shareholders should log on to the e-voting website www.evotingindia.com.

- (i) Click on Shareholders.
- (ii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iii) Next enter the Image Verification as displayed and Click on Login.

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

- (iv) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN are requested to use the sequence number printed on the address sticker.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (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 Sanjay Dholakia and associates, Practicing Company Secretaries (Membership Number FCS 2655) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (IV) The results shall be declared after the Annual General Meeting. The results along with the Scrutinizer's report shall be placed on the website of the Company and also communicated to the stock Exchange.
- (V) In case you have any queries or issues regarding e-voting, you may refer the "Frequently Asked Questions" (FAQs) and e-voting manual available at www.evotingindia.com under help section or send an email to helpdesk.evoting@cdslindia.com.

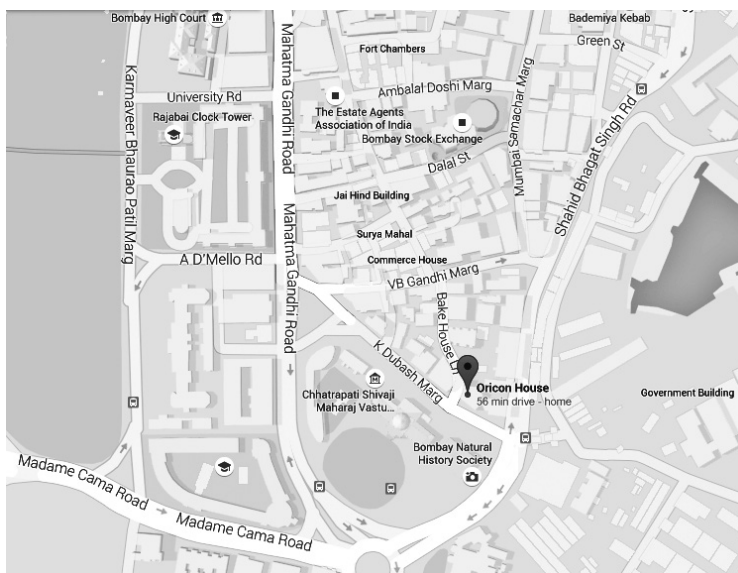
By Order of the Board
for RAMA PETROCHEMICALS LTD

H.D. RAMSINGHANI
CHAIRMAN
(DIN 00035416)

Place : Mumbai
Date : August 4, 2015

Registered Office ;
812, Raheja Chambers,
Nariman Point, Mumbai 400021
Tel : 912222834123
Fax : 912222049946
CIN No. L23200MH1985PLC035187
e-mail : rama@ramagroup.co.in
Website: www.ramapetrochemicals.com

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



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

ITEM NO 4

Mrs. N. H. Ramsinghani (DIN 01327609) was appointed as an Additional Director by the Board of Directors on March 31, 2015 pursuant to the Memorandum and Articles of Association of the Company and provisions of Section 161 and other applicable provisions of the Companies Act, 2013. Mrs. N. H. Ramsinghani will hold office of Additional Director up to the date of the forthcoming Annual General Meeting. The Company has received a Notice from a Member pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying the intention to propose the name of Mrs. N. H. Ramsinghani as a Director of the Company. Mrs. N. H. Ramsinghani has filed with the Company her consent to act as a Director.

Mrs. N. H. Ramsinghani may be deemed to be concerned or interested in the Resolution as it relates to her own appointment. Mr. H. D. Ramsinghani may also be deemed to be concerned or interested in the Resolution being related to Mrs. N. H. Ramsinghani.

None of the other Directors / Key managerial Personnel of the Company / their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

ITEM NO 5

Pursuant to the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014 as amended by Notification No GSR 590(E) dated 14.08.2014 and the Listing Agreement a Company shall not enter into a contract or arrangement with any related party, exceeding the limits specified in the said Circular, except with the prior approval of members at general meeting by way of a Special Resolution.

The Company proposes to sell from time to time Rock Phosphates and/or Sulphuric Acid and/or Diluted Sulphuric Acid to Rama Phosphates Limited, one of the group Company and therefore the consent of the Members is being sought by way of a Special Resolution for the same.

The details of the transaction as required under Rule 15(3)(i) of the Companies (Meetings of Board and its Power) Rules, 2014 are as follows :

1. Name of related party : Rama Phosphates Limited
2. Names of Director or Key Managerial Personnel : Mr. D. N. Singh, Mr. H. D. Ramsinghani and Mrs. N. H. Ramsinghani.
3. Nature of Relationship : The above Directors are also Directors of Rama Phosphates Limited.
4. The nature, duration of the contract and particulars of the contract or arrangement : To sell from time to time on arms length basis at prevailing market prices Rock Phosphates and/or Sulphuric Acid and/or Diluted Sulphuric Acid up to an amount of ₹ 5,00,00,000/- (Rupees Five Crore Only) in a Financial Year.

5. Any other information relevant or important for the members to take a decision on the proposed transaction :
NA

Except for Mr. D. N. Singh, Mr. H. D. Ramsinghani and Mrs. N. H. Ramsinghani none of the Directors/ Key Managerial Personnel of the Company or their relatives are in any way concerned / interested in the said resolution

By Order of the Board
for RAMA PETROCHEMICALS LTD

Place : Mumbai
Date : August 4, 2015

H.D. RAMSINGHANI
CHAIRMAN
(DIN 00035416)

Registered Office ;
812, Raheja Chambers,
Nariman Point, Mumbai 400021
Tel : 912222834123
Fax : 912222049946
CIN No. L23200MH1985PLC035187
e-mail : rama@ramagroup.co.in
Website:www.ramapetrochemicals.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

Mr. D. N. Singh is a Chemical Engineer from Banaras Hindu University and has over 49 years experience in the field of Chemicals and Petrochemicals. He has held senior positions in several companies viz. Synthetics and Chemicals Ltd., Cyanides and Chemicals Co., Alkyl Amines Chemicals Ltd. etc. Mr. D. N. Singh holds 10,898 Equity Shares of the Company.

He is a Director of the following companies :

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

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

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

Appointment

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 Pvt Ltd, Rainbow Denim Limited and Rama Phosphates Limited. She is neither a Chairman nor a member of any Committees of the Board of any Company.

DIRECTOR'S REPORT AND MANAGEMENT DISCUSSION AND ANALYSIS

Your Directors have pleasure in presenting the Twenty Ninth Annual Report together with the Audited Statement of Accounts for the year ended March 31, 2015.

FINANCIAL RESULTS

		(₹ in lacs)
	YEAR ENDED	YEAR ENDED
	31.03.2015	31.03.2014
Profit/(Loss) before Depreciation	(3113.04)	(21.18)
Depreciation	3.66	10.35
Profit/(Loss) before tax and extraordinary items	(3116.70)	(31.53)
Tax Expenses	NIL	NIL
Profit/(Loss)) for the year after Tax and extraordinary items	(3116.70)	(31.53)

DIVIDEND

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

FINANCIAL PERFORMANCE

There was no production or sale of Methanol during the year under review. The manufacturing operations of the Company continued to be suspended during the entire year under review. The Company is a sick company as defined under Section 3(1)(o) of the Sick Industrial Companies (Special Provisions) Act, 1985 and a Draft Rehabilitation Scheme is under consideration of the Hon'ble BIFR. The segment wise details as required by Accounting Standard – 17 are given in the notes forming part of the Accounts.

INDUSTRY STRUCTURE AND DEVELOPMENTS

Methanol units are passing through difficult time due to non availability of natural gas at viable price. This has resulted in the closure of few units and others are operating at reduced capacity to meet their captive demand. The short fall is being met by import.

REVIEW OF COMPANY OPERATIONS

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

FUTURE PROSPECTS

There is very good demand for methanol in the country but the manufacturing plants are unable to operate due to non availability of natural gas at viable price. The future prospects of the company depend on the availability of natural gas at competitive price. As of now the domestic gas production is not sufficient to meet the demands of the priority sector. However it is expected that the gas production would increase in near future which would be made available to your company at competitive price and plant may resume operation.

CORPORATE GOVERNANCE

A Report on Corporate Governance along with the Auditor's Certificate regarding Compliance of the conditions of Corporate Governance pursuant to clause 49 of the Listing Agreement is annexed hereto.

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

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) of the Companies Act, 2013 the Directors confirm that:

1. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
2. Appropriate policies have been selected and applied consistently and have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and the loss of the Company for the year ended March 31, 2015;
3. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 and for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. The annual accounts have been prepared on a going concern basis;
5. Internal financial controls to be followed by the Company have been laid down and that such internal financial controls are adequate and were operating effectively; and
6. Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and are operating effectively.

AUDIT COMMITTEE

The Company has constituted an Audit Committee comprising of the following Directors viz. Mr. Mahendra Lodha (Chairman), Mr. D. N. Singh and Mr. R. G. Kulkarni. The Audit Committee acts in accordance with the terms of reference specified from time to time by the Board. There were no instances when the recommendations of the Audit Committee were not accepted by the Board during the year under review.

OTHER COMMITTEES

The Company has constituted the Stakeholders Relationship Committee which presently consists of Mr. H. D. Ramsinghani (Chairman), Mr. D. N. Singh and Mr. R. G. Kulkarni.

The Company has also constituted the Risk Management Committee which presently consists of Mr. H. D. Ramsinghani (Chairman), Mr. D. N. Singh and Mr. R. G. Kulkarni. The Board has formulated a Risk Management Policy covering various risks associated with the business of the Company.

The Company has also constituted the Nomination and Remuneration Committee which presently consists of Mr. Mahendra Lodha (Chairman), Mr. H. D. Ramsinghani and Mr. R. G. Kulkarni.

The Company has not constituted a Corporate Social Responsibility Committee as the Company does not fulfill the prescribed criteria.

DISCLOSURES

Information relating to the conservation of energy, technology absorption, foreign exchange earnings and outgo to the extent applicable, is annexed hereto as Annexure A and forms a part of this Report.

No remuneration was paid to the Whole Time Director during the year under review and no remuneration was paid to non executive Directors other than sitting fees for attending meetings of the Board or committees thereof. There were no employees drawing remuneration in excess of the limits prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 during the year under review or part thereof. The Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rules 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed hereto as Annexure B and forms a part of the Report.

Details of loans, guarantees and investments, if any, are given under the Notes to Financial Statements.

All transactions entered into with Related Parties during the year under review were at an arms length at prevailing market rates and that the provisions of Section 188 of the Companies Act, 2013 are not attracted. There were no material related party transactions with the Promoters, Directors or the Key Managerial Personnel or their relatives during the year under review.

There were no significant and material orders passed by the Regulators/Courts that would impact the going concern status of the Company and its future operations.

The Company has formulated a Whistle Blower Policy under which all personnel have access to the Audit Committee to report genuine concerns or grievances relating to the business activities of the Company in general.

The Business Responsibility Reporting as required by Clause 55 of the Listing Agreement is not applicable to the Company as on March 31, 2015.

The Company has an adequate system of internal controls that ensures that all assets are protected against loss from unauthorized use or disposition and all transactions are recorded and reported in conformity with generally accepted accounting principles.

There were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during the year under review.

DIRECTORS

During the year under review, four Board Meetings were held on May 28, 2014, July 31, 2014, November 11, 2014 and February 11, 2015.

Mr. D N Singh retires from the Board of Directors by rotation and is eligible for re-appointment.

The Board of Directors of the Company have appointed Mrs. N H Ramsinghani (DIN01327609) as an Additional Director. In accordance with the provisions of sections 161 of the Companies Act, 2013, Mrs. Ramsinghani will hold office of the Director up to the date of the forthcoming Annual General Meeting. The Company has received a Notice from a Member pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying the intention to propose the name of Mrs. N H Ramsinghani as a Director of the Company.

All Independent directors have given declarations that they meet the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

The Board of Directors have framed a policy in relation to remuneration of directors, Key Managerial Personnel and senior Management and it lays down criteria for selection and appointment of Board Members.

The performance evaluation of the Chairman and the non executive Directors was carried out by the Independent Directors of the Company in their meeting held on February 11, 2015.

STATUTORY AUDITORS REPORT

Your Directors refer to the observations made by the Auditors in their Report and wish to state that the Company is taking appropriate legal remedies for claiming the value of material auctioned by the custom authorities.

AUDITORS

M/s. Dayal & Lohia, the Auditors of the Company retire at the conclusion of the forthcoming Annual General Meeting and being eligible offer themselves for reappointment. The Company has received a certificate from them certifying that their appointment, if made, would be in compliance with all the applicable provisions of the Companies Act, 2013.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the rules made there under, the Company has appointed Sanjay Dholakia & Associates to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed hereto as Annexure C and forms a part of this Report.

Your Directors refer to the observations made by the Secretarial Auditor in the Secretarial Audit Report and wish to state that the Company is taking steps to comply with requirement of minimum number of independent directors and appointment of KMP.

COST AUDIT

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 as amended till date, the Company was not required to undertake an audit of the cost records for the year under review.

EXTRACT OF ANNUAL RETURN

The extract of the Annual Return in Form MGT 9 pursuant to the provisions of Section 92 of the Companies Act, 2013 is annexed hereto as Annexure D and forms a part of this Report.

SUBSIDIARY COMPANY

Rama Capital and Fiscal Services Pvt Ltd is a wholly owned subsidiary of the Company which is engaged in the business of providing financial services. The turnover of the subsidiary during the year under review was ₹ 1.25 Lakh and the loss after tax was ₹ 2.05 Lakh. There were no other entities which became or ceased to be subsidiaries, associates or joint ventures during the year under review.

FIXED DEPOSITS

The Company has not accepted any public deposits and as such no amount on account of principal or interest on public deposits was outstanding as on the date of the Balance Sheet.

SAFETY, ENVIRONMENTAL CONTROL & PROTECTION

The Company has taken all the necessary steps for safety and environmental control and protection.

INDUSTRIAL RELATIONS

The Industrial Relations remained cordial during the year under review.

ACKNOWLEDGEMENT

Your Directors sincerely record their appreciation with gratitude for the continued support and assistance extended to the Company by the Banks and various Government Departments and Agencies.

CAUTIONARY STATEMENT

Statements in this Report describing the Company's objectives, projections, estimates, expectations or predictions are based on certain assumptions and expectations of future events. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include domestic and global prices of Methanol/Naphtha, changes in Government regulations, future availability of gas, litigation and industrial relations. The Company assumes no responsibility to amend, modify or revise any of the statements on the basis of subsequent developments, information or events.

For and on behalf of the Board

Place : Mumbai
Date : August 4, 2015

H. D. RAMSINGHANI
CHAIRMAN
DIN: 00035416

ANNEXURE A TO DIRECTOR'S REPORT

PARTICULARS RELATING TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, ADAPTATION AND FOREIGN EXCHANGE EARNING AND OUTGO

I. CONSERVATION OF ENERGY:

- A. Energy conservation measures taken :
- B. Additional investment proposals, if any, being implemented for reduction of consumption of energy :
- C. Impact of measures at (A) and (B) above for reduction of Energy Consumption and consequent impact on the cost of production of goods :

Not Applicable as the Plant was closed during the entire year under review.

- D. Particulars with respect to energy consumption per unit of production:

a) POWER AND FUEL CONSUMPTION	2014- 2015 (12 months)	2013-2014 (12 months)
1) ELECTRICITY :		
A) Purchased (MSEB)		
Units (in Thousand)	80.140	66.040
Total cost (₹ in lacs)	6.72	5.81
Rate per Unit (₹)	8.38	8.80
B) Own Generation :		
Through Diesel Generation	NIL	NIL
Units (in Thousand)	NIL	NIL
Units/KL of Diesel Cost/Unit (₹)	NIL	NIL
Through Steam Turbine/Generator	NIL	NIL
Units (in Thousand)	N.A	N.A
Units/Lt Of Fuel Oil, Gas Cost/Unit	N.A	N.A
2) COAL	NIL	NIL
3) FURNACE OIL	NIL	NIL
b) 1. CONSUMPTION PER UNIT OF PRODUCTION		
Consumption/ton of Methanol	N.A	N.A
Electricity (KWH)	N.A	N.A
Furnace Oil	N.A	N.A
Coal	N.A	N.A
Other – Diesel Oil (KL)	N.A	N.A

II. TECHNOLOGY ABSORPTION :

A. RESEARCH AND DEVELOPMENT (R & D)

- a) Specific areas in which R & D is carried out by the Company :
- b) Benefits derived as a result of R & D :
- c) Future Plan of Action :
Not Applicable as the Plant was closed during the entire year under review.
- d) Expenditure on R & D

	(₹ in lacs)
i) Capital	NIL
ii) Recurring	NIL
iii) Total	NIL
iv) Total R & D expenditure as a percentage of total turnover	N.A.

B. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION :

- a) Efforts in brief made towards technology absorption, adaptation and innovation:
- b) Benefits derived as a result of above efforts :
Not Applicable as the Plant was closed during the entire year under review.
- c) Information of Imported Technology :
Technology Imported: Low pressure technology for manufacture of Methanol from M/s. Lurgi GmbH, Germany.
Year of Import: 1987 – 88
Whether the technology has been fully absorbed.
In terms of the scope of agreement with the technical collaborator, the technology has been fully absorbed.

