

CIN : L23200MH1985PLC035187

REGD. OFFICE
51-52, FREE PRESS HOUSE,
FREE PRESS JOURNAL MARG,
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

Ref : RPCL/RDJ/218
Date : September 29, 2017

To,

Bombay Stock Exchange Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
MUMBAI : 400 001

Name of the Company : **RAMA PETROCHEMICALS LIMITED**
BSE Script Code : **500358**

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the Annual Report for the Financial Year 2016 - 2017 which was approved and adopted at the Annual General Meeting held on 26/09/2017.

Kindly take the same on your record.

Yours faithfully,
For **RAMA PETROCHEMICALS LIMITED**



R. D. JOG
COMPLIANCE OFFICER

Encl : a/a



RAMA PETROCHEMICALS LIMITED
Thirty First Annual Report
2016 - 2017

BOARD OF DIRECTORS

CHAIRMAN

MR. H. D. RAMSINGHANI

TECHNICAL DIRECTOR

MR. D. N. SINGH

REGISTERED OFFICE

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

CIN: L23200MH1985PLC035187

Email : rama@ramagroup.co.in

Website: www.ramapetrochemicals.com

Tel.No. 022-2283 3355 / 2283 4182

Fax : 022-2204 9946

DIRECTORS

MR. R. G. KULKARNI

MRS. N. H. RAMSINGHANI

MR. N. R. JOSHI

PLANT

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

AUDITORS

DAYAL & LOHIA

CHARTERED ACCOUNTANTS

MUMBAI

REGISTRARS AND TRANSFER AGENT

LINK INTIME INDIA PVT. LTD.

C-101, 247 PARK,

L. B. S. MARG,

VIKHROLI (WEST),

MUMBAI 400 083.

TEL : 91-22-49186000

FAX : 91-22-49186060

EMAIL: rnt.helpdesk@linkintime.co.in

Website : www.linkintime.co.in

NOTICE

NOTICE is hereby given that the Thirty First Annual General Meeting of the members of RAMAPETROCHEMICALS LIMITED will be held on Tuesday the 26th day of September, 2017 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 Standalone and Consolidated Audited Financial Statements for the year ended March 31, 2017 together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. N. H. Ramsinghani (DIN 01327609) 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 this Annual General Meeting up to the conclusion of the next Annual General Meeting on such remuneration as may be finalized by the Board of Directors of the Company.”

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 Tuesday the 19th day of September, 2017 to Tuesday the 26th day of September, 2017 (both days inclusive).
3. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, Sundays and Public Holidays from 10.00 am to 1.00 pm up to the date of the meeting.
4. Members desirous of seeking any information concerning the Accounts are requested to address their queries, in writing, to the Company at its Registered Office at least seven days before the date of the Meeting so that the requested information can be made available at the time of the meeting.
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, 2017 for the 31st 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 23/09/2017 at 9.00 am and ends on 25/09/2017 at 5.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 19, 2017, 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 digit beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digit Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (iii) Next enter the Image Verification as displayed and Click on Login.

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

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

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

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xiv) If Demat account holder has forgotten the password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xvi) Note for Non – Individual Shareholders and Custodians.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (III) The Company has appointed Mr. Sanjay Dholakia, Practicing Company Secretary (Membership Number FCS 2655) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (IV) The results shall be declared after the Annual General Meeting. The results along with the Scrutinizer’s report shall be placed on the website of the Company and also communicated to the stock Exchange.

(V) In case you have any queries or issues regarding e-voting, you may refer the “Frequently Asked Questions” (FAQs) and e-voting manual available at www.evotingindia.com 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, 2017

Registered Office ;
51-52, Free Press House,
Nariman Point, Mumbai 400021
Tel: 912222834123
Fax: 912222049946
CIN No. L23200MH1985PLC035187
E-mail: rama@ramagroup.co.in
Website: www.ramapetrochemicals.com

INFORMATION PURSUANT TO SEBI (LODR) REGULATIONS, 2015

As required under the SEBI (LODR) Regulations, 2015, the particulars of Director who is proposed to be reappointed at the forthcoming Annual General Meeting are as follows;

Reappointment

Mrs. N. H. Ramsinghani (DIN 01327609) is a Director of the Company since March 31, 2015. Mrs. Ramsinghani has over thirty years of rich and varied experience in the field of business and International Trade. She has successfully set up and managed several trading houses in the Middle East and the USA. She does not hold any shares of the Company and neither is she a member of any Committees of the Board.

Map Showing Location of the venue of the AGM of Rama Petrochemicals Limited
Venue : The Babasaheb Dahanukar Hall, Oricon House, Maharashtra Chamber of Commerce Path,
Fort, Mumbai - 400001



DIRECTOR'S REPORT AND MANAGEMENT DISCUSSION AND ANALYSIS

Your Directors have pleasure in presenting the Thirty First Annual Report together with the Audited Financial Statements for the year ended March 31, 2017.

FINANCIAL RESULTS

(₹ in lacs)

	Standalone		Consolidated	
	Year Ended 31.03.2017	Year Ended 31.03.2016	Year Ended 31.03.2017	Year Ended 31.03.2016
Profit/(Loss) before Depreciation	(132.58)	(382.46)	(133.87)	(384.04)
Depreciation	3.56	3.64	3.75	3.83
Profit/(Loss) before tax and extraordinary items	(136.14)	(386.10)	(137.62)	(387.87)
Extraordinary Items	Nil	Nil	Nil	Nil
Profit/(Loss)) for the year after Tax and extraordinary items	(136.14)	(386.10)	(137.62)	(387.87)

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 segment wise details are given in the notes forming part of the Accounts.

INDUSTRY STRUCTURE AND DEVELOPMENTS

Despite there being good demand for methanol in the country, the plants are not being operated due to natural gas not being available at competitive price vis a vis the imported price of methanol. Only few methanol manufacturers in the country are operating to limited capacity to meet their captive requirement. Situation is expected to improve once the domestic gas production increases.

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.

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 ₹ 14,514/- and the loss after tax was ₹ 1,48,183/-. There were no other entities which became or ceased to be subsidiaries, associates or joint ventures during the year under review.

FUTURE PROSPECTS

Methanol being a basic chemical, the requirement in the country is increasing regularly and demand is being met by import. It is expected that the natural gas production will improve in the next few years and we hope to get allocation so as to restart the manufacturing operations. In view of this the plant is being maintained in healthy state.

CORPORATE GOVERNANCE

A Report on Corporate Governance along with the Auditor's Certificate regarding Compliance of the conditions of Corporate Governance pursuant to Regulation 34(3) of SEBI (LODR) Regulations, 2015 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, 2017 and the loss of the Company for the year ended March 31, 2017;
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. R. G. Kulkarni - Chairman (w.e.f. 11.08.2016), Mr. D.N. Singh, and Mr N. R. Joshi. 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 Stakeholders Relationship Committee which presently consists of Mr. H. D. Ramsinghani (Chairman), Mr. D. N. Singh, Mr. R. G. Kulkarni and Mr. N. R. Joshi.

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 Nomination and Remuneration Committee comprising of Mr. R. G. Kulkarni – Chairman (w.e.f. 11.08.2016), Mr. H. D. Ramsinghani and Mr. N. R. Joshi.

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. The 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 is annexed hereto as Annexure B and forms a part of the Report. The details pertaining to remuneration as required under Rule 5(2) of the

Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed hereto as Annexure C 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 in to with Related Parties during the year under review were in the ordinary course of business and at an arms length at prevailing market rates.

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 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, five Board Meetings were held on May 30, 2016, August 11, 2016, November 3, 2016, December 19, 2016 and February 13, 2017

Mrs. N. H. Ramsinghani retires from the Board of Directors by rotation and is eligible for re-appointment.

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 Regulation 16 of SEBI (LODR) Regulations, 2015.

None of the Directors are disqualified from being appointed/reappointed as Directors of the Company as per the disclosures filed by the Directors with the Company.

The Board of Directors has 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 details of the policy are available on the website of the Company www.ramapetrochemicals.com.

The independent Directors of the Company are informed about their roles , rights, responsibilities in the Company and also about the nature of the industry in which company operates and other related matters. The details of the familiarization program are available on the website of the Company www.ramapetrochemicals.com.

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 13, 2017. The criterion for evaluation are available on the website of the Company www.ramapetrochemicals.com.

STATUTORY AUDITORS REPORT

The Report submitted by the Statutory Auditors does not contain any Audit qualification for the year under review.

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 Jignesh M. Pandya & Co (Membership Number A 7346/CP 7318) to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed hereto as Annexure D 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 E and forms a part of this Report.

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.

For and on behalf of the Board

Place : Mumbai
Date : August 4, 2017

H. D. RAMSINGHANI
CHAIRMAN
DIN : 00035416

ANNEXURE A

PARTICULARS RELATING TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND 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		<u>2016- 2017</u>	<u>2015-2016</u>
1) ELECTRICITY :			
A)	Purchased (MSEB)		
	Units (in Thousand)	71.099	70.634
	Total cost (₹ in lacs)	6.47	6.27
	Rate per Unit (₹)	9.10	8.87
B)	Own Generation :		
	Through Diesel Generation	NIL	NIL
	Units (in Thousand)	NIL	NIL
	Units/KL of Diesel	NIL	NIL
	Cost/Unit (₹)		
	Through Steam Turbine/Generator	NIL	NIL
	Units (in Thousand)	N.A	N.A
	Units/Lt Of Fuel Oil, Gas	N.A	N.A
	Cost/Unit		
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, 2017

H. D. RAMSINGHANI
CHAIRMAN
DIN : 00035416

ANNEXURE 'B' TO BOARD 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 7%.
(iv) The number of permanent employees on the rolls of company;	9
(v) 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.	Not applicable as no remuneration was paid to Directors, Chief Financial Officer, Chief Executive Officer, or Manager, if any, in the financial year.
(vi) Affirmation that the remuneration is as per the remuneration policy of the company.	The remuneration is as per the remuneration policy of the company.