III. FOREIGN EXCHANGE EARNINGS AND OUTGO:

	(₹ in lacs)
Foreign Exchange used	NIL
Foreign Exchange earned	NIL

For and on behalf of the Board

Place: Mumbai
Date : August 4, 2015

H. D. RAMSINGHANI
CHAIRMAN
DIN: 00035416

ANNEXURE 'B' TO DIRECTOR'S REPORT

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

(i)	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year.	Not applicable as no remuneration was paid to Directors other than sitting fees for attending meetings of the Board or Committees thereof.
(ii)	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.	Not applicable as no remuneration was paid to Directors, Chief Financial Officer, Chief Executive Officer, or Manager, if any, in the financial year.
(iii)	The percentage increase in the median remuneration of employees in the financial year.	The percentage increase in the median remuneration of other employees in the financial year was 0.22%.
(iv)	The number of permanent employees on the rolls of company;	11
(v)	The explanation on the relationship between average increase in remuneration and company performance;	Not applicable as the Company had no turnover during the year.
(vi)	Comparison of the remuneration of the Key Managerial Personnel against the performance of the company;	Not applicable as the Company had no turnover during the year.
(vii)	a) Variations in the market capitalization of the company,	The market capitalization on March 31, 2015 was ₹ 786.25 lakh as compared to a market capitalization of ₹ 234.51 lakh as on March 31, 2014
	b) Price earnings ratio as at the closing date of the current financial year and previous financial year and	Not applicable in view of loss.
	c) Percentage increase or decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year;	Percentage decrease in the market quotation as compared to the rate at which the Company came out with the last public offer in 1986 as on March 31, 2015 was 24.90% as compared to a decrease of 77.60% as on March 31, 2014
(viii)	Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year was 9.45%
(ix)	Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company	Not applicable as the Company had no turnover during the year.
(x)	The key parameters for any variable component of remuneration availed by the directors.	Not Applicable
(xi)	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year ;	Not Applicable
(xii)	Affirmation that the remuneration is as per the remuneration policy of the company.	Yes

ANNEXURE C TO DIRECTOR'S REPORT

Form No. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

RAMA PETROCHEMICALS LIMITED

Mumbai.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by RAMA PETROCHEMICALS LIMITED (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

The manufacturing operations of the Company are suspended from the year 1999 and the Company is a Sick Company within the meaning of Section 3(1)(o) of the Sick Industrial Companies (Special Provisions) Act, 1985 and registered with Board for Industrial and Financial Reconstruction (BIFR).

A. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; There was no Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings during the year under review.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; There were no further issue of securities during the year under review.
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; There were no ESOPS issued during the year under review.
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; There were no listing of debts during the year under review.

- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; There were no proposals for delisting of its Equity shares during the year under review.
and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; There were no Buy Back of its Equity shares during the year under review.
- (vi) We have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. The list of major head/groups of Acts, Laws and Regulations as applicable to the Company is given in Annexure I.
- B. I have also examined compliance with the applicable clauses of the following:
- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
The same was not notified till 31st March 2015
 - (ii) The Listing Agreements entered into by the Company with the Stock Exchange(s), if applicable; - The Company has complied with the various provisions of Listing Agreement with BSE Limited where the Equity Shares of the Company are Listed except *as a result of appointment of Non Independent Woman Director on 31st March, 2015, the Composition of Board is not in accordance with Clause 49(II)(A)(2) of the Listing Agreement as on 31st March 2015.*

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations and Guidelines mentioned above *except that the Company has not appointed a Company Secretary and a Chief Financial Officer.*

I further report that

Subject to observations in Clause B (ii) above, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions of the Board are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This Report is to be read with our letter of even date which is annexed as Annexure II and forms an integral part of this Report.

For SANJAY DHOLAKIA & ASSOCIATES
(SANJAY R DHOLAKIA)
Practising Company Secretary
Proprietor
Membership No. 2655 /CP No. 1798

Place : Mumbai
Date : 4th August 2015

Annexure I

List of applicable laws to the Company under the Major Groups and Heads are as follows:-

1. Sick Industrial Companies (Special Provisions) Act, 1985
2. Factories Act, 1948;
3. Industries (Development & Regulation) Act, 1951;
4. The Petroleum Act, 1934
5. Indian Explosives Act, 1984
6. Bombay Village Panchayat Act, 1958
7. Labour Laws and other incidental laws related to labour and employees appointed by the company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation etc.;
8. Acts prescribed under prevention and control of pollution;
9. Acts prescribed under Environmental protection;
10. Acts as prescribed under Direct Tax and Indirect Tax;
11. Land Revenue laws of respective States;
12. Labour Welfare Act to respective States;
13. Trade Marks Act 1999 & Copyright Act, 1957;
14. The Legal Metrology Act, 2009;
15. Acts as prescribed under Shop and Establishment Act of various local authorities.
16. Local Laws as applicable to various offices and plants;
17. The Competition Act, 2002;
18. Boiler Act, 1923.

For **SANJAY DHOLAKIA & ASSOCIATES**
(SANJAY R DHOLAKIA)

Practising Company Secretary

Proprietor

Membership No. 2655 /CP No. 1798

Place : Mumbai

Date : 4th August 2015

Annexure II

To,
The Members,
RAMA PETROCHEMICALS LIMITED
Mumbai.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial record. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. We believe that the practices and processes, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, norms and standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. We have reported, in our audit report, only those non-compliance, especially in respect of filing of applicable forms/documents, which, in our opinion, are material and having major bearing on financials of the Company.

For **SANJAY DHOLAKIA & ASSOCIATES**
(SANJAY R DHOLAKIA)
Practising Company Secretary
Proprietor
Membership No. 2655 /CP No. 1798

Place : Mumbai
Date : 4th August 2015

ANNEXURE D TO DIRECTOR'S REPORT

FORM MGT – 9

EXTRACT OF ANNUAL RETURN AS ON MARCH 31,2015

I. REGISTRATION AND OTHER DETAILS:

i)	CIN:	L23200MH1985PLC035187
ii)	Registration Date [DDMMYY]	28/01/1985
iii)	Name of the Company	Rama Petrochemicals Limited
iv)	Category/ Sub Category of the Company	Public Company limited by shares
v)	Address of Registered office and contact details	812, Raheja Chambers, Nariman Point, Mumbai-400021, Maharashtra Tel: 022 – 22834123, Fax: 022 - 22049946
vi)	Whether shares listed on recognized Stock Exchange(s)	Yes
vii)	Name, Address and contact details of Registrar & Transfer Agent, if any	Link Intime India Private Limited C-13 Pannalal Silk Mills Compound, L.B.S Marg, Bhandup West, Mumbai 400078 Tel: 022-25963838, Fax: 022 - 25946969

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

SN	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Methanol	24116	100*

* Presently, there is no sale of Methanol as the Plant is closed.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES [No. of Companies for which information is being filled]

SR. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE
1	RAMA CAPITAL AND FISCAL SERVICES PVT. LTD. 812, Raheja Chambers, Nariman Point, Mumbai 400 021	U67120MH1993PTC072255	Wholly owned Subsidiary

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter s									
(1) Indian	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
a) Individual/ HUF	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
b) Central Govt	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
c) State Govt(s)	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
d) Bodies Corp.	2308836	Nil	2308836	22.05	2308836	Nil	2308836	22.05	Nil
e) Banks / FI	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
f) Any other (Directors & Relatives)	142408	Nil	142408	1.36	142408	Nil	142408	1.36	Nil
Sub-total (A)(1):-	2451244	Nil	2451244	23.41	2451244	Nil	2451244	23.41	Nil
(2) Foreign									
a) NRI-Individuals	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
b) Other-Individuals	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
c) Bodies Corp.	3040000	Nil	3040000	29.04	3040000	Nil	3040000	29.04	Nil
d) Banks/FI	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
e) Any Other (Directors & relatives)	41045	Nil	41045	0.39	41045	Nil	41045	0.39	Nil
Sub-total (A) (2):-	3081045	Nil	3081045	29.43	3081045	Nil	3081045	29.43	Nil
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	5532289	Nil	5532289	52.84	5532289	Nil	5532289	52.84	Nil
B. Public Shareholding									
1. Institutions	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
a) Mutual Funds	Nil	7100	7100	0.07	Nil	7100	7100	0.07	Nil
b) Banks / FI	5700	4900	10600	0.10	5700	4900	10600	0.10	Nil
c) Central Govt	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
d) State Govt(s)	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
e) Venture Capital Funds	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
f) Insurance Companies	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
g) FIIs	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
h) Foreign Venture Capital Funds	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
i) Others (specify)	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
Sub-total (B)(1):-	5700	12000	17700	0.17	5700	12000	17700	0.17	Nil

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non-Institutions									
a) Bodies Corp.	181588	41300	222888	2.13	167958	41300	209258	2.00	(0.13)
i) Indian	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
ii) Overseas	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
b) Individuals	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	1931192	1513520	3444712	32.91	1898497	1502170	3400667	32.49	(0.42)
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	1155133	Nil	1155133	11.03	1209739	Nil	1209739	11.55	0.52
c) Others (specify)	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
Non Resident Indians	60156	27000	87156	0.83	67490	27000	94490	0.90	0.07
Overseas Corporate Bodies	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
Foreign Nationals	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
Clearing Members	9522	Nil	9522	0.09	5257	Nil	5257	0.05	(0.04)
Trusts	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
Foreign Bodies -	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
Sub-total (B)(2):-	3337591	1581820	4919411	46.99	3348941	1570470	4919411	46.99	Nil
Total Public Shareholding (B)=(B)(1)+ (B)(2)	3343291	1593820	4937111	47.16	3354641	1582470	4937111	47.16	Nil
C. Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
Grand Total (A+B+C)	8875580	1593820	10469400	100	8886930	1582470	10469400	100	Nil

ii) Shareholding of Promoters

SN	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Blue Lagoon Investments Pvt Ltd	1655	0.02	Nil	1655	0.02	Nil	Nil
2	D N Singh	10898	0.10	Nil	10898	0.10	Nil	Nil
3	H D Ramsinghani	131510	1.26	Nil	131510	1.26	Nil	Nil
4	Indo Us Investments Inc	3000000	28.66	Nil	3000000	28.66	Nil	Nil
5	Indus Investments Inc	40000	0.38	Nil	40000	0.38	Nil	Nil
6	Jupiter Corporate Services Pvt Ltd	593280	5.67	Nil	593280	5.67	Nil	Nil
7	Libra Mercantile Pvt Ltd	1404401	13.41	12.98	1404401	13.41	12.98	Nil
8	Lajwanti D Ramsinghani	10910	0.10	Nil	41045	0.39	Nil	0.29
9	N H Ramsinghani	30135	0.29	Nil	Nil	N A	Nil	(0.29)
10	Rama Capital & Fiscal Services Pvt Ltd	100	0.00	Nil	100	0.00	Nil	Nil
11	Rainbow Agri Inds Ltd	2100	0.02	Nil	2100	0.02	Nil	Nil
12	Rama Phosphates Ltd	307100	2.93	Nil	307100	2.93	Nil	Nil
13	Trishul Mercantile Pvt Ltd	200	0.00	Nil	200	0.00	Nil	Nil
	Total	5532289	52.84	12.98	5532289	52.84	12.98	Nil

iii) Change in Promoters' Shareholding (please specify, if there is no change)

SN		Shareholding at the Beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	5532289	52.84	5532289	52.84
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No change in the aggregate holding during the year			
	At the end of the year	5532289	52.84	5532289	52.84

iv) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)	Shareholding		Date of transaction	Increase/ Decrease in share-holding	Reason	Cumulative shareholding during the year (01/04/2014 to 31/03/2015)	
		No. of shares at the beginning (01/04/2014)/ end of the year 31/03/2015	% of total shares of the Company				No. of shares	% of total shares of the company
1	R F Dadabhoy	2,10,000	2.01		No Change		2,10,000	2.01
		2,10,000	2.01					
2	Madhavi Arora	1,89,552	1.81		No Change		1,89,552	1.81
		1,89,552	1.81					
3	Mohankumar B B	92,295	0.88		No Change		92,295	0.88
		92,295	0.88					
4	K Mohan	57,280	0.55		No Change		57,280	0.55
		57,280	0.55					
5	Sheetal Ramsinghani	53,776	0.51		No Change		53,776	0.51
		53,776	0.51					
6	Rajendra Sagarmal Jain	40,810	0.39		No Change		40,810	0.39
		40,810	0.39					
7	Prakash M Bhansali	32,530	0.34	4/04/2014	Increase	Purchase	33,750	0.32
				23/04/2014	Decrease	Sell	30,350	0.29
				11/04/2014	Increase	Purchase	33,850	0.32
				25/04/2014	Increase	Purchase	39,740	0.38
				2/05/2014	Increase	Purchase	40,016	0.38
				15/05/2014	Increase	Purchase	40,239	0.38
				16/05/2014	Decrease	Sell	40,223	0.38
				11/07/2014	Increase	Purchase	41,006	0.39
				25/07/2014	Increase	Purchase	41,387	0.40
				8/08/2014	Decrease	Sell	40,372	0.39
				22/08/2014	Increase	Purchase	40,373	0.39
				29/08/2014	Increase	Purchase	40,374	0.39
				12/09/2014	Decrease	Sell	40,223	0.38
				30/09/2014	Increase	Purchase	41,612	0.40
				3/10/2014	Increase	Purchase	41,825	0.40
				10/10/2014	Decrease	Sell	41,735	0.40
				14/11/2014	Increase	Purchase	42,448	0.41
				21/11/2014	Increase	Purchase	43,273	0.41
				12/12/2014	Increase	Purchase	47,350	0.45
				19/12/2014	Increase	Purchase	48,326	0.46
				31/12/2014	Decrease	Sell	48,008	0.46
				9/01/2015	Increase	Purchase	48,012	0.46
				23/01/2015	Increase	Purchase	48,021	0.46
		48,022	0.46	13/03/2015	Increase	Purchase	48,022	0.46
8	Deam Consulting Pvt Ltd	27,454	0.26		No Change		27,454	0.26
		27,454	0.26					
9	Sajjan Daga	25,500	0.24		No Change		25,500	0.24
		25,500	0.24					
10	Shailesh Kumar Sethia	25,500	0.24		No Change		25,500	0.24
		25,500	0.24					

v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Director and each Key Managerial Personnel	Shareholding					Cumulative Shareholding during the year	
		No. of shares at the beginning (01-04-2014)/ end of the year (31-03-2015)	% of total shares of the company	Date	Increase/ Decrease in shareholding	Reason	No. of shares	% of total shares of the company
1.	D N Singh – Whole Time Director	10898	0.10	N A	N A	N A	10898	0.10
		10898	0.10					
2.	Nilanjana H. Ramsinghani	30135	0.29					
		Nil	N A	9/09/2014	(30135)	Gift	Nil	N A
3.	H. D. Ramsinghani	131510	1.26	N A	N A	N A	131510	1.26
		131510	1.26					

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (₹ in Lakh)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (01.04.2014)				
i) Principal Amount	NIL	1047.82	NIL	1047.82
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	1047.82	NIL	1047.82
Change in Indebtedness during the financial year				
Addition	NIL	561.67	NIL	561.67
Reduction	NIL	289.00	NIL	289.00
Net Change	NIL	272.67	NIL	272.67
Indebtedness at the end of the financial year (31.03.2015)				
i) Principal Amount	NIL	1320.49	NIL	1320.49
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	1320.49	NIL	1320.49

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/ WTD/ Manager	Total Amount
		WTD	
		D N Singh	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission - as % of profit - others, specify...	NIL	NIL
5	Others, please specify	NIL	NIL
	Total (A)	NIL	NIL
	Ceiling as per the Act	N A	N A

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		H D Ramsinghani	Mahendra Lodha	R G Kulkarni	N H Ramsinghhani	
1	Independent Directors					
	Fee for attending board/ committee meetings	NIL	18,000/-	18,000/-	NIL	36,000/-
	Commission	NIL	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (1)	NIL	18,000/-	18,000/-	Nil	36,000/-
2	Other Non-Executive Directors					
	Fee for attending board committee meetings	8,000/-	NIL	NIL	NIL	8,000/-
	Commission	NIL	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (2)	8,000/-	NIL	NIL	NIL	8,000/-
	Total Managerial Remuneration	8,000/-	18,000/-	18,000/-	NIL	44,000/-
	Total (B)=(1+2)					

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN	Particulars of Remuneration	Key Managerial Personnel		
		CS	CFO	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission			
	- as % of profit	NIL	NIL	NIL
	others, specify...	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL
	Total	NIL	NIL	NIL

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

REPORT ON CORPORATE GOVERNANCE

1. Company's Philosophy on Corporate Governance

As required by the Listing Agreement with Bombay Stock Exchange Limited, the Company has implemented the Code of Corporate Governance and it is committed to the philosophy of good Corporate Governance in letter and in spirit.

2. Board of Directors

- a. As on the date of this Report, the Board consists of five Directors (One Executive Director and four Non executive Directors out of whom one is a Woman Director and two are Independent Directors)
- b. The attendance at Board Meetings and last Annual General Meeting of each of the Directors during the financial year was as under :

Name of Director	Category Executive, Non- executive/ Independent	Attendance at		Membership of other Board (excluding alternate Director-ships and Private Companies)	Membership/ Chairmanship of other Board Committees		Share- holding (No. of Shares)
		Board Meeting	Last Annual General Meeting		Chairman	Member	
Mr. H. D. Ramsinghani (Chairman)	Promoter Non Executive	Four	Yes	Five	Four	One	131510
Mr. D. N. Singh (Whole Time Director)	Executive	Four	Yes	Three	Three	Four	10898
Mr. Mahendra Lodha	Non Executive Independent	Four	Yes	Seventeen	Four	Three	Nil
Mr. R .G. Kulkarni	Non Executive Independent	Four	Yes	Four	Nil	Two	Nil
Mrs. N. H. Ramsinghani	Promoter Non Executive	Nil	N A	Three	Nil	Nil	Nil

Except for Mr H. D. Ramsinghani and Mrs. N. H. Ramsinghani, none of the other Directors are related to each other.

- c. During the year four Board Meetings were held on the following dates :
May 28, 2014, July 31, 2014, November 11, 2014 and February 11, 2015.
- d. During the year one meeting of the Independent Directors was held on February 11,2015

3. Governance Codes

The Company has formulated a Code of Conduct for the members of the Board of Directors and Senior Management personnel of the company. The declaration by the Chairman regarding compliance by the members of the Board and the Senior Management personnel with the said code of conduct is annexed hereto.

As required under the Listing Agreement and the various provisions of the Companies Act, 2013, the Company has also formulated the Risk Management Policy, Whistle Blower Policy, Policy on Related Party Transactions, Nomination and Remuneration Policy, Policy on Material subsidiaries and the Code of practices and procedures for fair disclosure of unpublished price sensitive information and the code of conduct to regulate, monitor and report trading by employees and other connected persons.