ANNEXURE 'C' TO BOARD REPORT**PARTICULARS OF REMUNERATION AS REQUIRED UNDER RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- A. Employed for the entire year under review and were in receipt of Remuneration of not less than ₹ 1,02,00,000/- - NIL**
- B. Employed for a part of the year under review and were in receipt of Remuneration of not less than ₹ 8,50,000/- p m. - NIL**
- C. Details of Top 10 employees in terms of remuneration drawn as on 31.03.2017 will be provided on request**

ANNEXURE 'D' TO DIRECTOR'S REPORT

Form No. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31st MARCH 2017

[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 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, 2017 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.

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 2017 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; The same is not applicable as there were no transactions 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, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; There were no issue of securities during the year under review.
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; 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 debts raised 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) I 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.
- (ii) The Listing Agreements entered into by the Company with the. Stock Exchange(s), where the securities of the Company is Listed and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (w.e.f 1st December, 2015).- The Company has complied with the various applicable provisions of Listing Agreement/ Listing Regulations ***except that the composition of the Board is not in accordance with Regulation 17(1)(b) of SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 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 As per section 203(1) (ii) & (iii) of the Companies Act, 2013.***

I further report that

Subject to our observation in para B (ii), 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 my letter of even date which is annexed as Annexure II and forms an integral part of this Report.

For JIGNESH M. PANDYA & CO.

(JIGNESH M. PANDYA)

Practising Company Secretary

Proprietor

Membership No. A7346 /CP No. 7318

Date: August 4, 2017

Place: Mumbai

Annexure I

List of applicable laws to the Company

Under the Major Groups and Heads are as follows:-

1. Factories Act, 1948;
2. Industries (Development & Regulation) Act, 1951;
3. The Petroleum Act, 1934
4. Indian Explosives Act, 1984
5. Bombay Village Panchayat Act, 1958
6. 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.;
7. Acts prescribed under prevention and control of pollution;
8. Acts prescribed under Environmental protection;
9. Acts as prescribed under Direct Tax and Indirect Tax;
10. Land Revenue laws of respective States;
11. Labour Welfare Act to respective States;
12. Trade Marks Act 1999 & Copy Right Act 1957;
13. The Legal Metrology Act, 2009;
14. Acts as prescribed under Shop and Establishment Act of various local authorities.
15. Local Laws as applicable to various offices and plants;
16. The Competition Act, 2002;
17. Boiler Act, 1923.

For JIGNESH M.PANDYA & CO.

(JIGNESH M. PANDYA)

Practising Company Secretary

Proprietor

Membership No. A7346 /CP No. 7318

Date: August 4, 2017

Place: Mumbai

Annexure II

To,

The Members,

RAMA PETROCHEMICALS LIMITED

Mumbai.

My 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. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I 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. I believe that the practices and processes, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I 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. My 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. I have reported, in my audit report, only those non-compliances which in my opinion, are material and having major bearing on financials of the Company.

For JIGNESH M.PANDYA & CO.

(JIGNESH M. PANDYA)

Practising Company Secretary

Proprietor

Membership No. A7346 /CP No. 7318

Date: August 4, 2017

Place: Mumbai

ANNEXURE E

FORM MGT – 9

EXTRACT OF ANNUAL RETURN AS ON MARCH 31, 2017

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	51-52, Free Press House, 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-101, 247 Park, L.B.S Marg, Vikhroli West, Mumbai 400083 Tel: 022-49186000, Fax: 022 - 49186060

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. 51-52, Free Press House, Nariman Point, Mumbai 400021.	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-2016]				No. of Shares held at the end of the year[As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(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
b) Central Govt	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-2016]				No. of Shares held at the end of the year[As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) State Govt(s)	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
d) Bodies Corp.	2350171	Nil	2350171	22.45	2481621	Nil	2481621	23.70	1.25
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	11008	Nil	11008	0.11	(1.25)
Sub-total (A)(1):-	2492579	Nil	2492579	23.81	2492629	Nil	2492629	23.81	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									
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)	5573624	Nil	5573624	53.24	5573674	Nil	5573674	53.24	Nil
B. Public Shareholding									
I. 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) FII's	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-2016]				No. of Shares held at the end of the year[As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non-Institutions									
a) Bodies Corp.	109882	41300	151182	1.44	109926	41300	151226	1.44	Nil
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	1888822	1487670	3376492	32.25	1894239	1480670	3374909	32.24	(0.01)
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	1248939	Nil	1248939	11.93	1237274	Nil	1237274	11.82	(0.10)
c) Others (specify)									
Non Resident Indians	70182	27000	97182	0.93	75042	27000	102042	0.97	0.04
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	4181	Nil	4181	0.04	12475	Nil	12475	0.11	0.07
Trusts	100	Nil	100	0.00	100	Nil	100	0.00	0.00
Foreign Bodies - D R	Nil	Nil	Nil	N A	Nil	Nil	Nil	N A	N A
Sub-total (B)(2):-	3322106	1555970	4878076	46.59	3329056	1548970	4878026	46.59	Nil
Total Public Shareholding (B)=(B)(1)+ (B)(2)	3327806	1567970	4895776	46.76	3334756	1560970	4895726	46.76	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)	8901430	1567970	10469400	100	8908430	1560970	10469400	100	Nil

ii) Shareholding of Promoter-

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	10998	0.10	Nil	Nil
3	H. D. Ramsinghani	131510	1.26	Nil	10	0.00	Nil	(1.26)
4	Silver eagle Inc	3000000	28.67	Nil	3000000	28.67	Nil	Nil
5	Silver Eagle Inc	40000	0.38	Nil	40000	0.38	Nil	Nil
6	Jupiter Corporate Services Pvt Ltd	593280	5.67	Nil	634330	6.06	Nil	0.39
7	Libra Mercantile Private Limited	1404401	13.41	12.98	1404401	13.41	12.98	Nil
8	Prarabdha Trading Co. Private Limited	41335	0.39	Nil	335	0.00	Nil	(0.39)
9	Lajwanti D. Ramsinghani	41045	0.39	Nil	41045	0.39	Nil	Nil
10	Rama Capital & Fiscal Services Pvt. Ltd.	100	0.00	Nil	Nil	0.00	Nil	Nil
11	Rainbow Agri Inds Ltd	2100	0.02	Nil	133600	1.28	Nil	1.26
12	Rama Phosphates Ltd	307100	2.93	Nil	307100	2.93	Nil	Nil
13	Trishul Mercantile Private Limited	200	0.00	Nil	200	0.00	Nil	Nil
	Total	5573624	53.24	12.98	5573674	53.24	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	5573624	53.24	5573674	53.24
	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 percentage terms during the year			
	At the end of the year	5573624	53.24	5573674	53.24

**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 (01/04/2016 to 31/03/2017)	
		No. of shares at the beginning (01/04/2016)/ end of the year 31/03/2017	% 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	Arora Satinderjit	1,01,465	0.97		No Change		1,01,465	0.97
		1,01,465	0.97					
4	Mohankumar B B	92,295	0.88		No Change		92,295	0.88
		92,295	0.88					
5	K Mohan	56,380	0.54		No Change		56,380	0.54
		56,380	0.54					
6	Sheetal Ramsinghani	53,776	0.51		No Change		53,776	0.51
		53,776	0.51					
7	Prakash M Bhansali	48,015	0.45	01/04/2016	Decrease	Sale	50,119	0.48
		50,119	0.48	21/10/2016	Increase	Purchase		
				28/10/2016	Increase	Purchase		
				04/11/2016	Increase	Purchase		
				11/11/2016	Increase	Purchase		
				16/12/2016	Increase	Purchase		
				30/12/2016	Increase	Purchase		
				03/02/2017	Increase	Purchase		
				17/02/2017	Decrease	Sale		
				24/02/2017	Increase	Purchase		
				03/03/2017	Increase	Purchase		
				17/03/2017	Increase	Purchase		
				24/03/2017	Decrease	Sale		
8	Rajendra Sagarmal Jain	40,810	0.38		No Change		40,810	0.38
		40,810	0.38					
9	Ganesh Puri Goswami	23,342	0.22	28/10/2016	Increase	Purchase	39,247	0.37
		39,247	0.37	23/12/2016	Increase	Purchase		
				17/03/2017	Increase	Purchase		
				24/03/2017	Increase	Purchase		
				31/03/2017	Increase	Purchase		
10	Deam Consulting Pvt Ltd	27,454	0.26		No Change		27,454	0.26
		27,454	0.26					

v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning (01-04-2016)/ end of the year (31-03-2017)	% of total shares of the company				No. of shares	% of total shares of the company
1.	D. N. Singh – Whole Time Director	10898	0.10	N A	No Change	N A	10998	0.10
		10998	0.10	N A				
2.	H. D. Ramsinghani	131510	1.26	31.03.2017	Decrease	Sale	10	0.00
		10	0.00					

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 (01.04.2016)				
i) Principal Amount	Nil	1549.00	Nil	1549.00
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	1549.00	Nil	1549.00
Change in Indebtedness during the financial year				
Addition	Nil	4483.25	Nil	4483.25
Reduction	Nil	2811.00	Nil	2811.00
Net Change	Nil	1672.25	Nil	1672.25
Indebtedness at the end of the financial year (31.03.2017)				
i) Principal Amount	Nil	3221.25	Nil	3221.25
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	3221.25	Nil	3221.25

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 (Upto 15.06.2016)	R G Kulkarni	N. H. Ramsinghani	N R Joshi	
1	Independent Directors						
	Fee for attending board/ committee meetings	Nil	6,000/-	24,000/-	Nil	18,000/-	48,000/-
	Commission	Nil	Nil	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil	Nil	Nil
	Total (1)	Nil	6,000/-	24,000/-	Nil	18,000/-	48,000/-
2	Other Non-Executive Directors						
	Fee for attending board committee meetings	14,000/-	Nil	Nil	6,000/-	Nil	20,000/-
	Commission	Nil	Nil	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil	Nil	Nil
	Total (2)	14,000/-	Nil	Nil	6,000/-	Nil	20,000/-
	Total Managerial Remuneration Total (B)=(1+2)	14,000/-	6,000/-	24,000/-	6,000/-	18,000/-	68,000/-