4. Committees of the Board

(a) Audit Committee

Role of the Audit Committee and its terms of reference include reviewing the financial statements, overseeing the Company's Annual Report process and discussions with Auditors.

The Committee presently comprises of Mr. Mahendra Lodha – Chairman, Mr. D. N. Singh and Mr. R. G. Kulkarni.

Four meetings of the Audit Committee were held during the year on May 28, 2014, July 31, 2014, November 11, 2014 and February 11, 2015. The attendance at the Audit Committee meetings of each of the Directors is as under:

Name of the Director	Attendance at Audit Committee meetings
Mr. Mahendra Lodha	Four
Mr. D N Singh	Four
Mr. R G Kulkarni	Four

(b) Share Transfer Committee

The Board has delegated the power of share transfers to a Committee of Directors comprising of Mr. D. N. Singh (Chairman) and Mr. H. D. Ramsinghani as also to the Registrars and Transfer Agent of the Company who attend to the Share Transfer formalities, transmission of shares, issue of duplicate certificates, issue of certificates on split/consolidation/renewal and demat/remat of Share certificates etc.

Barring certain cases pending in Courts relating to disputes over the title of shares in which the Company has been made a party, no investor complaint is pending for a period exceeding one month.

(c) Nomination & Remuneration Committee

The Nomination & Remuneration Committee determines the managerial remuneration and other employment conditions of the Managing/ Whole Time Directors and Senior Management personnel (one level below the Board) and makes recommendations to the Board of Directors.

The Committee presently comprises of Mr. Mahendra Lodha – Chairman, Mr. H. D. Ramsinghani and Mr. R. G. Kulkarni.

(d) Stakeholders Relationship Committee

The Stakeholders Relationship Committee specifically looks into the redressing of Shareholder's and Investor's complaints relating to Share transfers, Non receipt of Balance Sheet and demat/remat of Share Certificates etc. In terms of Clause 47 of the Listing Agreement, the Company has appointed Mr. R. D. Jog as the Compliance Officer and the investors are requested to register their complaints, if any, on the exclusive email ID : rdjog@ramagroup.co.in

The committee presently comprises of Mr H. D. Ramsinghani – Chairman, Mr D. N. Singh and Mr R. G. Kulkarni.

A summary of complaints received and resolved by the Company during the year under review is given below:

	Received	Resolved
Non-Receipt of Share Certificates duly transferred	NIL	NIL
Non-Receipt of Dividend Warrants.	3	3
Non-Receipt of Annual Report	NIL	NIL
Non-Receipt of Bonus Certificate	1	1
Others	NIL	NIL
Letters from Stock Exchanges, SEBI and Ministry of Corporate Affairs	2	2

5. Remuneration of Directors

(a) Executive Director

No remuneration was paid to the Whole Time Director (Technical Director) during the year under review.

(b) Non-Executive Directors:

The Non-Executive Directors are not paid any remuneration except sitting fees for attending meetings of the Board or committees thereof. Details of Sitting Fees paid to the Non-Executive Directors are as follows :

Name of the Director	Sitting Fees (₹)
Mr. H. D. Ramsinghani	8,000/-
Mr. Mahendra Lodha	18,000/-
Mr R. G. Kulkarni	18,000/-
Mrs N. H. Ramsinghani	Nil
TOTAL	44,000/-

6. General Body Meetings

Financial Year	Date	Time	Location
2011-2012	27/09/2012	10.00 A.M.	Babasaheb Dahanukar, Hall, Fort, Mumbai 400001
2012-2013	20/09/2013	10.00 A.M.	Babasaheb Dahanukar, Hall, Fort, Mumbai 400001
2013-2014	23/09/2014	10.00 A.M.	Babasaheb Dahanukar Hall, Fort, Mumbai 400001

7. Postal Ballot

No Resolutions were required to be approved through Postal Ballot at the last Annual General Meeting or during the year under review nor is any resolution proposed for passing through Postal Ballot at the ensuing Annual General Meeting.

The details of Special Resolutions passed in the previous Three Annual General Meetings are as under :

Date	Particulars
27/09/2012	No Special Resolutions were passed.
20/09/2013	Reappointment of Mr. D. N. Singh as Whole Time Director designated as 'Technical Director' for a further period of Three Years from May 01, 2013
23/09/2014	Appointment of Mr. R. G. Kulkarni (DIN 03028670) as an Independent Director
	Appointment of Mr. Mahendra Lodha (DIN 00012920) as an Independent Director
	To authorize the Board to borrow money upto ₹ 300 Crores as per Section 180 (1)(c) of the Companies Act, 2013
	To authorize the Board to create charge on the assets of the Company to secure the borrowings as per section 180 (1)(a) of the Companies Act, 2013

8. Disclosures

- a) The Company is in compliance with all mandatory requirements of Clause 49 of the Listing Agreement except that as on the date of this report one half of the Board of the Company does not consist of Independent Directors as required by the proviso to Clause 49(II)(A)(2)
- b) All transactions entered in to with Related Parties as defined under the Companies Act, 2013 and Clause 49 of the Listing Agreement during the financial year were in the ordinary course of business and on arms length basis.
- c) There were no transactions of material nature with the Directors or the Key Managerial Personnel or their relatives during the financial year which could have potential conflict with the interests of the Company at large. Transactions with related parties as per requirements of Accounting Standard – 18 are disclosed elsewhere in the Annual Report. None of these transactions have potential conflict with interest of the Company at large.
- d) No penalties or strictures have been imposed on the Company by the Stock Exchanges, SEBI or any other statutory authority on any matter related to the capital markets during the last three years.
- e) The Company has formulated a Whistle Blower Policy under which all personnel have access to the Audit Committee and no personnel has been denied access to the audit Committee during the year under review.
- f) In the preparation of the financial statements, the Company has followed Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant Accounting policies which are consistently applied are set out in the Notes to the financial statements.
- g) Adoption of non mandatory requirements of Clause 49 of the Listing Agreement is reviewed by the Board from time to time.

9. Means of communication

- a) The Company has not made any presentation to the institutional investors or analysts.
- b) The unaudited quarterly results are announced within forty five days from the close of the quarter and the Audited results are announced within sixty days from the close of the financial year. The financial results are immediately sent to the Stock Exchanges and published in an English language newspaper and a local language newspaper and also uploaded on the website of the Company.

10. General Shareholder Information:

Financial Year	:	31 st March, 2015
Annual General Meeting	:	September 30, 2015 at 10.00 a.m. At Babasaheb Dahanukar Hall, Oricon House, Maharashtra Chamber Of Commerce Path, Fort, Mumbai 400001
Dates of Book Closure	:	September 23, 2015 to September 30, 2015 (both days inclusive)
Dividend payment date	:	Not Applicable
Listing on Stock Exchange	:	Bombay Stock Exchange Ltd.
Stock Code	:	500358
ISIN	:	INE 783A01013

The Company has paid listing fees to the Bombay Stock Exchange for the period up to March 31, 2016.

11. Market Price Data (High / Low in ₹ during each month):

Month	High	Low
April 2014	2.81	2.01
May 2014	6.60	2.95
June 2014	6.82	5.47
July 2014	6.15	5.038
August 2014	7.00	6.25
September 2014	6.32	3.47
October 2014	5.04	2.89
November 2014	4.20	2.77
December 2014	8.00	3.99
January 2015	8.75	7.60
February 2015	7.95	7.60
March 2015	7.90	7.22

As the equity shares are not frequently traded on the Bombay Stock Exchange, the stock performance viz a viz the Index has not been given.

12. Registrars & Transfer Agent

Link Intime India Private Limited
C - 13, Pannalal Silk Mills Compound,
L. B. S Marg, Bhandup (West), Mumbai 400078
Tel : 25963838; Fax : 25946969;
Email : rnt.helpdesk@linkintime.co.in
Website : www.linkintime.com

13. Share Transfer System

The Share Transfers which are received in the Physical Form are processed well within prescribed statutory period from time to time, subject to the documents being valid and complete. The Transfers etc. approved by the Share Transfer Committee are also noted at every meeting of the Board of Directors.

14. Distribution of Equity Shareholding as of March 31, 2015 :

Number of Equity Share Holdings	Number of Shareholders	Percentage of Shareholders	Number of Shares	Percentage of Shareholding
1 – 500	14004	93.76	2176569	20.79
501 – 1000	535	3.58	446603	4.27
1001 – 2000	190	1.27	289959	2.77
2001 – 3000	63	0.42	158603	1.51
3001 – 4000	33	0.22	117737	1.12
4001 – 5000	24	0.16	114822	1.10
5001 – 10000	40	0.27	273050	2.61
10001 & above	48	0.32	6892057	65.83
Total	15019	100.00	10469400	100.00

15. Shareholders' Profile as on March 31, 2015 :

Category of Shareholders	No. of Shares held	% to Total Capital
Promoters	55,32,289	52.84
Foreign Collaborators	Nil	Nil
Banks	10,000	0.10
Financial Institutions	600	0.00
Foreign Institutional Investors	Nil	Nil
Mutual Funds	7,100	0.07
Domestic Companies	2,14,515	2.05
Non - Domestic Companies	Nil	Nil
Non - Resident Indians	94,490	0.90
General Public	46,10,406	44.04
Total	1,04,69,400	100.00

16. Dematerialization of shares as on March 31, 2015 :

84.88% of the Company's total equity share capital representing 88,86,930 shares are held in dematerialised form.

17. Plant Location :

Village Vashivalli, Savroli Kharpada Road,
Patalganga, Dist. Raigad, Maharashtra

18. Address for Correspondence:

Shareholders should address all correspondence to the Company at its Corporate Office at 51/52, Free Press House, Nariman Point, Mumbai 400 021 or to the Registrars and Transfer Agent – Link Intime India Private Limited at C – 13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (West), Mumbai 400 078.

19. Other Matters :

- a) An office for the use of the non-executive Chairman is made available whenever required.
- b) Half yearly financial results including summary of significant events in the past six months are presently not being sent to the Shareholders.
- c) There is no formal policy at present for training of the Board members as all the Board members are eminent and experienced professionals.
- d) The replies to the Qualifications in Auditors Report on the financial statement are given in the Directors Report.

20. Appointment/Reappointment of Directors:

Mr. D. N. Singh is proposed to be reappointed at the forthcoming Annual General Meeting and Mrs. N. H. Ramsinghani is proposed to be appointed as a Director at the forthcoming Annual General Meeting. The relevant information about the said Directors is given in the Notice convening the Annual General Meeting.

For and on behalf of the Board

Place : Mumbai
Dated : August 4, 2015

H. D. RAMSINGHANI
CHAIRMAN
DIN: 00035416

DECLARATION REGARDING COMPLIANCE WITH THE COMPANY'S CODE OF CONDUCT

The Company has framed a specific Code of Conduct for the members of the Board of Directors and the Senior Management Personnel of the Company pursuant to Clause 49 of the Listing Agreement.

The Company has, in respect of the Financial Year ended March 31, 2015, received from the members of the Board of Directors and the Senior Management Personnel a declaration of compliance with the Code of Conduct as applicable to them.

Place : Mumbai
Dated : August 4, 2015

H. D. RAMSINGHANI
CHAIRMAN
DIN: 00035416

CERTIFICATE

To the Members of
RAMA PETROCHEMICALS LIMITED

We have examined the compliance of conditions of corporate governance by **RAMA PETROCHEMICALS LIMITED**, for the year ended on 31st March 2015, as stipulated in clause 49 of the Listing Agreement of the said company with stock exchange(s).

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations received from the Directors and the management we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement *except that :*

- (i) proviso to clause 49(II)(A)(2) which requires 50% of the directors on the board to be independent directors, has not been complied with on the last day of the financial year, the company having appointed a non independent woman director on that date.*
- (ii) in the absence of the Chief Financial Officer (CFO), the financial statements submitted to the Board are certified by the Whole Time Director only.*
- (iii) in the absence of the Company Secretary, the Compliance Officer acts as the Secretary to the Audit Committee.*

Based on the representation received from the Company's Share Transfer Agents, we state that complaint letters received from shareholders during the period 01/04/2014 to 31/03/2015 have been attended.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

Yours faithfully,
For Dayal and Lohia
Chartered Accountants
(Firm Registration No.102200W)

(Anil Lohia)
Partner
Membership No.031626

Place : Mumbai.
Date : August 04, 2015

INDEPENDENT AUDITOR'S REPORT

To the members of,

Rama Petrochemicals Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **Rama Petrochemicals Limited** ("the company"), which comprise the Balance Sheet as at 31st March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provision of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the standalone financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the standalone financial statements.

Basis of Qualified Opinion

The Value of materials lying in the Bonded warehouse, auctioned by the Custom authorities being shown as 'Claims Receivable' amounting to ₹ 1,87,71,179/- which is doubtful of recovery (Refer Note 18.1)

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India,

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- (b) in the case of the Statement of Profit and Loss, of the Loss for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Emphasis of Matters

We draw attention to the following matters in the Notes to the standalone financial statements:

- a) Without qualifying the report we like to bring to your attention that the company's net worth has been completely eroded and it has been declared as a Sick Industrial Company by BIFR vide order dated 01.07.2002. As explained in Note 28, the management is of the view that the Company can be revived and made viable and accordingly the company's accounts have been prepared on Going Concern assumption. The revival of the Company's operations depends upon the Company being able to obtain the alternative main feed stock. In absence of any other information indicating to the contrary, we have accepted this view and accordingly the accounts have been prepared on the basis of "Going Concern Concept".

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
- 2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the Directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company has disclosed the impact of pending litigations on its financial position in note 27 to the standalone financial statements.
 - ii) The Company did not have any long term contracts including derivatives contract for which there were any material foreseeable losses.
 - iii) There were no amounts which were required to be transferred to Investor Education & Protection Fund by the Company.

For Dayal and Lohia
Chartered Accountants
Firm's Regn. No. 102200W

Place: Mumbai
Date : 29th May, 2015

(Anil Lohia)
Partner
Membership No. 031626

ANNEXURE TO INDEPENDENT AUDITORS' REPORT

The Annexure referred to in our report to the members of **Rama Petrochemicals Limited** ('the Company') for the year Ended on 31st March, 2015.

- i) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) The Management of the Company has physically verified the fixed assets in accordance with its policy of physical verification at reasonable intervals. The discrepancies, if any noticed during such verification have been suitably adjusted in the books of account.
- ii) a) According to the information and explanations given to us, the management has conducted physical verification of the inventories at reasonable intervals.
- b) In our opinion and according to the information and explanations given to us, the procedures followed by the management for physical verification of inventory are reasonable and adequate in relation to the size of the Company and the nature of the business.
- c) No material discrepancies have been noticed on physical verification of the stocks as compared to book records in so far as it appears from our examination of the books.
- iii) a) The company has not granted any loans to parties covered in the register maintained under section 189 of the Act.
- b&c) Since no loans have been granted to parties covered in the register maintained under section 189 of the Act, the question of receipt of principal and interest, and overdue amount, does not arise.
- iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and nature of its business with regard to purchase of inventory, fixed assets and for sale of goods and services. During the course of our audit, no major weaknesses have been noticed in the internal control system.
- v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public.
- vi) According to the information and explanation given to us, the government has prescribed maintenance of cost records pursuant to Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act. Since, there is no turnover of manufacturing goods in the preceeding financial year, the same is not applicable.
- vii) a) According to the records of the Company, undisputed statutory dues including Provident Fund, Employee's State Insurance, Sales Tax, Income Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and other statutory dues have been regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were outstanding as at 31st March, 2015 for a period of more than six months from the date it became payable except:

Name of the statute	Nature of the dues	Amount ₹	Period to which the amount relates	Due Date
The Customs Act, 1962	Custom Duty on import of Catalyst	59,32,740/-	1998-99	21.02.1998
Sales Tax Act,	Deferral Sales Tax Liability	31,03,44,140/-	1988-1997	30.04.2014

- b. According to the records of the Company and information and explanations given to us the following are the dues of Sales Tax on account of disputes:

Name of the statute	Nature of dues	Amount ₹	Period to which the amount relates	Forum where dispute is pending
Sales Tax Act,	Turnover Tax	18,02,591	F.Y.1993-94	Dy. Commissioner of Commercial Tax Bhavnagar
Sales Tax Act,	Turnover Tax	18,03,494	F.Y.1994-95	Dy. Commissioner of Commercial Tax Bhavnagar

According to the information and explanations given to us and the records of the Company examined by us there are no dues of Income Tax, Wealth Tax, Service Tax, Excise Duty and Custom Duty or Cess which have not been deposited on account of any dispute.

- c. There were no amounts which were required to be transferred to Investor Education & Protection Fund by the Company.
- viii) The company has accumulated losses of ₹ 65,92,15,674/- as at 31st March,2015 which are more than 50% of its net worth. During the financial year covered by our audit and in the immediately preceding financial year the Company has incurred cash losses amounting to ₹ 26,59,707/- & ₹ 21,17,691/- respectively.
- ix) On the basis of our examination of the books and according to the information and explanations given to us, there are no borrowings from financial institutions, banks or debenture holders.
- x) In our opinion, and according to the information and explanations given to us, the terms and conditions of the guarantees given by the Company for loans taken by others from banks or financial institutions are not prejudicial to the interest of the Company.
- xi) To the best of our knowledge and belief and according to the information and explanations given to us, the Company has not availed any term loan during the year hence the question of applying it for the purposes for which the loans were obtained, does not arise.
- xii) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

**For Dayal and Lohia
Chartered Accountants
Firm's Regn. No. 102200W**

**(Anil Lohia)
Partner
Membership No. 031626**

**Place - Mumbai
Date - 29th May, 2015.**

BALANCE SHEET AS AT 31ST MARCH, 2015

(Amount in ₹)

PARTICULARS	NOTE NO.	AS AT 31ST MARCH, 2015	AS AT 31ST MARCH, 2014
EQUITY AND LIABILITIES :			
Shareholders' Fund :			
Share Capital	2	104,694,000	104,694,000
Reserves and Surplus	3	(653,185,674)	(336,231,212)
		(548,491,674)	(231,537,212)
Share Application Money :	4	149,775,000	149,775,000
Non Current Liabilities :			
Other Long Term Liabilities	5	310,344,140	-
Long Term Provisions	6	974,539	2,032,865
		311,318,679	2,032,865
Current Liabilities :			
Short Term Borrowings	7	132,049,344	157,912,523
Trade Payables	8	3,933,663	5,503,017
Other Current Liabilities	9	45,511,124	18,747,348
Short Term Provisions	10	1,692,678	532,045
		183,186,809	182,694,933
TOTAL		95,788,814	102,965,586
ASSETS :			
Non - Current Assets :			
Fixed Assets :	11		
Tangible Assets		10,437,344	16,087,959
Capital work in progress		24,120,371	24,120,371
Non-Current Investment	12	-	-
Long Term Loans and Advances	13	2,101,975	2,087,665
		36,659,690	42,295,995
Current Assets :			
Inventories	14	30,863,339	30,896,710
Trade Receivables	15	39,642	1,138,373
Cash and Bank Balances	16	1,636,382	2,585,051
Short Term Loans and Advances	17	7,647,247	7,090,658
Other Current Assets	18	18,942,514	18,958,799
		59,129,124	60,669,591
TOTAL		95,788,814	102,965,586
Significant Accounting Policies			
1			
The accompanying notes 1 to 34 are an integral part of the Financial Statement			

As per our report of even date

For DAYAL AND LOHIA

Chartered Accountants

(Firm Registration No. 102200W)

For and on behalf of the Board of Directors

ANIL LOHIA

Partner

M. No. 031626

D. N. SINGH

Technical Director

DIN : 00021741

H.D.RAMSINGHANI

Chairman

DIN : 00035416

Place : Mumbai

Date : May 29, 2015

Place : Mumbai

Date : May 29, 2015

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

(Amount in ₹)

PARTICULARS	NOTE NO.	FOR THE YEAR ENDED 31ST MARCH, 2015	FOR THE YEAR ENDED 31ST MARCH, 2014
REVENUE			
Revenue from Operations			
Sales	19	22,800,625	32,079,176
Less : Excise Duty		-	-
Net Sales		22,800,625	32,079,176
Other Operating Income	20	-	192,920
Net Revenue from Operations		22,800,625	32,272,096
Other Income	21	38,537,220	1,630,264
TOTAL REVENUE		61,337,845	33,902,360
EXPENSES			
Purchase of Stock in Trade	22	11,862,120	12,384,805
(Increase) / Decrease in Stock in Trade		(70,381)	975,890
Employee Benefits Expense	23	6,865,458	6,183,985
Finance Cost	24	12,205,816	9,010,924
Depreciation	11	366,341	1,035,432
Other Expenses	25	341,778,679	7,464,447
TOTAL EXPENSES		373,008,033	37,055,483
Profit / (Loss) before tax		(311,670,188)	(3,153,123)
Tax Expenses		-	-
Profit / (Loss) for the Year		(311,670,188)	(3,153,123)
Earnings per Equity Share of Face Value of ₹10/- each	26		
Before Extraordinary Items :			
Basic		(29.77)	(0.30)
Diluted		(12.25)	(0.12)
After Extraordinary Items :			
Basic		(29.77)	(0.30)
Diluted		(12.25)	(0.12)
Significant Accounting Policies	1		
The accompanying notes 1 to 34 are an integral part of the Financial Statement			

As per our report of even date

For DAYAL AND LOHIA

Chartered Accountants

(Firm Registration No. 102200W)

ANIL LOHIA

Partner

M. No. 031626

Place : Mumbai

Date : May 29, 2015

For and on behalf of the Board of Directors

D. N. SINGH

Technical Director

DIN : 00021741

Place : Mumbai

Date : May 29, 2015

H.D.RAMSINGHANI

Chairman

DIN : 00035416

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

(Amount in ₹)

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH, 2015	FOR THE YEAR ENDED 31ST MARCH, 2014
A. CASHFLOW FROM OPERATING ACTIVITIES		
Net Profit / (Loss) Before Tax	(311,670,188)	(3,153,123)
Add: Depreciation	366,341	1,035,432
Interest Paid	12,205,816	9,010,924
Doubtful Advance	308,644,140	-
Loss on Sale of Investment	-	178,394
	<u>321,216,297</u>	<u>10,224,750</u>
	9,546,109	7,071,627
Less: Interest Received	243,439	224,904
Dividend Received	5,250	5,250
Excess Provision written back	145,761	697,235
Sundry balances written back	38,087,455	158,526
	<u>38,481,905</u>	<u>1,085,915</u>
	(28,935,796)	5,985,712
Operating Profit before Working Capital Changes		
Adjustment for :		
(Increase)/Decrease in Trade & Other receivables	544,118	73,266,721
Increase/(Decrease) in Trade Payables & Other Liabilities	65,229,944	5,685,500
(Increase)/Decrease in Inventories	33,371	988,573
	<u>65,807,433</u>	<u>79,940,794</u>
Net Cash from Operative Activities (A)	<u>36,871,637</u>	<u>85,926,506</u>
B. CASHFLOW FROM INVESTING ACTIVITIES		
Dividend Received	5,250	5,250
Loss on Sale of Investment	-	(178,394)
	<u>5,250</u>	<u>(173,144)</u>
Net Cash used in investing activities (B)	<u>5,250</u>	<u>(173,144)</u>
C. CASHFLOW FROM FINANCING ACTIVITIES		
Share Application money received	-	2,700,000
Repayments of Borrowings	(25,863,179)	(79,240,893)
	<u>(25,863,179)</u>	<u>(76,540,893)</u>
Interest Received	243,439	224,904
Interest Paid	(12,205,816)	(9,010,924)
	<u>(11,962,377)</u>	<u>(8,786,020)</u>
Net Cash used in financial activities (C)	<u>(37,825,556)</u>	<u>(85,326,913)</u>
Net Increase/(Decrease) in Cash and Cash Equivalents (A + B + C)	<u>(948,669)</u>	<u>426,449</u>
Cash & Cash Equivalents (Opening Balance)	2,585,051	2,158,602
Cash & Cash Equivalents (Closing Balance)	1,636,382	2,585,051

As per our report of even date
For DAYAL AND LOHIA
Chartered Accountants
(Firm Registration No. 102200W)

For and on behalf of the Board of Directors

ANIL LOHIA
Partner
M. No. 031626

D. N. SINGH
Technical Director
DIN : 00021741

H.D.RAMSINGHANI
Chairman
DIN : 00035416

Place : Mumbai
Date : May 29, 2015

Place : Mumbai
Date : May 29, 2015

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

NOTE 1

SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Accounting :

The financial statements have been prepared to comply in all material respects with the Accounting Standards notified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared under the historical cost convention on an accrual basis.

Use of Estimates :

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

2. Accounting for Construction Division :

Revenue from sale of properties under construction is recognized on the basis of actual bookings done (provided the significant risk and rewards have been transferred to the buyer and there is reasonable certainty of realization of proceeds) proportionate to the percentage of physical completion of construction / development work certified by the Architect.

3. Revenue Recognition :

- a. Revenue is recognized when the substantial risks and rewards of ownership is transferred to the buyer on dispatch of goods.
- b. Interest income is recognized on time proportionate basis.
- c. Dividend income from investments is recognized when the right to receive the dividend is established.
- d. Claims and damages are accounted as and when they are finalized.

4. Fixed Assets :

All Fixed assets are stated at cost of acquisition less accumulated depreciation and impairment losses if any. The cost of fixed assets includes taxes and duties (other than those subsequently recoverable from respective authorities), freight and other incidental expenses related to acquisition and installation of respective assets.

5. Depreciation :

- a. Depreciation on Fixed Assets is provided using straight line method based on the useful lives of the assets as prescribed in Schedule II of the Companies Act, 2013.
- b. Depreciation on addition / deletion is provided pro-rata basis with reference to the date of addition / deletion as the case may be.
- c. Individual assets acquired for less than ₹ 5,000/- are depreciated fully in the year of acquisition.
- d. Leasehold land is amortized on a straight line basis over the period of lease.

6. Impairment of Assets :

- a. The carrying amounts of assets are reviewed by the management at each balance sheet date if there is any indication of impairment based on internal / external factors. An impairment loss is recognized wherever the carrying amount of assets exceeds its recoverable amount. The recoverable amount is greater of asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

- b. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. A previously recognized impairment loss is increased or reversed depending upon changes in circumstances. However the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

7. Excise Duty :

Excise duty, if applicable, has been accounted on the basis of payment made in respect of finished goods cleared.

8. Foreign Currency Transactions :

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

The gain or loss arising out of settlement / translation of the assets and the liabilities at the closing rates due to exchange fluctuations is recognized as income / expenditure in the statement of profit and loss.

9. Investments :

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments.

Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

10. Valuation of Inventories :

- a. Raw Material and Stores & Spares are valued at cost (on “first in first out basis”) or market value whichever is lower.
- b. Stocks in transit are valued at cost or market value whichever is lower.
- c. Finished goods are valued at cost or net realizable value, whichever is lower.
- d. Inventories of traded goods are valued at cost or net realizable value, whichever is lower.

11. Employee's Benefits :**Short Term Employee Benefits :**

All employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits. The benefits like salaries, wages, short term compensated absences etc. and the expected cost of bonus, ex-gratia are recognized in the period in which the employee renders the related service.

Long Term Employee Benefits :**a. Defined Contribution Plan :**

The company has Defined Contribution plans for post employment benefits namely Provident Fund. Under the provident Fund Plan, the company contributes to a Government administered provident fund on behalf of its employees.

The Company's contributions to the above funds are charged to revenue every year.

b. Defined Benefit Plans :

The Company's liabilities towards gratuity and leave encashment are determined using the projected unit credit method as at the balance sheet date. Actuarial gains / losses are recognized immediately in the profit and loss account. Long term compensated absences are provided for based on actuarial valuations.

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

12. Borrowing Cost :

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

13. Segment Reporting :

The accounting policies adopted for segment reporting are in line with the accounting policies of the company. Segment assets include all operating assets used by the business segments and consist principally of fixed assets, debtors and inventories. Segment liabilities include the operating liabilities that result from the operating activities of the business. Segment assets and liabilities that cannot be allocated between the segments are shown as part of unallocated assets and liabilities respectively. Income / Expenses relating to the enterprise as a whole and not allocable on a reasonable basis to business segments are reflected as unallocated income / expenses.

14. Earning per Share (EPS) :

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the year .

15. Provision for Current and Deferred Tax :

- a. Provision for the current tax is made after taking into considering benefits admissible under the provisions of the Income Tax Act, 1961.
- b. Deferred Tax charge or credit reflects the tax effects of timing differences between accounting income and taxable income for the period. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future. Deferred tax assets are reviewed at each balance sheet date and is written down or written up to reflect the amount that is reasonably or virtually certain, as the case may be, to be realized.

16. Provisions :

A provision is recognized when the company has a present obligation as a result of past events and it is probable that there will be an outflow of resources to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

17. Contingent Liabilities :

Contingent liabilities, if any are disclosed in the notes on accounts. Provision is made in the accounts in respect of those contingencies which are likely to materialize into liabilities after the year end till the approval of the accounts by the board of directors and which have material effect on the position stated in the balance sheet.

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

(Amount in ₹)

PARTICULARS	AS AT 31ST MARCH, 2015	AS AT 31ST MARCH, 2014
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NOTE 2

Share Capital :

Authorised :

5,00,00,000 (Previous Year 5,00,00,000)

Equity Shares of ₹ 10/- each

500,000,000

500,000,000

Issued, Subscribed and Paid - up :

1,04,69,400 (Previous Year 1,04,69,400)

Equity Shares of ₹ 10/- each

104,694,000

104,694,000

Total

104,694,000

104,694,000

Details of rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital.

Equity Shares : The company has issued only one class of Equity shares having a par value of ₹ 10/- each. Each holder of equity shares is entitled to one vote per share. Dividend is payable in the proportion to the Capital Paid Up. In the event of liquidation of the company, the holder of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

The details of Shareholders holding more than 5% shares

Indo Us Investment Inc.	Nos.	3,000,000	3,000,000
	%	28.65%	28.65%
Libra Mercantile Pvt. Ltd.	Nos.	1,404,401	1,404,401
	%	13.41%	13.41%
Jupiter Corporate Services Pvt. Ltd.	Nos.	593,280	593,280
	%	5.67%	5.67%

NOTE 3

Reserves and Surplus :

Capital Reserve

As Per Last Balance Sheet

6,030,000

6,030,000

Profit and Loss Account

As Per Last Balance Sheet

(342,261,212)

(339,108,089)

Add : Profit/(Loss) for the year

(311,670,188)

(3,153,123)

Adjustment relating to Depreciation (Refer Note 11.3)

(5,284,274)

-

(659,215,674)

(342,261,212)

Total

(653,185,674)

(336,231,212)

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

(Amount in ₹)

PARTICULARS	AS AT 31ST MARCH, 2015	AS AT 31ST MARCH, 2014
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NOTE 4

Share Application Money :	149,775,000	149,775,000
Total	149,775,000	149,775,000

- 4.1 Share Application money is received from a promoter's group company in accordance with the revival Scheme submitted to the B.I.F.R. and the allotment of shares pursuant thereto is subject to and shall be in accordance with the directions of the B.I.F.R.

NON CURRENT LIABILITIES :

NOTE 5

Other Long Term Liabilities

Sales Tax Deferral	310,344,140	-
Total	310,344,140	-

- 5.1 The Company had a liability of ₹ 312,333,405/- payable from 30th April 2001 to 30th April 2014 to Sales Tax Department of Government of Maharashtra in respect of sales tax deferral scheme for its Methanol division. The Company had assigned the said liability to subsidiary during the year 1999 – 2001. The subsidiary had paid ₹1,989,265/- upto 31st March 2015 out of ₹ 312,333,405/- due upto 31st March 2015. Since the subsidiary has not made further payment to sales tax department same is accounted as sales tax deferral dues. Since recovery of ₹308,644,140/- from subsidiary is doubtful, the same has been provided for in the books of accounts.

NOTE 6

Long Term Provisions

for Gratuity	699,293	1,502,830
for Leave Encashment	275,246	530,035
Total	974,539	2,032,865

- 6.1 Consequent to the adoption of Accounting Standard 15 on Employee Benefits issued by the Institute of Chartered Accountants of India, the following disclosures have been made as required by the standards :

A Defined Contribution Plan

Provident Fund : The Company has recognised the following amount in the profit and loss account for the year

Employer's contribution to Provident Fund	304,015	282,737
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B Defined Benefit Plan

The Company has defined benefit plans for gratuity and leave encashment. The disclosure for employee benefits are as under :

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

(Amount in ₹)

PARTICULARS	Gratuity		Leave Encashment	
	31.03.2015	31.03.2014	31.03.2015	31.03.2014
a The Principal assumption				
Discount Rate	7.90%	9.03%	7.90%	9.03%
Salary Escalation	5.00%	5.00%	5.00%	5.00%
Mortality	Indian Assured Lives (2006-08) Ultimate	Indian Assured Lives (2006-08) Ultimate	Indian Assured Lives (2006-08) Ultimate	Indian Assured Lives (2006-08) Ultimate
Type of Plan	Unfunded	Unfunded	Unfunded	Unfunded
b Changes in present value of Defined benefit obligation				
Present Value of Opening benefit obligation	1,814,399	1,628,108	750,511	663,868
Interest Cost	163,840	126,178	67,771	51,450
Current Service Cost	48,359	80,134	71,207	49,118
Benefits Paid	115,385	32,885	157,845	54,940
Actuarial (gain) / Loss on obligation	(1,124)	12,864	25,484	41,015
Present Value of Closing benefit obligation	1,910,089	1,814,399	757,128	750,511
c Changes in the fair value of Plan Assets				
Opening fair value of Plan Assets	-	-	-	-
Expected Return	-	-	-	-
Contribution by employer	-	-	-	-
Benefits Paid	115,385	32,885	157,845	54,940
Actuarial (gains) / losses	(1,124)	12,864	25,484	41,015
Closing fair value of Plan Assets	-	-	-	-
d Liability recognised in the Balance Sheet				
Defined benefit obligation	(1,910,089)	(1,814,399)	(757,128)	(750,511)
Fair value of Plan Assets	-	-	-	-
Liability recognised in the Balance Sheet	(1,910,089)	(1,814,399)	(757,128)	(750,511)
e Expenses recognised in Statement of Profit and Loss				
Current Service Cost	48,359	80,134	71,207	49,118
Interest Cost on benefit obligation	163,840	126,178	67,771	51,450
Net Actuarial (gain) / loss recognised in the year	(1,124)	12,864	25,484	41,015
Total Expenses recognised in the Statement of Profit and Loss	211,075	219,176	164,462	141,583
f Movement in the liability recognised in the Balance Sheet				
Liability	1,814,399	1,628,108	750,511	663,868
Expenses as above	211,075	219,176	164,462	141,583
Contribution Paid	(115,385)	(32,885)	(157,845)	(54,940)
Liability	1,910,089	1,814,399	757,128	750,511

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

(Amount in ₹)

PARTICULARS	AS AT 31ST MARCH, 2015	AS AT 31ST MARCH, 2014
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CURRENT LIABILITIES :

NOTE 7

Short Term Borrowings :

(Unsecured)

Loans and Advances

from Related Parties	6,850,000	32,300,000
from Others	125,199,344	125,612,523
Total	132,049,344	157,912,523

NOTE 8

Trade Payables :

Due to Others	3,933,663	5,503,017
Total	3,933,663	5,503,017

8.1 Based on the information available with the company, none of the parties are identified as MSME as defined under “Micro, Small and Medium Enterprises Development Act, 2006 “

NOTE 9

Other Current Liabilities :

Advance from Customers	1,028,365	-
Other Liabilities	44,482,759	18,747,348
Total	45,511,124	18,747,348

9.1 Based on the information available with the company, one party has been identified as MSME as defined under “Micro, Small and Medium Enterprises Development Act, 2006” which has claimed ₹ 14,33,622/- (Previous Year ₹ 14,33,622/-) towards supply. This liability has been disputed by the company. The party has filed a complaint against the Company, with Micro and Small Enterprises Facilitation Council. Under these circumstances interest, if any, will be accounted as and when becomes payable.