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN
MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel		
		CS	CFO	Total
1	Gross salary	Nil	Nil	Nil
	(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	Nil	Nil	Nil
	- 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 Regulations, 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

- 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)
- 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 Directorships 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	Five	Yes	Four	Nil	Five	10
Mr. D. N. Singh (Whole Time Director)	Executive	Five	Yes	Three	Three	Two	10998
Mr. Mahendra Lodha (upto 15.06.2016)	Non – Executive Independent	One	N.A.	Eight	Four	Three	Nil
Mr. R. G. Kulkarni	Non -Executive Independent	Five	Yes	Four	Nil	One	Nil
Mr. N. R. Joshi (w.e.f. 30.05.2016)	Non -Executive Independent	Four	No	Three	One	Nil	Nil
Mrs. N. H. Ramsinghani	Promoter Non - Executive	Three	No	Two	Nil	Nil	Nil

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

- During the year five Board Meetings were held on the following dates :
May 30, 2016, August 11, 2016, November 03, 2016, December 19, 2016 and February 13, 2017.
- During the year one meeting of the Independent Directors was held on February 13, 2017.
- The Compliance Reports of all applicable laws, filings made by the Company with the BSE and the financials and minutes of the Subsidiary company are placed before the Board at each meeting. Detailed notes are circulated to all the Directors well in advance on all matters listed in the Agenda for each Board and committee meeting.

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 by SEBI (LODR) Regulations, 2015 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 inter alia include reviewing the financial statements, overseeing the Company's financial reporting process and reviewing and examining the quarterly and annual financial statements, Management Discussion and Analysis of financial statements, recommending the appointment and remuneration of Statutory and Internal Auditors, reviewing Audit Reports, related party transactions and inter corporate loans and investments.

The Committee presently comprises of Mr. R. G. Kulkarni – Chairman (w.e.f. 11.08.2016), Mr. D. N. Singh, and Mr. N. R. Joshi.

Four meetings of the Audit Committee were held during the year on May 30, 2016, August 11, 2016, November 3, 2016 and February 13, 2017. 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. R. G. Kulkarni	Four
Mr. D.N. Singh	Four
Mr. N. R. Joshi	Three
Mr. Mahendra Lodha (upto 15.06.2016)	One

(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.

No investor complaint is pending for a period exceeding one month.

(c) Nomination & Remuneration Committee

The Nomination & Remuneration Committee formulates criterion for determining qualifications, independence and other attributes of the Directors and based thereon identifies persons qualified to be Directors. The Committee also carries out evaluation of the Directors and formulates the policy on the remuneration of Directors and KMP and determines the managerial remuneration and other employment conditions of the Managing/ Whole Time Directors and Senior Management personnel (one level below the Board) based on the policy and makes recommendations to the Board of Directors. The details about the Remuneration Policy of the Company are available on the website of the Company www.ramapetrochemicals.com.

The Committee presently comprises of Mr. R. G. Kulkarni - Chairman (w.e.f. 11.08.2016), Mr. H. D. Ramsinghani and Mr. N. R. Joshi.

One meeting of the Nomination & Remuneration Committee was held during the year on May 30, 2016.

(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 SEBI (LODR) Regulations, 2015, 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. One meeting of the Stakeholders Relationship Committee was held during the year on February 13, 2017.

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

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	N A
Non - Receipt of Dividend Warrants.	1	1
Non - Receipt of Annual Report	1	1
Non - Receipt of Bonus Certificate	Nil	N A
Others	Nil	N A
Letters from Stock Exchanges, SEBI and Ministry of Corporate Affairs	Nil	N A

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:

<u>Name of the Director</u>	<u>Sitting Fees (Rupees)</u>
Mr. H. D. Ramsinghani	14,000/-
Mr. R. G. Kulkarni	24,000/-
Mrs. N. H. Ramsinghani	6,000/-
Mr. N. R. Joshi	18,000/-
Mr. Mahendra Lodha (up to 15.06.2016)	6,000/-
TOTAL	68,000/-

6. General Body Meetings :

Financial Year	Date	Time	Location
2013-2014	23/09/2014	10.00 A.M.	Babasaheb Dahanukar Hall, Fort, Mumbai 400001
2014-2015	30/09/2015	10.00 A.M.	Babasaheb Dahanukar Hall, Fort, Mumbai 400001
2015-2016	26/09/2016	10.00 A.M.	Babasaheb Dahanukar Hall, Fort, Mumbai 400001

7. Postal Ballot

During the year under review the approval of the Members was sought pursuant to the provisions of section 180(1)(a) and other applicable provisions of the Companies Act, 2013 through the Postal Ballot process. No Resolution is 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
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

Date	Particulars
30/09/2015	Approval of Related Party transactions
30/09/2016	Reappointment of Mr. D. N. Singh (DIN 00021741) as a Whole Time Director w.e.f. May 01, 2016