NOTE 10

Short Term Provisions :

for Gratuity	1,210,796	311,569
for Leave Encashment	481,882	220,476
Total	1,692,678	532,045

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

NOTE 11

Fixed Assets (At Cost)

Description	Gross Block			Depreciation			Net Block		
	As At 01.04.14	Addition	Deduction	As At 31.03.15	As At 01.04.14	For the Year	Deduction / Adjustment	As At 31.03.15	As At 31.03.14
Tangible Assets									
Free Hold Land	3,610,057	-	-	3,610,057	-	-	-	3,610,057	3,610,057
Lease Hold Land	255,600	-	-	255,600	73,769	2,691	-	179,140	181,831
Buildings	26,049,991	-	-	26,049,991	14,097,790	278,461	5,204,968	6,468,772	11,952,201
Plant and Machinery	345,173,435	-	-	345,173,435	344,895,737	85,189	13,289	344,994,215	277,698
Furniture and Fixture	3,492,038	-	-	3,492,038	3,485,670	-	6,278	3,491,948	6,368
Office Equipments	4,448,251	-	-	4,448,251	4,388,452	-	59,739	4,448,191	59,799
Vehicles	1,093,271	-	-	1,093,271	1,093,266	-	-	1,093,266	5
Total	384,122,643	-	-	384,122,643	368,034,684	366,341	5,284,274	373,685,299	16,087,959
Previous Year	384,122,643	-	-	384,122,643	366,999,252	1,035,432	-	368,034,684	17,123,391
Capital work in progress								24,120,371	24,120,371

11.1 Lease hold land is taken on lease for the period of 95 years and cost of the same is amortised over the period of lease.

11.2 Immovable properties of the Company are also mortgaged on first pari-passu charge basis in favour of Financial Institution and Banks to secure Term Loan sanctioned to denim division of the company. In the year 1999 - 2001, denim division of the company was demerged as Rainbow Denim Ltd.

11.3 Consequent to the enactment of the Companies Act, 2013 (the Act) and its applicability for accounting periods commencing after April 01, 2014, the company has re-worked depreciation with reference to the estimated economic lives of fixed assets prescribed by Schedule II of the Act or actual useful life of assets, whichever is lower. In case of any asset, whose life has been completed as above, the carrying value, net of residual value, as at April 01, 2014 ₹ 5,284,274/- (Previous Year NIL) has been adjusted to the opening balance of retained earnings/brought forward loss and in other cases, the carrying value has been depreciated over the remaining of the revised life of the assets and recognized in the statement of Profit and Loss. If there had not been any change in the useful life of the assets, depreciation for the year and debit balance of Profit and Loss account would have been higher by ₹ 331,524/-.

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

(Amount in ₹)

PARTICULARS	AS AT 31ST MARCH, 2015	AS AT 31ST MARCH, 2014
-------------	------------------------------	------------------------------

NOTE 12

Non Current Investments (At Cost) :

Unquoted (Other than Trade)

Investment in Subsidiary Company

5,00,300 (Previous Year 5,00,300) Equity Shares of ₹ 10/- each in Rama Capital & Fiscal Services Pvt. Ltd. fully paid up.	5,021,735	5,021,735
25,00,000 (Previous Year 25,00,000) 9% Cumulative Convertible Preference Shares of ₹ 10/- each in Rama Capital & Fiscal Services Pvt. Ltd. fully paid-up	25,000,000	25,000,000
Less : Provision for diminution in the value of Investment	30,021,735	30,021,735
Total	-	-

Aggregate Value of Unquoted Investments :

NIL NIL

NOTE 13

Long term Loans and Advances :

(Unsecured)

Security Deposits		
Considered Good	2,101,975	2,087,665
Considered doubtful	206,600	206,600
	2,308,575	2,294,265
Less : Provision for doubtful deposits	206,600	206,600
Total	2,101,975	2,087,665

CURRENT ASSETS

NOTE 14

Inventories (At Cost) :

(As taken, valued & certified by Management)

Stores and Spares	30,792,958	30,896,710
Stock in Trade	70,381	-
Total	30,863,339	30,896,710

NOTE 15

Trade Receivables (Unsecured) :

Due more than six months		
considered good	-	-
considered doubtful	384,116	384,116
	384,116	384,116
Due within six months		
considered good	39,642	1,138,373
	423,758	1,522,489
Less : Provision for Doubtful Debts	384,116	384,116
Total	39,642	1,138,373

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

(Amount in ₹)

PARTICULARS	AS AT 31ST MARCH, 2015	AS AT 31ST MARCH, 2014
NOTE 16		
Cash and Bank Balances :		
Cash on hand	543,692	1,099,497
Balances with Scheduled Banks		
Current Accounts	328,025	890,156
Fixed Deposits	764,665	595,398
	<u>1,092,690</u>	<u>1,485,554</u>
Total	<u>1,636,382</u>	<u>2,585,051</u>

NOTE 17

Short Term Loans and Advances :

(Unsecured, considered good)

Advances recoverable in cash or in kind or for value to be received	283,607	279,406
Advances Income Tax / TDS	153,842	157,400
Balance with Central Excise	6,730,303	6,240,756
Dues from Subsidiary Company	308,644,140	-
Less : Provision for Doubtful Dues	<u>308,644,140</u>	<u>-</u>
	-	-
Other Advances		
considered good	479,495	413,096
considered doubtful	22,824,570	22,824,570
	<u>23,304,065</u>	<u>22,237,666</u>
Less : Provision for Doubtful Advances	<u>22,824,570</u>	<u>22,824,570</u>
	479,495	413,096
Total	<u>7,647,247</u>	<u>7,090,658</u>

NOTE 18

Other Current Assets :

Interest Accrued but not due	171,335	187,620
Claims Receivable (Refer Note 18.1)	<u>18,771,179</u>	<u>18,771,179</u>
Total	<u>18,942,514</u>	<u>18,958,799</u>

18.1 During the year 1998 - 99, company had imported some material and could not pay the custom duty due to financial crisis. The material was stored in Central Warehousing Corporation bonded warehouse. During the year 2012 - 13, the company came to know that the material was auctioned by the Custom Authority for non-payment of duty. The Company is taking appropriate legal remedies for claiming the value of these materials, hence the same is disclosed as Claims Receivable.

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

		(Amount in ₹)	
PARTICULARS		For The	For The
		Year Ended 31st March, 2015	Year Ended 31st March, 2014
Revenue from Operations :			
NOTE 19			
Sales :			
Sales Traded Goods		22,800,625	21,279,176
Less : Excise Duty		-	-
Sales - Others		-	10,800,000
Total		<u>22,800,625</u>	<u>32,079,176</u>
19.1 Particulars of Sales - Traded Goods			
Sulphuric Acid		22,800,625	21,279,176
NOTE 20			
Other Operating Income :			
Scrap Sale		-	192,920
Total		<u>-</u>	<u>192,920</u>
NOTE 21			
Other Income :			
Interest Income		243,439	224,904
Dividend Income		5,250	5,250
Rent Income		-	540,000
Sundry Balances Written Back		38,087,455	158,526
Prior Period Income		55,315	-
Miscellaneous Income		145,761	701,584
Total		<u>38,537,220</u>	<u>1,630,264</u>
NOTE 22			
Purchase of Stock in Trade :			
Traded Goods			
Purchases		11,862,120	12,384,805
Total		<u>11,862,120</u>	<u>12,384,805</u>
22.1 Particulars of Cost - Traded Goods			
Sulphuric Acid		11,862,120	12,384,805

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

(Amount in ₹)

PARTICULARS	For The Year Ended 31st March, 2015	For The Year Ended 31st March, 2014
NOTE 23		
Employee Benefits Expenses :		
Salaries, Wages and Allowances	6,020,236	5,431,903
Contribution to P.F./F.P.F. and other Funds	515,162	501,985
Welfare & Other Amenities	330,060	250,097
Total	<u>6,865,458</u>	<u>6,183,985</u>
23.1 In view of losses in current year, no commission is payable to Directors hence computation of net profit u/s 198 of the Companies Act, 2013 is not required.		
NOTE 24		
Finance Cost :		
Interest	12,205,816	9,010,924
Total	<u>12,205,816</u>	<u>9,010,924</u>
NOTE 25		
Other Expenses :		
Power and Fuel	675,975	584,354
Consumption of Stores and Spares	266,344	209,066
Repairs to :		
Building	21,300	28,100
Plant and Machinery	364,175	1,015,814
Others	303,975	385,389
	<u>689,450</u>	<u>1,429,303</u>
Insurance	328,778	310,987
Rates, Taxes and Duties	597,224	283,369
Loss on Sale of Investment	-	178,394
Director's Sitting Fees	44,000	40,000
Auditor's Remuneration		
Audit Fees	100,000	100,000
Tax Audit Fees	25,000	25,000
Other Capacity	77,500	70,000
Reimbursement of Expenses	1,609	990
	<u>204,109</u>	<u>195,990</u>
Security Charges	2,180,684	1,907,536
Water Charges	89,815	59,947
Conveyance	686,073	419,457
Printing and Stationary	73,564	51,318
Postage and Telegram	474,391	93,478
Legal and Professional Charges	625,605	582,532
Share Department Expenses	437,344	187,157
Books and Periodicals	9,080	7,453
Selling Expenses	164,646	-
Travelling Expenses	8,920	6,917
Telephone and Telex	83,702	97,523
Bank Charges	4,907	2,238
Prior Period Expenses	24,735,495	-
Provision for Doubtful Advances	308,644,140	-
Miscellaneous Expenses	754,433	817,428
Total	<u>341,778,679</u>	<u>7,464,447</u>

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

Note 26

Earning Per Share (EPS)

SR. NO.	PARTICULARS	2014-15	2013-14
i	Net Profit / (Loss) after Tax as per statement of profit and loss attributable to Equity Shareholders (Before Extraordinary items) (Amount in ₹)	(311,670,188)	(3,153,123)
ii	Net Profit / (Loss) after Tax as per statement of profit and loss attributable to Equity Shareholders (After Extraordinary items) (Amount in ₹)	(311,670,188)	(3,153,123)
iii	Weighted Average number of Equity Shares outstanding	10,469,400	10,469,400
iv	Weighted Average number of Equity Shares including diluted potential equity shares outstanding during the year	25,446,900	25,427,092
v	Face Value of Equity Shares in ₹	10.00	10.00
vi	Basic Earning per Equity Share (Before Extraordinary item)	(29.77)	(0.30)
vii	Diluted Earning per Equity Share (Before Extraordinary item)	(12.25)	(0.12)
viii	Basic Earning per Equity Share (After Extraordinary item)	(29.77)	(0.30)
ix	Diluted Earning per Equity Share (After Extraordinary item)	(12.25)	(0.12)

Note 27

Contingent Liabilities :

- a. Claims against the company not acknowledged are as follows : (Amount in ₹)

Name of the Statute	2014 - 15	2013 - 14
Income Tax	285,497,280	285,497,280
Gujarat Sales Tax	3,606,085	3,606,085
Irrigation Department	259,205,087	259,205,087
Total	548,308,452	548,308,452

The Company is in appeal for these claims.

- b. Guarantees / Counter Guarantees given to Banks, Financial Institutions and other Body Corporate ₹ 909,600,000/- (Previous Year ₹ 909,680,000/-)

Note 28

The operation of company's methanol division has been unviable and in turn forced the company to suspend its production activities since Sept.'1999. However, the company is making efforts to obtain alternative main feed stock for its methanol plant to make the operation viable. Considering the fact that laying of pipeline for supply of gas by Gas Authority of India Ltd. is completed, the company is hopeful to restart its plant soon. Accordingly the company continues to prepare accounts on the basis of "Going Concern Concept".

Note 29

As mentioned above the company had suspended its production activities since Sept.'1999, as a result of this the company has transferred some of the employees to other Division /Group Companies w.e.f. 30th October,1999. None of the transferred employees has reported to their duties and they have approached the Industrial Court. However, Company does not expect any financial liability, apart from their service benefit, which has been provided in the books of account.

Note 30

The company has obtained a valuation report from registered valuer in respect of its methanol division. On considering the same, the management is of the opinion that there is no loss on account of impairment of assets as per AS - 28 "Impairment of Assets" as issued by ICAI pertaining to this division.

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

Note 31

Segment Reporting :

The company has the following primary segments during the year :

- 1 Methanol
- 2 Construction
- 3 Trading Goods

Information about Primary Business Segment :

(Amount in ₹)

Particular	Methanol		Construction		Trading Goods		Total	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Segment Revenue	-	-	-	10,800,000	22,800,625	21,279,176	22,800,625	32,079,176
Segment Results before interest, exceptional / extraordinary items and tax	(306,756,338)	(9,423,142)	-	9,654,910	10,773,859	8,894,370	(295,982,479)	9,126,138
Net Unallocable (Income) /Expenses							3,481,893	3,268,337
Finance Cost							12,205,816	9,010,924
Profit / (Loss) before Tax							(311,670,188)	(3,153,123)

Other Information

(Amount in ₹)

	Methanol		Construction		Trading		Total	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Segment Assets	95,678,791	101,827,213	-	-	110,023	1,138,373	95,788,814	102,965,586
Segment Liabilities	638,623,738	328,584,071	1,240,000	1,240,000	4,416,750	4,678,727	644,280,488	334,502,798
Depreciation	366,341	1,035,432	-	-	-	-	366,341	1,035,432
Non cash expenses other than depreciation	-	-	-	-	-	-	-	-

Note 32

Related Party Disclosure under Accounting Standard 18 (AS 18) :

A) List of related parties as identified by the management with whom transactions are taken place during the year are as under :

Sr. No.	Relationship	Related Parties
I	Enterprises that directly or indirectly control (through subsidiaries) or are controlled by or are under common control with the reporting enterprise	Rama Capital and Fiscal Services Pvt. Ltd. – 100% subsidiary company
II	Associates, Joint Ventures of the reporting entity, investing party or venture in respect of which reporting enterprise is an associate or a joint venture	Indo Us Investment Inc
III	Individual owing, directly or indirectly an interest in voting power of reporting enterprise that gives them control or significant influence over the enterprise and relative of any such individual	None

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

Sr. No.	Relationship	Related Parties
IV	Key Management Personnel (KMP) and their relatives	Mr. H. D. Ramsinghani – Chairman Mr. D. N. Singh – Technical Director Relatives of Chairman Mr. D. J. Ramsinghani Mrs. L. D. Ramsinghani Mrs. N. H. Ramsinghani Ms. P. D. Ramsinghani
V	Enterprises over which any person described in III and IV above is able to exercise significant influence	Rainbow Denim Ltd. Rama Phosphates Ltd. Rama Industries Ltd. Rainbow Agri Industries Ltd. Bluelagoon Investment Pvt. Ltd. Rama Enterprises

B) The following transaction were carried out with the related parties :

(Amount in ₹)

Sr. No.	Nature of Transactions	Enterprises that directly / indirectly control by the reporting enterprise		Key management personnel and their relatives		Enterprises over which KMP, with their relatives, is able to exercise significant influence	
		2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
1	Sale of Goods	-	-	-	-	22,667,941	21,062,829
2	Sale of Investment	-	-	-	75,000,000	-	-
3	Loans / Advances Taken	16,800,000	4,400,000	-	-	16,850,000	16,900,000
4	Loans / Advances Repaid	30,500,000	127,645,000	-	-	26,900,000	-
5	Share Application money received	-	-	-	-	-	2,700,000
6	Sales tax Deferral Liability Reversed	310,344,140	-	-	-	-	-
7	Doubtful advances provided	308,644,140	-	-	-	-	-
8	Investment	-	30,021,735	-	-	-	-
9	Sitting Fees to KMP	-	-	8,000	8,000	-	-
10	Balance Outstanding						
	Loans / Advances Payable	-	15,400,000	-	-	6,850,000	16,900,000
	Loans / Advances Receivable	308,644,140	-	-	-	-	-
	Trade Receivable	-	-	-	-	-	1,122,922
	Advance from Customers	-	-	-	-	1,028,365	-
11	Sharing of infrastructure and resources	-	-	-	-	This transaction is of non monetary consideration	This transaction is of non monetary consideration
12	Guarantees Outstanding	-	-	-	-	909,500,000	909,500,000

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

C) Disclosure in respect of Related Party Transactions :

(Amount in ₹)

Sr. No.	Nature of Transactions	2014 - 2015	2013 - 2014
1	Sale of Goods Rama Phosphates Ltd	22,667,941	21,062,829
2	Sale of Investment Ms. P. D. Ramsinghani Mrs. L.D. Ramsinghani	- -	60,000,000 15,000,000
3	Loans / Advances taken Rama Capital & Fiscal Services Pvt. Ltd. Bluelagoon Investment Pvt. Ltd.	16,800,000 16,850,000	4,400,000 16,900,000
4	Loans / Advances Repaid Rama Capital & Fiscal Services Pvt. Ltd. Bluelagoon Investment Pvt. Ltd.	30,500,000 26,900,000	127,645,000 -
5	Share Application Money received Rainbow Agri Industries Ltd.	-	2,700,000
6	Sales Tax Liability reversed Rama Capital & Fiscal Services Pvt. Ltd.	310,344,140	-
7	Doubtful advances provided Rama Capital & Fiscal Services Pvt. Ltd.	308,644,140	-
8	Investment fully provided for Rama Capital & Fiscal Services Pvt. Ltd.	-	30,021,735
9	Sitting Fees to KMP Mr. H D Ramsinghani	8,000	8,000
10	Balances Outstanding Loans / Advances Payable Rama Capital & Fiscal Services Pvt. Ltd. Bluelagoon Investment Pvt. Ltd. Loans / Advances Receivable Rama Capital & Fiscal Services Pvt. Ltd. Trade Receivable Rama Phosphates Ltd. Advance from Customers Rama Phosphates Ltd.	- 6,850,000 308,644,140 - 1,028,365	15,400,000 16,900,000 - 1,122,922 -
11	Sharing of Infrastructure & Resources Rama Enterprises	This transaction is of non monetary consideration	This transaction is of non monetary consideration

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

Note 33

Deferred Tax Liability

In accordance with the provisions of Accounting Standard (AS22) issued by The Institute of Chartered Accountants of India pertaining to accounting of taxes on income, in view of the company not expecting any taxable profits in near future, no deferred tax asset is recognized. The details of the same are as under :

PARTICULARS	(Amount in ₹)	
	AS AT 31ST MARCH, 2015	AS AT 31ST MARCH, 2014
Deferred Tax Liability on account of :		
Difference between WDV of Fixed Assets	1,382,649	3,057,392
Deferred Tax Assets on account of :		
Disallowances u/s 43B	1,532,850	1,534,426
Other Provisions	7,235,323	16,512,039
Carried forward Losses as per Income Tax	25,562,237	32,563,065
Total Deferred Tax Asset	34,330,410	50,609,530
Net Deferred Tax Asset/ (Liability)	32,947,761	47,552,138

Note 34

Previous year figures have been regrouped / rearranged wherever necessary to make them comparable.

As per our report of even date

For DAYAL AND LOHIA

Chartered Accountants

(Firm Registration No. 102200W)

ANIL LOHIA

Partner

M. No. 031626

Place : Mumbai

Date : May 29, 2015

For and on behalf of the Board of Directors

D. N. SINGH

Technical Director

DIN : 00021741

Place : Mumbai

Date : May 29, 2015

H.D.RAMSINGHANI

Chairman

DIN : 00035416

INDEPENDENT AUDITOR'S REPORT

To the members of Rama Petrochemicals Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **Rama Petrochemicals Limited** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), its associates and jointly controlled entities, comprising of the Consolidated Balance Sheet as at 31st March 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associates and Jointly Controlled Entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the Companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting the frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Holding Company's preparation of the consolidated financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our qualified audit opinion on the consolidated financial statements.

Basis for Qualified Opinion

The Value of materials lying in the Bonded warehouse, auctioned by the Customs being shown as Claims Receivable amounting to ₹ 1,87,71,179/- under Note - 18.1 which is doubtful of recovery.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph above, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India,

- (a) in the case of the Balance Sheet, of the consolidated state of affairs of the Group as at March 31, 2015;
- (b) in the case of the Statement of Profit and Loss, of the Consolidated Loss for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the consolidated cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to the following matters in the Notes to the consolidated financial statements:

Without qualifying the report we like to bring to your attention that the Holding Company's net worth has been completely eroded and has been declared as sick industrial company by BIFR vide order dated 01.07.2002. As explained in Note 29, the management is of the view that the methanol division of Holding Company can be revived and made viable and accordingly the Holding company's accounts have been prepared on going concern assumption. The revival of the Holding Company's operations depends upon the its being able to obtain the alternative main feed stock. In absence of any other information indicating to the contrary, we have accepted this view and accordingly the accounts have been prepared on the basis of "Going Concern Concept".

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on the comments in the auditors reports of the Holding Company, subsidiary companies, associate companies and jointly controlled companies incorporated in India, we give in the annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
 - (c) According to the explanations given to us, the Group does not have any branch office.
 - (d) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (e) In our opinion the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (f) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2015 taken on record by the Board of Directors of the Holding Company and the reports of its subsidiary companies incorporated in India, none of the other directors of the Group's companies incorporated in India is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group in Note 26 to the consolidated financial statements.
- ii) The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
- iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary company incorporated in India.

For Dayal and Lohia
Chartered Accountants
Firm's Regn. No. 102200W

(Anil Lohia)
Partner

Membership No. 031626

Place: Mumbai
Date : 29th May, 2015

ANNEXURE TO INDEPENDENT AUDITORS' REPORT

The Annexure referred to in our report to the members of Rama Petrochemicals Limited (hereinafter referred to as "the Holding Company") and its subsidiary (the Holding Company and its subsidiaries together referred to as "the Group") for the year Ended on 31st March, 2015.

- i) a) The Group has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) The Management of the Group has physically verified the fixed assets in accordance with its policy of physical verification at reasonable intervals. The discrepancies, if any noticed during such verification have been suitably adjusted in the books of account.
- ii) a) According to the information and explanations given to us, the management has conducted physical verification of the inventories at reasonable intervals.
- b) In our opinion and according to the information and explanations given to us, the procedures followed by the management for physical verification of inventory are reasonable and adequate in relation to the size of the Group and the nature of the business.
- c) No material discrepancies have been noticed on physical verification of the stocks as compared to book records in so far as it appears from our examination of the books.
- iii) a) The Group has not granted any loans to parties covered in the register maintained under section 189 of the Act.
- b&c) Since no loans have been granted to parties covered in the register maintained under section 189 of the Act, the question of receipt of principal and interest, and overdue amount, does not arise.
- iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Group and nature of its business with regard to purchase of inventory, fixed assets and for sale of goods and services. During the course of our audit, no major weaknesses have been noticed in the internal control system.
- v) In our opinion and according to the information and explanations given to us, the Group has not accepted any deposits from the public.
- vi) According to the information and explanation given to us, the government has prescribed maintenance of cost records pursuant to Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act for the methanol division of the Holding company. Since, there is no turnover of manufacturing goods in the preceding financial year, the same is not applicable.

- vii) a) According to the records of the Group, undisputed statutory dues including Provident Fund, Employee's State Insurance, Sales Tax, Income Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and other statutory dues have been regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were outstanding as at 31st March, 2015 for a period of more than six months from the date it became payable except:

Name of the statute	Nature of the dues	Amount ₹	Period to which the amount relates	Due Date
The Customs Act, 1962	Custom Duty on import of Catalyst	59,32,740/-	1998-99	21.02.1998
Sales Tax Act,	Deferral Sales Tax Liability	31,03,44,140/-	1988-1997	30.04.2014

- b) According to the records of the Group and information and explanations given to us the following are the dues of Sales Tax on account of disputes:

Name of statute	Nature of dues	Amount ₹	Period to which the amount relates	Forum where dispute is pending
Sales Tax Act,	Turnover Tax	18,02,591	F.Y.1993-94	Dy. Commissioner of Commercial Tax Bhavnagar
Sales Tax Act,	Turnover Tax	18,03,494	F.Y.1994-95	Dy. Commissioner of Commercial Tax Bhavnagar

According to the information and explanations given to us and the records of the Group examined by us there are no dues of Income Tax, Wealth Tax, Service tax, Excise Duty and Custom Duty or Cess which have not been deposited on account of any dispute

- c) There were no amounts which were required to be transferred to Investor Education & Protection Fund by the Group.
- viii) The Group has accumulated losses of ₹ 58,60,92,060/- as at 31st March,2015 which are more than 50% of its net worth. During the financial year covered by our audit and in the immediately preceding financial year the Group has incurred cash losses amounting to ₹ 28,45,920/- & ₹ 22,81,660/- respectively.
- ix) On the basis of our examination of the books and according to the information and explanations given to us, there are no borrowings from financial institutions, banks or debenture holders.
- x) According to the information and explanations given to us, the terms and conditions of guaranties given by the Group for loans taken by others from banks or financial institutions are not prejudicial to the interest of the Group.
- xi) To the best of our knowledge and belief and according to the information and explanations given to us, the Group has not availed any term loan during the year hence the question of applying it for the purposes for which the loans were obtained, does not arise.
- xii) During the course of our examination of the books and records of the Group, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Group noticed or reported during the year, nor have we been informed of any such case by the Management.

For Dayal and Lohia
Chartered Accountants
Firm's Regn. No. 102200W

(Anil Lohia)
Partner
Membership No. 031626

Place – Mumbai
Date – 29th May, 2015.

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2015

(Amount in ₹)

PARTICULARS	NOTE NO.	AS AT 31ST MARCH, 2015	AS AT 31ST MARCH, 2014
EQUITY AND LIABILITIES :			
Shareholders' Fund :			
Share Capital	2	104,694,000	104,694,000
Reserves and Surplus	3	(580,062,060)	(571,501,680)
		(475,368,060)	(466,807,680)
Share Application Money :	4	149,775,000	149,775,000
Non Current Liabilities :			
Other Long Term Liabilities	5	310,344,140	-
Long Term Provisions	6	974,539	2,032,865
		311,318,679	2,032,865
Current Liabilities :			
Short Term Borrowings	7	162,576,407	186,269,586
Trade Payables	8	3,939,281	5,503,017
Other Current Liabilities	9	45,555,522	329,106,213
Short Term Provisions	10	1,692,678	532,045
		213,763,888	521,410,861
TOTAL		199,489,507	206,411,046
ASSETS :			
Non - Current Assets :			
Fixed Assets :	11		
Tangible Assets		11,198,712	16,913,172
Capital work in progress		24,120,371	24,120,371
Non-Current Investment	12	102,500,000	102,500,000
Long Term Loans and Advances	13	2,102,656	2,088,186
		139,921,739	145,621,729
Current Assets :			
Inventories	14	30,869,614	30,902,985
Trade Receivables	15	39,642	1,138,373
Cash and Bank Balances	16	2,066,409	2,694,667
Short Term Loans and Advances	17	7,649,589	7,094,493
Other Current Assets	18	18,942,514	18,958,799
		59,567,768	60,789,317
TOTAL		199,489,507	206,411,046
Significant Accounting Policies	1		

The accompanying notes 1 to 37 are an integral part of the Financial Statement

As per our report of even date

For and on behalf of the Board of Directors

For DAYAL AND LOHIA

Chartered Accountants

(Firm Registration No. 102200W)

ANIL LOHIA

Partner

M. No. 031626

D. N. SINGH

Technical Director

DIN : 00021741

H.D.RAMSINGHANI

Chairman

DIN : 00035416

Place : Mumbai

Date : May 29, 2015

Place : Mumbai

Date : May 29, 2015

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

(Amount in ₹)

PARTICULARS	NOTE NO.	FOR THE YEAR ENDED 31ST MARCH, 2015	FOR THE YEAR ENDED 31ST MARCH, 2014
REVENUE			
Revenue from Operations			
Sales	19	22,922,495	33,479,380
Less : Excise Duty		-	-
		<u>22,922,495</u>	<u>33,479,380</u>
Other Operating Income	20	-	192,920
Net revenue from Operations		<u>22,922,495</u>	<u>33,672,300</u>
Other Income	21	<u>38,540,534</u>	<u>1,632,311</u>
TOTAL REVENUE		<u>61,463,029</u>	<u>35,304,611</u>
EXPENSES			
Purchase of Stock in Trade	22	11,973,544	13,088,778
Change in inventories of stock in trade	23	(70,381)	1,061,747
Employee Benefits Expense	24	6,865,458	6,183,985
Finance Cost	25	12,235,351	9,579,409
Depreciation	11	384,989	1,070,349
Other Expenses	26	<u>33,304,977</u>	<u>7,672,352</u>
TOTAL EXPENSES		<u>64,693,938</u>	<u>38,656,620</u>
Profit / (Loss) before tax		<u>(3,230,909)</u>	<u>(3,352,009)</u>
Tax Expenses		-	-
Profit / (Loss) for the Year		<u><u>(3,230,909)</u></u>	<u><u>(3,352,009)</u></u>
Earnings per Equity Share of Face Value of ₹ 10/- each	27		
Before Extraordinary Items :			
Basic		(0.31)	(0.32)
Diluted		(0.13)	(0.13)
After Extraordinary Items :			
Basic		(0.31)	(0.32)
Diluted		(0.13)	(0.13)
Significant Accounting Policies	1		
The accompanying notes 1 to 37 are an integral part of the Financial Statement			

As per our report of even date

For DAYAL AND LOHIA

Chartered Accountants

(Firm Registration No. 102200W)

ANIL LOHIA

Partner

M. No. 031626

Place : Mumbai

Date : May 29, 2015

For and on behalf of the Board of Directors

D. N. SINGH

Technical Director

DIN : 00021741

Place : Mumbai

Date : May 29, 2015

H.D.RAMSINGHANI

Chairman

DIN : 00035416

CONSOLIDATED CASHFLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

(Amount in ₹)

PARTICULARS	For the year ended 31st March 2015	For the year ended 31st March 2014
A. CASHFLOW FROM OPERATING ACTIVITIES		
Net Profit / (Loss) Before Tax	(3,230,909)	(3,352,009)
Add: Depreciation	384,989	1,070,349
Interest Paid	12,235,351	9,579,409
Loss on Sale of Shares	-	178,394
	<u>12,620,340</u>	<u>10,828,152</u>
	9,389,431	7,476,143
Less: Interest Received	243,470	224,935
Dividend Received	8,533	7,266
Excess Provision written back	145,761	697,235
Sundry balances written back	38,087,455	158,526
	<u>38,485,219</u>	<u>1,087,962</u>
Operating Profit before Working Capital Changes	(29,095,788)	6,388,181
Adjustment for :		
(Increase)/Decrease in Trade & Other receivables	545,450	80,582,032
Increase/(Decrease) in Trade Payables & Other Liabilities	63,565,236	2,393,526
(Increase)/Decrease in Inventories	33,371	1,074,430
	<u>64,144,057</u>	<u>84,049,988</u>
Net Cash from Operative Activities (A)	<u>35,048,269</u>	<u>90,438,169</u>
B. CASHFLOW FROM INVESTING ACTIVITIES		
Dividend Received	8,533	7,266
Loss on Sale Of Shares	-	(178,394)
	<u>8,533</u>	<u>(171,128)</u>
Net cash used in investing activities (B)	<u>8,533</u>	<u>(171,128)</u>
C. CASHFLOW FROM FINANCING ACTIVITIES		
Share Application money received	-	2,700,000
Repayments of Borrowings	(23,693,179)	(83,495,893)
	(23,693,179)	(80,795,893)
Interest Received	243,470	224,935
Interest Paid	(12,235,351)	(9,579,409)
	<u>(11,991,881)</u>	<u>(9,354,474)</u>
Net cash used in financial activities (C)	<u>(35,685,060)</u>	<u>(90,150,367)</u>
Net Increase/(Decrease) in Cash and Cash Equivalents (A + B + C)	<u>(628,258)</u>	<u>116,674</u>
Cash & Cash Equivalents (Opening Balance)	<u>2,694,667</u>	<u>2,577,993</u>
Cash & Cash Equivalents (Closing Balance)	<u>2,066,409</u>	<u>2,694,667</u>

As per our report of even date

For DAYAL AND LOHIA

Chartered Accountants

(Firm Registration No. 102200W)

ANIL LOHIA

Partner

M. No. 031626

Place : Mumbai

Date : May 29, 2015

For and on behalf of the Board of Directors

D. N. SINGH

Technical Director

DIN : 00021741

Place : Mumbai

Date : May 29, 2015

H.D.RAMSINGHANI

Chairman

DIN : 00035416

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

NOTE 1

SIGNIFICANT ACCOUNTING POLICIES

A. PRINCIPLES OF CONSOLIDATION :

The Consolidated Financial Statement relate to Rama Petrochemicals Ltd. (the company) and Rama Capital & Fiscal Services Pvt. Ltd., (the Subsidiary). The Consolidated Financial Statements have been prepared on the following basis :

The financial statements of the Company and its subsidiary Company have been combined on a line by line basis by adding together the books values of like items of assets, liabilities, income and expenses after fully eliminating intra-group balances and intra-group transactions resulting in unrealized profits or losses.

The financial statements of the subsidiary used in the consolidation are drawn upto the same reporting date as that of the parent company i.e. 31st March, 2015.

The excess of cost to the Company's of its investment in the subsidiary company over the company's position of the equity of the subsidiary is recognized in the financial statement as Goodwill.

As the Company hold 100% equity in a subsidiary company, question of minority interest does not arise. Subsidiary company is incorporated in India.

B. SIGNIFICANT ACCOUNTING POLICIES :

1. Basis of Accounting :

The financial statements have been prepared to comply in all material respects with the Accounting Standards notified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared under the historical cost convention on an accrual basis.

Use of Estimates :

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

2. Accounting for Construction Division :

Revenue from sale of properties under construction is recognized on the basis of actual bookings done (provided the significant risk and rewards have been transferred to the buyer and there is reasonable certainty of realization of proceeds) proportionate to the percentage of physical completion of construction / development work certified by the Architect.

3. Revenue Recognition :

- a. Revenue is recognized when the substantial risks and rewards of ownership is transferred to the buyer on dispatch of goods.
- b. Interest income is recognized on time proportionate basis.
- c. Dividend income from investments is recognized when the right to receive the dividend is established.
- d. Claims and damages are accounted as and when they are finalized.

4. Fixed Assets :

All Fixed assets are stated at cost of acquisition less accumulated depreciation and impairment losses if any. The cost of fixed assets includes taxes and duties (other than those subsequently recoverable from respective authorities), freight and other incidental expenses related to acquisition and installation of respective assets.

5. Depreciation :

- a. Depreciation on Fixed Assets is provided on Straight Line Method based on the useful life of the assets as prescribed in Schedule II of the Companies Act, 2013.
- b. Depreciation on addition / deletion is provided pro-rate basis with reference to the date of addition / deletion as the case may be.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

- c Individual assets acquired for less than ₹ 5,000/- are depreciated fully in the year of acquisition.
- d Leasehold is amortised on a straight line basis over the period of lease.

6. Impairment of Assets :

- a. The carrying amounts of assets are reviewed by the management at each balance sheet date if there is any indication of impairment based on internal / external factors. An impairment loss is recognized wherever the carrying amount of assets exceeds its recoverable amount. The recoverable amount is greater of asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.
- b. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. A previously recognized impairment loss is increased or reversed depending upon changes in circumstances. However the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

7. Excise Duty :

Excise duty, if applicable, has been accounted on the basis of payment made in respect of finished goods cleared.