8. Disclosures

- The Company is in compliance with all mandatory requirements of the Listing Regulations except that as on the date of this Report one half of the Board does not consist of Independent Directors as required by the proviso to Regulation 17(b) of SEBI (LODR) Regulations, 2015.
- All transactions entered in to with Related Parties, as defined under the Companies Act, 2013 and the Listing Regulations, during the financial year were in the ordinary course of business and on arms length basis.
- 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 are disclosed elsewhere in the Annual Report. None of these transactions have potential conflict with interest of the Company at large.
- 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.
- 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.
- In the preparation of the financial statements, the Company has followed applicable Accounting Standards and the significant Accounting policies which are consistently applied are set out in the Notes to the financial statements.
- Adoption of non mandatory requirements of the Listing Regulations is reviewed by the Board from time to time.

9. Means of communication:

- The Company has not made any presentation to the institutional investors or analysts.
- 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, 2017
Annual General Meeting	: September 26, 2017 at 10.00 a.m. At Babasaheb Dahanukar Hall, Oricon House, Maharashtra Chamber Of Commerce Path, Fort, Mumbai 400001
Dates of Book Closure	: September 19, 2017 to September 26, 2017 (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, 2017.

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

<u>Month</u>	<u>High</u>	<u>Low</u>
April 2016	--	--
May 2016	8.99	8.55
June 2016	8.13	6.65
July 2016	6.94	5.68
August 2016	6.25	5.37
September 2016	5.25	3.76
October 2016	4.63	3.44
November 2016	5.00	3.98
December 2016	6.35	5.25
January 2017	6.65	5.75
February 2017	5.70	4.43
March 2017	5.15	3.49

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 101, 247 Park, L. B. S Marg, Vikhroli (West), Mumbai 400083

Tel: 49186000; Fax : 49186060;

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, 2017 :

Number of Equity Share Holdings	Number of Shareholders	Percentage of Shareholders	Number of Shares	Percentage of Shareholding
1 – 500	13934	93.69	2163904	20.67
501 – 1000	537	3.61	449630	4.29
1001 – 2000	198	1.33	304118	2.90
2001 – 3000	64	0.43	160990	1.54
3001 – 4000	29	0.20	102584	0.98
4001 – 5000	25	0.17	118272	1.13
5001 – 10000	37	0.25	250495	2.39
10001 & above	48	0.32	6919407	66.10
Total	14872	100	1,04,69,400	100

15. Shareholders' Profile as on March 31, 2017 :

Category of Shareholders	No. of Shares held	% to Total Capital
Promoters	55,73,674	53.238
Foreign Collaborators	Nil	N.A.
Banks/Trusts/HUF	71,138	0.680
Financial Institutions	600	0.006
Foreign Institutional Investors	Nil	N.A.
Mutual Funds	7,100	0.068
Domestic Companies	1,63,701	1.564
Non - Domestic Companies	Nil	N.A.
Non - Resident Indians	1,02,042	0.975
General Public	45,51,145	43.471
Total	1,04,69,400	100.00

16. Dematerialization of shares as on March 31, 2017:

85.09% of the Company's total equity share capitals representing 8908430 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 Registered 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 101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai 400 083.

19. Appointment/Reappointment of Directors:

Mrs. N. H. Ramsinghani is proposed to be reappointed at the forthcoming Annual General Meeting. The relevant information about the said Director is given in the Notice convening the Annual General Meeting.

For and on behalf of the Board

H. D. RAMSINGHANI
CHAIRMAN
DIN 00035416

Place : Mumbai
Dated : August 4, 2017

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.

As required under Regulation 26(3) of SEBI (LODR) Regulations, 2015 the members of the Board of Directors and the Senior Management Personnel have affirmed compliance with the said Code for the year ended March 31, 2017.

For and on behalf of the Board

H. D. RAMSINGHANI
CHAIRMAN
DIN 00035416

Place : Mumbai
Dated : August 4, 2017

AUDITORS' CERTIFICATE FOR CORPORATE GOVERNANCE

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 2017, as per relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be applicable.

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 the representations made by the Directors and Management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in above mentioned Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be applicable except that :

- (i) **proviso to Regulation 17(1)(b) of (Listing Obligations and Disclosure Requirements) Regulations, 2015 which requires 50% of the directors on the board to be independent directors, has not been complied with.**
- (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 Company's Share Transfer Agents, we state that complaint letters received from shareholders during the period 01/04/2016 to 31/03/2017 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.

For **Dayal and Lohia**
Chartered Accountants
Firm Reg. No. 102200W

(Rinkit Uchat)
Partner
Membership No: 165557

Place : Mumbai.
Date : August 4, 2017

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 2017, 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 there under.

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 audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, 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, 2017;
- (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 company have incurred net loss during current and previous years. As explained in Note 27, 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, 2016 ("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", 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, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
 - (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 Company has disclosed the impact of pending litigations on its financial position in Note no. 26 of 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.
 - iv) The Company has provided requisite disclosure in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and the disclosures are in accordance with the books maintained by the Company.