8. Foreign Currency Transactions :

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

The gain or loss arising out of settlement / translation of the assets and the liabilities at the closing rates due to exchange fluctuations is recognized as income / expenditure in the statement of profit and loss.

9. Investments :

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments.

Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

10. Valuation of Inventories :

- a. Raw Material and Stores & Spares are valued at cost (on "first in first out basis") or market value whichever is lower.
- b. Stocks in transit are valued at cost or market value whichever is lower.
- c. Finished goods are valued at cost or net realizable value, whichever is lower.
- d. Inventories of traded goods are valued at cost or net realizable value, whichever is lower.
- e. In case of subsidiary company inventories of shares and debentures are valued at cost or market value whichever is lower on basket valuation method.

11. Employee's Benefits :**Short Term Employee Benefits :**

All employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits. The benefits like salaries, wages, short term compensated absences etc. and the expected cost of bonus, ex-gratia are recognized in the period in which the employee renders the related service.

Long Term Employee Benefits :

- a. Defined Contribution Plan :

The company has Defined Contribution plans for post employment benefits namely Provident Fund. Under the provident Fund Plan, the company contributes to a Government administered provident fund on behalf of its employees.

The Company's contributions to the above funds are charged to revenue every year.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

b. **Defined Benefit Plans :**

The Company's liabilities towards gratuity and leave encashment are determined using the projected unit credit method as at the balance sheet date. Actuarial gains / losses are recognized immediately in the profit and loss account. Long term compensated absences are provided for based on actuarial valuations.

c. In case of subsidiary company provision for leave encashment and gratuity are made on the basis of actuarial liability based on the period of service.

12. Borrowing Cost :

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

13. Segment Reporting :

The accounting policies adopted for segment reporting are in line with the accounting policies of the company. Segment assets include all operating assets used by the business segments and consist principally of fixed assets, debtors and inventories. Segment liabilities include the operating liabilities that result from the operating activities of the business. Segment assets and liabilities that cannot be allocated between the segments are shown as part of unallocated assets and liabilities respectively. Income / Expenses relating to the enterprise as a whole and not allocable on a reasonable basis to business segments are reflected as unallocated income / expenses

14. Earning per Share (EPS) :

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the year.

15. Provision for Current and Deferred Tax :

- a. Provision for the current tax is made after taking into considering benefits admissible under the provisions of the Income Tax Act, 1961.
- b. Deferred Tax charge or credit reflects the tax effects of timing differences between accounting income and taxable income for the period. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future. Deferred tax assets are reviewed at each balance sheet date and is written down or written up to reflect the amount that is reasonably or virtually certain, as the case may be, to be realized.

16. Provisions :

A provision is recognized when the company has a present obligation as a result of past events and it is probable that there will be an outflow of resources to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

17. Contingent Liabilities :

Contingent liabilities, if any are disclosed in the notes on accounts. Provision is made in the accounts in respect of those contingencies which are likely to materialize into liabilities after the year end till the approval of the accounts by the board of directors and which have material effect on the position stated in the balance sheet.

18. Assigned Liability :

In case of subsidiary company, the value of assigned liability is determined on the basis of present value of the liability at the end of the year. The difference between the present value in the beginning of the year and at the year end is treated as finance charges for the year.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

(Amount in ₹)

PARTICULARS	AS AT 31ST MARCH, 2015	AS AT 31ST MARCH, 2014
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NOTE 2

Share Capital :

Authorised :

5,00,00,000 (Previous Year 5,00,00,000)

Equity Shares of ₹ 10/- each	500,000,000	500,000,000
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Issued, Subscribed and Paid - up :

1,04,69,400 (Previous Year 1,04,69,400)

Equity Shares of ₹ 10/- each	104,694,000	104,694,000
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Total	104,694,000	104,694,000
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Details of rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital.

Equity Shares : The company has only one class of Equity shares having a par value of ₹ 10/- each. Each holder of equity shares is entitled to one vote per share. Dividend is payable in the proportion to the Capital Paid Up. In the event of liquidation of the company, the holder of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

The details of Shareholders holding more than 5% shares

Indo Us Investment Inc.	Nos.	3,000,000	3,000,000
	%	28.65%	28.65%
Libra Mercantile Pvt. Ltd.	Nos.	1,404,401	1,404,401
	%	13.41%	13.41%
Jupiter Corporate Services Pvt Ltd.	Nos.	593,280	593,280
	%	5.67%	5.67%

NOTE 3

Reserves and Surplus :

Capital Reserve

As per last Balance Sheet	6,030,000	6,030,000
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Profit and Loss Account

As per last Balance Sheet	(577,531,680)	(574,179,671)
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Add : Profit / (Loss) for the year	(3,230,909)	(3,352,009)
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Adjustment relating to Depreciation (Refer Note 11.4)	(5,329,471)	-
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Total	(586,092,060)	(577,531,680)
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Total	(580,062,060)	(571,501,680)
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NOTE 4

Share Application Money :

	149,775,000	149,775,000
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Total	149,775,000	149,775,000
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4.1 Share Application money is received from a promoter's group company in accordance with the revival Scheme submitted to the B.I.F.R. and the allotment of shares pursuant thereto is subject to and shall be in accordance with the directions of the B.I.F.R.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

(Amount in ₹)

PARTICULARS	AS AT 31ST MARCH, 2015	AS AT 31ST MARCH, 2014
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NON CURENT LIABILITIES :

NOTE 5

Long Term Liabilities

Sales Tax Deferral	310,344,140	-
Total	310,344,140	-

- 5.1 The Company had a liability of ₹ 312,333,405/- (Previous Year ₹ 312,333,405/-) payable from 30th April 2001 to 30th April 2014 to Sales Tax Department of Government of Maharashtra in respect of sales tax deferral scheme for its Methanol division. The Company had assigned the said liability to subsidiary during the year 1999 – 2001. The subsidiary had paid ₹ 1,989,265/- (Previous Year ₹ 1,989,265/-) upto 31st March 2015 out of ₹ 312,333,405/- (Previous Year ₹ 311,919,527/-) due upto 31st March 2015. Since the subsidiary has not made further payment to sales tax department same is accounted as sales tax deferral dues. Since recovery of ₹ 308,644,140/- from subsidiary is doubtful, the same has been provided for in the books of accounts.

NOTE 6

Long Term Provisions

for Gratuity	699,293	1,502,830
for Leave Encashment	275,246	530,035
Total	974,539	2,032,865

- 6.1 Consequent to the adoption of Accounting Standard 15 on Employee Benefits issued by the Institute of Chartered Accountants of India, the following disclosures have been made as required by the standards :

A Defined Contribution Plan

Provident Fund : The Company has recognised the following amount in the profit and loss account for the year

Employer's contribution to Provident Fund	304,015	282,737
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B Defined Benefit Plan

The Company has defined benefit plans for gratuity and leave encashment. The disclosure for employee benefits are as under :

PARTICULARS	Gratuity		Leave Encashment	
	31.03.2015	31.03.2014	31.03.2015	31.03.2014
a The Principal assumption				
Discount Rate	7.90%	9.03%	7.90%	9.03%
Salary Escalation	5.00%	5.00%	5.00%	5.00%
Mortality	Indian	Indian	Indian	Indian
	Assured Lives	Assured Lives	Assured Lives	Assured Lives
	(2006-08)	(2006-08)	(2006-08)	(2006-08)
	Ultimate	Ultimate	Ultimate	Ultimate
Type of Plan	Unfunded	Unfunded	Unfunded	Unfunded

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

(Amount in ₹)

PARTICULARS	Gratuity		Leave Encashment	
	31.03.2015	31.03.2014	31.03.2015	31.03.2014
b Changes in present value of Defined benefit obligation				
Present Value of Opening benefit obligation	1,814,399	1,628,108	750,511	663,868
Interest Cost	163,840	126,178	67,771	51,450
Current Service Cost	48,359	80,134	71,207	49,118
Benefits Paid	115,385	32,885	157,845	54,940
Actuarial (gain) / Loss on obligation	(1,124)	12,864	25,484	41,015
Present Value of Closing benefit obligation	1,910,089	1,814,399	757,128	750,511
c Changes in the fair value of Plan Assets				
Opening fair value of Plan Assets	-	-	-	-
Expected Return	-	-	-	-
Contribution by employer	-	-	-	-
Benefits Paid	115,385	32,885	157,845	54,940
Actuarial (gains) / losses	(1,124)	12,864	25,484	41,015
Closing fair value of Plan Assets	-	-	-	-
d Liability recognised in the Balance Sheet				
Defined benefit obligation	(1,910,089)	(1,814,399)	(757,128)	(750,511)
Fair value of Plan Assets	-	-	-	-
Liability recognised in the Balance Sheet	(1,910,089)	(1,814,399)	(757,128)	(750,511)
e Expenses recognised in Statement of Profit and Loss				
Current Service Cost	48,359	80,134	71,207	49,118
Interest Cost on benefit obligation	163,840	126,178	67,771	51,450
Net Actuarial (gain) / loss recognised in the year	(1,124)	12,864	25,484	41,015
Total Expenses recognised in the Statement of Profit and Loss	211,075	219,176	164,462	141,583
f Movement in the liability recognised in the Balance Sheet				
Liability	1,814,399	1,628,108	750,511	663,868
Expenses as above	211,075	219,176	164,462	141,583
Contribution Paid	(115,385)	(32,885)	(157,845)	(54,940)
Liability	1,910,089	1,814,399	757,128	750,511

6.2 In case of subsidiary company, provision for leave encashment and gratuity is not required as the company does not have any employee as on 31st March, 2015

CURRENT LIABILITIES

NOTE 7

Short Term Borrowings :

(Unsecured)

Loans and Advances

from Related Parties	37,377,063	60,657,063
from Others	125,199,344	125,612,523
Total	162,576,407	186,269,586

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

(Amount in ₹)

PARTICULARS	AS AT 31ST MARCH, 2015	AS AT 31ST MARCH, 2014
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NOTE 8

Trade Payables :

Due to others	<u>3,939,281</u>	5,503,017
Total	<u>3,939,281</u>	<u>5,503,017</u>

NOTE 9

Other Current Liabilities :

Advance from Customers	<u>1,028,365</u>	-
Deferred Payment Liability	-	310,314,605
Other Liabilities	<u>44,527,157</u>	18,791,608
Total	<u>45,555,522</u>	<u>329,106,213</u>

9.1 Based on the information available with the company, one party has been identified as MSME as defined under “Micro, Small and Medium Enterprises Development Act, 2006” which has claimed ₹ 14,33,622/- (Previous Year ₹ 14,33,622/-) towards supply. This liability has been disputed by the company. The party has filed a complaint against the Company, with Micro and Small Enterprises Facilitation Council. Under these circumstances interest, if any, will be accounted as and when becomes payable.

NOTE 10

Short Term Provisions

for Gratuity	<u>1,210,796</u>	311,569
for Leave Encashment	<u>481,882</u>	220,476
Total	<u>1,692,678</u>	<u>532,045</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

NOTE 11

Fixed Assets (At Cost)

(Amount in ₹)

DESCRIPTION	Gross Block			Depreciation			Net Block	
	As At 01.04.14	Addition	Deduction	As At 31.03.15	For the Year	Deductions / Adjustments	As At 31.03.15	As At 31.03.14
Tangible Assets								
Free Hold Land	3,610,057	-	-	3,610,057	-	-	3,610,057	3,610,057
Lease Hold Land	255,600	-	-	255,600	2,691	-	179,140	181,831
Buildings	27,174,316	-	-	27,174,316	297,109	5,204,968	7,230,134	12,732,211
Plant and Machinery	345,173,435	-	-	345,173,435	85,189	13,289	344,994,215	277,698
Furniture and Fixture	4,370,665	-	-	4,370,665	-	6,278	4,370,574	6,369
Office Equipments	4,797,521	-	-	4,797,521	-	104,936	4,797,456	105,001
Vehicles	1,093,271	-	-	1,093,271	-	-	1,093,266	5
Total	386,474,865	-	-	386,474,865	384,989	5,329,471	375,276,153	16,913,172
Previous Year	386,474,865	-	-	386,474,865	1,070,349	-	369,561,693	17,983,521
Capital work in progress							24,120,371	24,120,371

11.1 Lease hold land is taken on lease for the period of 95 years and cost of the same is amortised over the period of lease.

11.2 Immovable properties of the Company are also mortgaged on first pari-passu charge basis in favour of Financial Institution and Banks to secure Term Loan sanctioned to denim division of the company. In the year 1999 - 2001, denim division of the company was demerged as Rainbow Denim Limited.

11.3 Premises of subsidiary company is mortgaged with banks for loans taken by related party.

11.4 Consequent to the enactment of the Companies Act, 2013 (the Act) and its applicability for accounting periods commencing after April 01, 2014, the company has re-worked depreciation with reference to the estimated economic lives of fixed assets prescribed by Schedule II of the Act or actual useful life of assets, whichever is lower. In case of any asset, whose life has been completed as above, the carrying value, net of residual value, as at April 01, 2014 ₹ 5,329,471/- (Previous Year NIL) has been adjusted to the opening balance of retained earnings/brought forward loss and in other cases, the carrying value has been depreciated over the remaining of the revised life of the assets and recognized in the statement of Profit and Loss. If there had not been any change in the useful life of the assets, depreciation for the year and debit balance of Profit and Loss account would have been higher by ₹ 347,793/-.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

PARTICULARS	(Amount in ₹)	
	AS AT 31ST MARCH, 2015	AS AT 31ST MARCH, 2014

NOTE 12

Non Current Investments (At Cost) :

Unquoted (Other than Trade)

92,760 (Previous Year 92,760) Equity Shares of ₹ 10/- each in Elate Investments & Holdings Pvt. Ltd. fully paid up.	46,380,000	46,380,000
14,030 (Previous Year 14,030) Equity Shares of ₹ 10/- each in Optical Disc Marketing (India) Pvt. Ltd. fully paid up.	56,120,000	56,120,000
Total	102,500,000	102,500,000

Aggregate Value of Unquoted Investments :

At Cost Price	102,500,000	102,500,000
---------------	--------------------	-------------

NOTE 13

Long Term Loans and Advances :

(Unsecured)

Security Deposits		
Considered Good	2,102,656	2,088,186
Considered doubtful	206,600	206,600
	2,309,256	2,294,786
Less : Provision for doubtful deposits	206,600	206,600
Total	2,102,656	2,088,186

CURRENT ASSETS

NOTE 14

Inventories (At Cost) :

(As taken, valued & certified by Management)

Stores and Spares	30,792,958	30,896,710
Stock in Trade - Shares	6,275	6,275
Stock in Trade - Traded Goods	70,381	-
Total	30,869,614	30,902,985

Details of inventories - Shares

Aarvee Denim Ltd.	770	770
C J Gelatine Ltd.	348	348
K G Denim Ltd.	700	700
Madalsa International Ltd.	200	200
Maheshwari Protein Ltd.	100	100
Modern Suiting Ltd.	50	50
Rainbow Agri Industries Ltd.	1,000	1,000
Rama Phosphates Ltd.	3,010	3,010
Reliance Capital Ltd.	97	97

Details of inventories - Traded Goods

Sulphuric Acid	70,381	-
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14.1 Inventories of shares and debentures are valued at cost or market value whichever is lower based on basket valuation method.

14.2 Inventories of traded goods are valued at cost.

14.3 The company has pledged 200 shares of Rainbow Agri Industries Ltd. with lender for loan granted to a related party.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

PARTICULARS	(Amount in ₹)	
	AS AT 31ST MARCH, 2015	AS AT 31ST MARCH, 2014
NOTE 15		
Trade Receivables (Unsecured) :		
Due more than six months		
considered good	-	-
considered doubtful	384,116	384,116
	<u>384,116</u>	<u>384,116</u>
Due within six months		
considered good	39,642	1,138,373
	<u>423,758</u>	<u>1,522,489</u>
Less : Provision for Doubtful Debts	384,116	384,116
Total	<u><u>39,642</u></u>	<u><u>1,138,373</u></u>
NOTE 16		
Cash and Bank Balances :		
Cash on hand	551,234	1,102,770
Balances with Scheduled Banks		
Current Accounts	750,510	996,499
Fixed Deposits	764,665	595,398
	<u>1,515,175</u>	<u>1,591,897</u>
Total	<u><u>2,066,409</u></u>	<u><u>2,694,667</u></u>
NOTE 17		
Short Term Loans and Advances :		
(Unsecured, considered good)		
Advances recoverable in cash or in kind or		
for value to be received	285,949	283,240
Advances Income Tax / TDS	153,842	157,400
Balance with Central Excise	6,730,303	6,240,757
Other Advances		
considered good	479,495	413,096
considered doubtful	22,824,570	22,824,570
	<u>23,304,065</u>	<u>23,237,666</u>
Less : Provision for Doubtful Advances	22,824,570	22,824,570
	<u>479,495</u>	<u>413,096</u>
Total	<u><u>7,649,589</u></u>	<u><u>7,094,493</u></u>
NOTE 18		
Other Current Assets :		
Interest Accrued but not due	171,335	187,620
Claims receivable (Refer Note 18.1)	18,771,179	18,771,179
Total	<u><u>18,942,514</u></u>	<u><u>18,958,799</u></u>

18.1 During the year 1998 - 99, company had imported some material and could not pay the custom duty due to financial crisis. The material stored in Central Warehousing Corporation bonded warehouse. During the year 2012 - 13, the company came to know that the material was auctioned by the Custom Authority for non-payment of duty. The Company is taking appropriate legal remedies for claiming the value of these materials, hence the same is disclosed as Claims Receivable.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

PARTICULARS	(Amount in ₹)	
	FOR THE YEAR ENDED 31ST MARCH, 2015	FOR THE YEAR ENDED 31ST MARCH, 2014
Revenue from Operations :		
NOTE 19		
Sales :		
Sales - Traded Goods	22,922,495	22,679,380
Less : Excise duty	-	-
Sales - Others	-	10,800,000
Total	<u>22,922,495</u>	<u>33,479,380</u>
19.1 Particulars of Sales - Traded Goods		
Sulphuric Acid	22,922,495	22,679,380
NOTE 20		
Other Operating Income :		
Scrap Sale	-	192,920
Total	<u>-</u>	<u>192,920</u>
NOTE 21		
Other Income :		
Interest Income	243,470	224,935
Dividend Income	8,533	7,266
Rent Income	-	540,000
Sundry Balances Written Back	38,087,455	158,526
Prior Period Income	55,315	-
Miscellaneous Income	145,761	701,584
Total	<u>38,540,534</u>	<u>1,632,311</u>
NOTE 22		
Purchases of Stock in Trade :		
Purchases	11,973,544	13,088,778
Total	<u>11,973,544</u>	<u>13,088,778</u>
22.1 Particulars of Cost - Traded Goods		
Sulphuric Acid	11,973,544	13,088,778

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

PARTICULARS	(Amount in ₹)	
	FOR THE YEAR ENDED 31ST MARCH, 2015	FOR THE YEAR ENDED 31ST MARCH, 2014
NOTE 23		
Changes in Inventories of Stock in Trade :		
Opening Stock	6,275	1,068,022
Add : Transfer / Adjustments	-	-
Less : Closing Stock	76,656	6,275
Total	<u>(70,381)</u>	<u>1,061,747</u>
NOTE 24		
Employee Benefits Expenses :		
Salaries, Wages and Allowances	6,020,236	5,431,903
Contribution to P.F./F.P.F. and other Funds	515,162	501,985
Welfare & Other Amenities	330,060	250,097
Total	<u>6,865,458</u>	<u>6,183,985</u>
24.1 In view of losses in current year, no commission is payable to Directors hence computation of net profit u/s 198 of the Companies Act, 2013 is not required.		
NOTE 25		
Finance Cost :		
Interest	12,235,351	9,579,409
Total	<u>12,235,351</u>	<u>9,579,409</u>
NOTE 26		
Other Expenses :		
Power and Fuel	690,264	592,444
Consumption of Stores and Spares	266,344	209,066
Repairs to :		
Building	21,300	28,100
Plant and Machinery	364,175	1,015,814
Others	303,975	385,389
	<u>689,450</u>	<u>1,429,303</u>
Insurance	329,435	310,987
Rates, Taxes and Duties	655,753	384,174
Loss on Sale of Shares	-	178,394
Director's Sitting Fees	44,000	40,000
Auditor's Remuneration		
Audit Fees	132,585	128,090
Tax Audit Fees	25,000	25,000
Other Capacity	94,830	102,585
Reimbursement of Expenses	1,839	1,230
	<u>254,254</u>	<u>256,905</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

PARTICULARS	(Amount in ₹)	
	FOR THE YEAR ENDED 31ST MARCH, 2015	FOR THE YEAR ENDED 31ST MARCH, 2014
Security Charges	2,180,684	1,907,536
Water Charges	89,815	59,947
Conveyance	686,073	419,457
Printing and Stationary	73,564	51,318
Postage and Telegram	474,391	93,478
Legal and Professional Charges	633,394	596,577
Share Department Expenses	437,344	187,157
Books and Periodicals	9,080	7,453
Selling Expenses	164,646	-
Travelling Expenses	8,920	6,917
Telephone and Telex	89,446	103,360
Bank Charges	6,247	3,161
Prior Period Expenses	24,735,495	-
Miscellaneous Expenses	786,378	834,718
Total	33,304,977	7,672,352

NOTE 27

Earning Per Share (EPS)

SR. NO.	PARTICULARS	2014 - 15	2013 - 14
i	Net Profit/ (Loss) after Tax as per statement of profit and loss attributable to Equity Shareholders (Before Extraordinary items) (Amount in ₹)	(3,230,909)	(3,352,009)
ii	Net Profit/ (Loss) after Tax as per statement of profit and loss attributable to Equity Shareholders (After Extraordinary items) (Amount in ₹)	(3,230,909)	(3,352,009)
iii	Weighted Average number of Equity Shares outstanding	10,469,400	10,469,400
iv	Weighted Average number of Equity Shares including diluted potential equity shares outstanding during the year	25,446,900	25,427,092
v	Face Value of Equity Shares in ₹	10.00	10.00
vi	Basic Earning per Equity Share (Before Extraordinary item)	(0.31)	(0.32)
vii	Diluted Earning per Equity Share (Before Extraordinary item)	(0.13)	(0.13)
viii	Basic Earning per Equity Share (After Extraordinary item)	(0.31)	(0.32)
ix	Diluted Earning per Equity Share (After Extraordinary item)	(0.13)	(0.13)

NOTE 28

Contingent Liabilities

- a. Claims against the company not acknowledge are as : (Amount in ₹)

Name of the Statute	2014 - 15	2013 - 14
Income Tax	291,093,988	291,093,988
Gujarat Sales Tax	3,606,085	3,606,085
Irrigation Department	259,205,087	259,205,087
Total	553,905,160	553,905,160

The Company is in appeal for these claims.

- b. Guarantees / Counter Guarantees given to Banks, Financial Institutions and other Body Corporate ₹ 909,600,000/- (Previous Year ₹ 909,680,000/-)

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

NOTE 29

The operation of company's methanol division has been unviable and in turn forced the company to suspend its production activities since Sept.'1999. However, the company is making efforts to obtain alternative main feed stock for its methanol plant to make the operation viable. Considering the fact that laying of pipeline for supply of gas by Gas Authority of India Ltd. is completed, the company is hopeful to restart its plant soon. Accordingly the company continues to prepare accounts on the basis of "Going Concern Concept".

NOTE 30

As mentioned above the company had suspended its production activities since Sept'1999, as a result of this the company has transferred some of the employees to other Division/Group Companies w.e.f. 30th October, 1999. None of the transferred employees has reported to their duties and they have approached the Industrial Court. However, Company does not expect any financial liability, apart from their service benefit, which has been provided in the books of account.

NOTE 31

The company has obtained a valuation report from registered valuer in respect of its methanol division. On considering the same, the management is of the opinion that there is no loss on account of impairment of assets as per AS – 28 "Impairment of Assets" as issued by ICAI pertaining to this division.

NOTE 32

Segment Reporting :

The company has the primary segments during the year :

- 1 Methanol
- 2 Construction
- 3 Trading Goods

Information about Primary Business Segments :

(Amount in ₹)

Particulars	Methanol		Construction		Trading Goods		Total	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Segment Revenue	-	-	-	10,800,000	22,922,495	22,679,380	22,922,495	33,479,380
Segment Results before interest, exceptional / extraordinary items and tax	1,887,802	(9,423,142)	-	9,654,910	10,598,533	9,263,969	12,486,335	9,495,737
Net Unallocable (Income) / Expenses							3,481,893	3,268,337
Finance Cost							12,235,351	9,579,409
Profit / (Loss) before Tax							(3,230,909)	(3,352,009)

Other Information

(Amount in ₹)

	Methanol		Construction		Trading		Unallocable		Total	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Segment Assets	95,678,791	101,827,213	-	-	110,023	1,138,373	103,700,693	103,445,460	199,489,507	206,411,046
Segment Liabilities	638,623,738	328,584,071	1,240,000	1,240,000	4,416,750	4,678,727	30,577,079	338,715,928	674,857,567	673,218,726
Depreciation	366,341	1,035,432	-	-	-	-	18,648	34,917	384,989	1,070,349
Non cash expenses other than depreciation	-	-	-	-	-	-	-	-	-	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

Note 33

Related Party Disclosure under Accounting Standard 18 (AS 18) :

A) List of related parties as identified by the management with whom transactions are taken place during the year are as under :

Sr. No.	Relationship	Related Parties
I	Enterprises that directly or indirectly control (through subsidiaries) or are controlled by or are under common control with the reporting enterprise	None
II	Associates, Joint Ventures of the reporting entity, investing party or venture in respect of which reporting enterprise is an associate or a joint venture	Indo Us Investment Inc
III	Individual owing, directly or indirectly an interest in voting power of reporting enterprise that gives them control or significant influence over the enterprise and relative of any such individual	None
IV	Key Management Personnel (KMP) and their relatives	Mr. H. D. Ramsinghani – Chairman Mr. D. N. Singh – Technical Director Mr. V.G.Sharma – Director Mr. R.G.Kulkarni - Director Relatives of Chairman Mr. D. J. Ramsinghani Mrs. L. D. Ramsinghani Mrs. N. H. Ramsinghani Ms. P. D. Ramsinghani
V	Enterprises over which any person described in III and IV above is able to exercise significant influence	Rainbow Denim Ltd. Rama Phosphates Ltd. Rama Industries Ltd. Rainbow Agri Industries Ltd. Bluelagoon Investment Pvt. Ltd. Nova Gelicon Pvt. Ltd. Rama Enterprises

B) The following transaction were carried out with the related parties : (Amount in ₹)

Sr. No.	Nature of Transactions	Key management personnel and their relatives		Enterprises over which KMP, with their relatives, is able to exercise significant influence	
		2014-15	2013-14	2014-15	2013-14
1	Purchase of Goods	-	-	-	31,169
2	Sale of Goods	-	-	22,789,811	22,463,034
3	Sale of Investment	-	75,000,000	-	-
4	Loans/ Advances Taken	-	-	33,550,000	23,050,000
5	Loans/Advances Repaid	-	-	56,830,000	133,650,000
6	Share Application money received	-	-	-	2,700,000
7	Sitting Fees to KMP	8,000	8,000	-	-
8	Balance Outstanding				
	Trade Receivable	-	-	-	1,122,922
	Advance from customers	-	-	1,028,365	-
	Loans/Advances Payable	-	-	37,377,063	60,657,063
9	Sharing of infrastructure and resources	-	-	This transaction is of non monetary consideration	This transaction is of non monetary consideration
10	Securities pledged for loan taken by others	-	-	This transaction is of non monetary consideration	This transaction is of non monetary consideration
11	Guarantees Outstanding	-	-	909,500,000	909,500,000

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

C) Disclosure in respect of Related Party Transactions :

(Amount in ₹)

Sr. No.	Nature of Transactions	2014 - 2015	2013 - 2014
1	Purchase of Goods Nova Gelicon Pvt. Ltd.	-	31,169
2	Sale of Goods Rama Phosphates Ltd.	22,789,811	22,463,034
3	Sale of Shares Ms. P. D. Ramsinghani Mrs. L.D. Ramsinghani	- -	60,000,000 15,000,000
4	Loans / Advances taken Bluelagoon Investment Pvt. Ltd.	33,550,000	23,050,000
5	Loans / Advances Repaid Bluelagoon Investment Pvt. Ltd.	56,830,000	133,650,000
6	Share Application Money received Rainbow Agri Industries Ltd.	-	2,700,000
7	Sitting Fees to KMP Mr. H D Ramsinghani	8,000	8,000
8	Balances Outstanding Trade Receivable Rama Phosphates Ltd. Advance from Customers Rama Phosphates Ltd. Loans / Advances Payable Rama Phosphates Ltd. Bluelagoon Investment Pvt. Ltd.	- 1,028,365 30,527,063 6,850,000	1,122,922 - 30,527,063 30,130,000
9	Sharing of Infrastructure & Resources Rama Enterprises	This transaction is of non monetary consideration	This transaction is of non monetary consideration
10	Securities Pledged for loan taken Nova Gelicon Pvt. Ltd.	This transaction is of non monetary consideration	This transaction is of non monetary consideration

NOTE 34

a) Enterprises consolidated as subsidiary in accordance with Accounting Standard 21 – Consolidated Financial Statements

Name of the Enterprises	Country of Incorporation	Proportion of ownership interest
Rama Capital & Fiscal Services Pvt. Ltd.	India	100.00%

b) Additional information, as required under Schedule III of the Companies Act, 2013 of enterprise consolidated as subsidiary

Name of the Enterprise	Net Assets i.e. total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount in ₹	As % of consolidated profit or loss	Amount in ₹
Parent Rama Petrochemicals Ltd.	115.38	(548,491,674)	9,645.68	(311,670,188)
Subsidiary - Rama Capital & Fiscal Services Pvt. Ltd.	49.55	(235,520,526)	6.35	(204,861)
Sub Total		(784,012,200)		(311,875,049)
Intercompany elimination and consolidation adjustment	(64.93)	308,644,140	(9,552.03)	308,644,140
Grand Total		(475,368,060)		(3,230,909)

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

c) Salient Features of Financial Statement of Subsidiary pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014

Name of the Subsidiary	:	Rama Capital & Fiscal Services Pvt. Ltd.
Reporting period for the subsidiary concerned	:	31.03.2015
Reporting currency	:	₹
Share Capital	:	₹ 30,003,000
Reserves and Surplus	:	₹ (265,523,526)
Total Assets	:	₹ 103,700,693
Total Liabilities	:	₹ 339,221,220
Investments	:	₹ 102,500,000
Turnover	:	₹ 125,184
Profit/(Loss) before taxation	:	₹ (204,861)
Provision for taxation	:	Nil
Profit/(Loss) after taxation	:	₹ (204,861)
Proposed dividend	:	Nil
% of share holding	:	100%

NOTE 35

Deferred Tax Liability

In accordance with the provisions of Accounting Standard (AS22) issued by The Institute of Chartered Accountants of India pertaining to accounting of taxes on income, in view of the company not expecting any taxable profits in near future, no deferred tax asset is recognized. The details of the same are as under :

a) In case of Holding Company : (Amount in ₹)

PARTICULARS	As At 2014 - 15	As At 2013 - 14
Deferred Tax Liability on account of :		
Difference between WDV of Fixed Assets	1,382,649	3,057,392
Deferred Tax Assets on account of :		
Disallowances u/s 43B	1,532,850	1,534,426
Other Provisions	7,235,323	16,512,039
Carried forward Losses as per Income Tax	25,562,237	32,563,065
Total Deferred Tax Asset	34,330,410	50,609,530
Net Deferred Tax Asset/ (Liability)	32,947,761	47,552,138

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

b) In case of subsidiary company :

(Amount in ₹)

PARTICULARS	As At 2014 - 15	As At 2013 - 14
Deferred Tax Liability on account of :		
Difference between WDV of Fixed Assets	146,346	156,107
Deferred Tax Assets on account of :		
Carried Forward Losses as per Income Tax	8,835,409	16,665,841
Net Deferred Tax Asset / (Liability)	8,689,063	16,509,734

NOTE 36

Previous year figures have been regrouped / rearranged wherever necessary to make them comparable.

NOTE 37

Figures pertaining to the subsidiary company have been reclassified wherever necessary to bring them in line with the parent company's financial statement.

As per our report of even date

For DAYAL AND LOHIA

Chartered Accountants

(Firm Registration No. 102200W)

ANIL LOHIA

Partner

M. No. 031626

Place : Mumbai

Date : May 29, 2015

For and on behalf of the Board of Directors

D. N. SINGH

Technical Director

DIN : 00021741

Place : Mumbai

Date : May 29, 2015

H.D.RAMSINGHANI

Chairman

DIN : 00035416

RAMA PETROCHEMICALS LIMITED

Corporate Identification Number (CIN) : L23200MH1985PLC035187

Regd. Office : 812, Raheja Chambers, Nariman Point, Mumbai 400 021 Tel.No. (91-22) 2283 3355 / 2283 4182 ; Fax : (91-22) 2204 9946

Email :rama@ramagroup.co.in Website : www.ramapetrochemicals.com

ATTENDANCE SLIP

DP ID		REGD. FOLIO NO.	
CLIENT ID		NO. OF SHARES HELD	

I certify that I am a Member/Proxy for the Member of the Company

I hereby record my presence at the Twenty Ninth Annual General Meeting of the Company held on Wednesday, September 30, 2015 at 10.00 a.m. at Babasaheb Dahanukar Hall, Oricon House, Maharashtra Chamber of Commerce Path, Fort, Mumbai 400 001.

Name of the Member / Proxy
(in BLOCK letters)

Signature of the Member/Proxy

Applicable for Members holding shares in an electronic form

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PROXY FORM

[pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member (s) : _____ Registered address _____
_____ Folio No/Client Id*

_____ DP ID* _____ E-mail Id : _____

Applicable for Members holding shares in electronic form

I/We, being the Member(s) of _____ shares of above named company hereby appoint :

1. Name : _____ Address : _____

E-mail ID : _____ Signature _____ or failing him/her

2. Name : _____ Address : _____

E-mail ID : _____ Signature _____ or failing him/her

3. Name : _____ Address : _____

E-mail ID : _____ Signature _____ or failing him/her

as my/our proxy to attend and vote (on a poll) for me / us and on my/our behalf at the Twenty Ninth Annual General Meeting of the Company, to be held on Wednesday, September 30, 2015 at 10.00 a.m. at Babasaheb Dahanukar Hall, Oricon House, Maharashtra Chamber of Commerce Path, Fort, Mumbai 400 001 and at any adjournment thereof in respect of such resolutions as indicated overleaf :

Signed this _____ day of _____ 2015

Affix
0.15 paise
Revenue
Stamp

Signature of Member

Signature of Proxy Holder(s)

This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

Resolution No.	Resolutions	For	Against
Ordinary Business			
1.	Adoption of Statement of Profit & Loss, Balance Sheet, Report of Directors and Auditors for the year ended March 31, 2015		
2.	Reappointment of Mr. D.N. Singh (DIN 00021741) Director who retires by rotation.		
3.	Appointment of Statutory Auditors M/s. Dayal & Lohia		
Special Business			
4.	Appointment of Mrs. N.H. Ramsinghani (DIN 01327609) as a Director.		
5.	Authority to the Board pursuant to section 188 and other applicable provisions, if any of the Companies Act, 2013		

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If undelivered please return to :

Link Intime India Private Limited

Unit : Rama Petrochemicals Limited

C-13, Pannalal Silk Mills Compound,

L.B. S. Marg, Bhandup (W),

Mumbai 400 078.