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

Place: Mumbai
Date: May 26, 2017

Rinkit K. Uchat
Partner
Membership No.165557

Annexure A 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, 2017.

- 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.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- 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) According to the information and explanations given to us and on the basis of our examination of books of account, the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, the provision of clauses 3(iii)(a), (b) and (c) of the said Order are not applicable.
- iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made and guaranty and security provided.
- 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 preceding 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, 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, 2017 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/-	1998-1999	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 Income Tax on account of disputes:

Name of the Statute	Amount involved ₹	Period to which the amount relates	Forum where dispute is pending
Income Tax	34,53,167	AY 1997-98	High Court
Income Tax	1,19,98,802	AY 1998-99	High Court
Income Tax	34,43,296	AY 2009-10	ITAT

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

- viii) 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.
- ix) To the best of our knowledge and belief and according to the information and explanations given to us, the Company has not raise any money by way of initial public offer or further public offer (including debt instruments). Term loans raised during the year is applied for the purpose for which it is obtained.
- x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi) The Company has not paid/provided for any managerial remuneration during the year. Hence, the compliance of provisions of section 197 read with Schedule V to the Act, are not applicable.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

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

Place: Mumbai
Date: May 26, 2017

Rinkit K. Uchat
Partner
Membership No.165557

**ANNEXURE – ‘B’ TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE
STANDALONE FINANCIAL STATEMENTS OF RAMA PETROCHEMICALS LIMITED**

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (‘the Act’)

We have audited the internal financial controls over financial reporting of **Rama Petrochemicals Limited** (‘the Company’) as of 31st March, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the ‘Guidance Note’) and the Standards on Auditing, issued by Institute of Chartered Accountants of India and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial

reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

Place: Mumbai
Date: May 26, 2017

Rinkit K. Uchat
Partner
Membership No. 165557

BALANCE SHEET AS AT 31ST MARCH, 2017

(Amount in ₹)

Particulars	Note No.	As at 31 st March, 2017	As at 31 st March, 2016
EQUITY AND LIABILITIES :			
Shareholders' Fund :			
Share Capital	2	10,46,94,000	10,46,94,000
Reserves and Surplus	3	(70,54,09,971)	(69,17,95,688)
		(60,07,15,971)	(58,71,01,688)
Share Application Money :	4	-	14,97,75,000
Non Current Liabilities :			
Long Term Borrowings	5	32,21,25,000	15,49,00,000
Other Long Term Liabilities	6	31,03,44,140	31,03,44,140
Long Term Provisions	7	10,75,017	10,61,185
		63,35,44,157	46,63,05,325
Current Liabilities :			
Trade Payables	8	6,38,754	19,32,028
Other Current Liabilities	9	4,75,33,916	4,45,72,845
Short Term Provisions	10	17,87,572	15,15,247
		4,99,60,242	4,80,20,120
TOTAL		8,27,88,428	7,69,98,757
ASSETS :			
Non - Current Assets :			
Fixed Assets :	11		
Tangible Assets		97,16,980	1,00,73,193
Capital work in progress		2,41,20,371	2,41,20,371
Non-Current Investment	12	-	-
Long Term Loans and Advances	13	21,10,320	21,09,375
		3,59,47,671	3,63,02,939
Current Assets :			
Inventories	14	3,07,40,414	3,07,43,202
Trade Receivables	15	-	-
Cash and Bank Balances	16	26,86,177	15,86,846
Short Term Loans and Advances	17	1,30,19,803	81,67,819
Other Current Assets	18	3,94,363	1,97,951
		4,68,40,757	4,06,95,818
TOTAL		8,27,88,428	7,69,98,757
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)

RINKIT UCHAT

Partner

M. No. 165557

Place : Mumbai

Date : May 26, 2017

For and on behalf of the Board of Directors

D. N. SINGH

Technical Director

DIN : 00021741

Place : Mumbai

Date : May 26, 2017

H. D. RAMSINGHANI

Chairman

DIN : 00035416

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in ₹)

	Note No.	For the year ended 31st March, 2017	For the year ended 31st March, 2016
REVENUE			
Revenue from Operations			
Sales	19	34,04,483	70,88,338
Less : Excise Duty		-	-
Net Sales		34,04,483	70,88,338
Net Revenue from Operations		34,04,483	70,88,338
Other Income	20	16,07,094	9,82,014
TOTAL REVENUE		50,11,577	80,70,352
EXPENSES			
Purchase of Stock in Trade	21	24,02,336	38,00,321
(Increase) / Decrease in Stock in Trade		-	70,381
Employee Benefits Expense	22	57,90,178	59,32,315
Finance Cost	23	11,86,548	90,47,769
Depreciation	11	3,56,213	3,64,151
Other Expenses	24	88,90,585	2,74,65,429
TOTAL EXPENSES		1,86,25,860	4,66,80,366
Profit / (Loss) before tax		(1,36,14,283)	(3,86,10,014)
Tax Expenses		-	-
Profit / (Loss) for the Year		(1,36,14,283)	(3,86,10,014)
Earnings per Equity Share of Face Value of ₹10/- each	25		
Before Extraordinary Items :			
Basic		(1.30)	(3.69)
Diluted		(0.63)	(1.52)
After Extraordinary Items :			
Basic		(1.30)	(3.69)
Diluted		(0.63)	(1.52)

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 and on behalf of the Board of Directors

For DAYAL AND LOHIA

Chartered Accountants

(Firm Registration No. 102200W)

RINKIT UCHAT

Partner

M. No. 165557

D. N. SINGH

Technical Director

DIN : 00021741

H. D. RAMSINGHANI

Chairman

DIN : 00035416

Place : Mumbai

Date : May 26, 2017

Place : Mumbai

Date : May 26, 2017

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in ₹)

Particulars	For the year ended 31 st March, 2017	For the year ended 31 st March, 2016
A. CASHFLOW FROM OPERATING ACTIVITIES		
Net Profit / (Loss) Before Tax	(1,36,14,283)	(3,86,10,014)
Adjustment for :		
Depreciation	3,56,213	3,64,151
Interest Paid	11,86,548	90,47,769
Doubtful Claims	-	1,87,71,179
Interest Income	(4,86,126)	(2,47,346)
Dividend Income	(4,050)	(2,250)
Excess Provision written back	(88,269)	(2,29,336)
Sundry balances written back	(40)	(70)
	<u>9,64,276</u>	<u>2,77,04,097</u>
Operating Profit before Working Capital Changes	(1,26,50,007)	(1,09,05,917)
Adjustment for :		
(Increase)/Decrease in Trade & Other receivables	(50,49,341)	(5,14,946)
Increase/(Decrease) in Trade Payables & Other Liabilities	20,42,263	(28,01,293)
(Increase)/Decrease in Inventories	2,788	1,20,137
	<u>(30,04,290)</u>	<u>(31,96,102)</u>
Net Cash From / (Used in) Operative Activities (A)	<u>(1,56,54,297)</u>	<u>(1,41,02,019)</u>
B. CASHFLOW FROM INVESTING ACTIVITIES		
Dividend Income	4,050	2,250
Interest Income	4,86,126	2,47,346
	<u>4,90,176</u>	<u>2,49,596</u>
Net Cash From / (Used in) Investing Activities (B)	<u>4,90,176</u>	<u>2,49,596</u>
C. CASHFLOW FROM FINANCING ACTIVITIES		
Increase/(Decrease) in Borrowings	1,74,50,000	2,28,50,656
Interest Paid	(11,86,548)	(90,47,769)
	<u>1,62,63,452</u>	<u>1,38,02,887</u>
Net Cash From / (Used in) Financial Activities (C)	<u>1,62,63,452</u>	<u>1,38,02,887</u>
Net Increase/(Decrease) in Cash and		
Cash Equivalents (A + B + C)	10,99,331	(49,536)
Cash & Cash Equivalents (Opening Balance)	15,86,846	16,36,382
Cash & Cash Equivalents (Closing Balance)	26,86,177	15,86,846

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

RINKIT UCHAT
Partner
M. No. 165557

Place : Mumbai
Date : May 26, 2017

For and on behalf of the Board of Directors

D. N. SINGH
Technical Director
DIN : 00021741

Place : Mumbai
Date : May 26, 2017

H. D. RAMSINGHANI
Chairman
DIN : 00035416

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

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 on 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. The details of estimated life for each category of assets are as under :
 - i) Buildings – 5 to 60 years
 - ii) Plant and Machinery – 15 to 20 years
 - iii) Furniture and Fixture – 10 years
 - iv) Office Equipments – 5 years
 - v) Vehicles – 8 years
 - vi) Free hold land is not depreciated.
 - vii) Lease hold land is amortised over the life of the lease.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**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. Cash Flow Statements :

Cash flow statement is prepared in accordance with the indirect method prescribed under Accounting Standard (AS) 3 "Cash Flow Statements" issued by the Institute of Chartered Accountants of India.

9. 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.

10. 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.

11. 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.

12. 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.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

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.

13. 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.

14. 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.

15. 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 .

16. 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.

17. 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.

18. 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 STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in ₹)

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
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NOTE 2

Share Capital :

Authorised :

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

Equity Shares of ₹ 10/- each	<u>50,00,00,000</u>	<u>50,00,00,000</u>
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Issued, Subscribed and Paid - up :

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

Equity Shares of ₹ 10/- each	<u>10,46,94,000</u>	<u>10,46,94,000</u>
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Total	<u>10,46,94,000</u>	<u>10,46,94,000</u>
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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 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

Silver Eagle Inc	Nos.	30,40,000	-
	%	29.04%	-
Indo US Investment Inc	Nos.	-	30,00,000
	%	-	28.65%
Libra Mercantile Pvt. Ltd.	Nos.	14,04,401	14,04,401
	%	13.41%	13.41%
Jupiter Corporate Services Pvt. Ltd.	Nos.	6,34,330	5,93,280
	%	6.06%	5.67%

NOTE 3

Reserves and Surplus :

Capital Reserve

As Per Last Balance Sheet	60,30,000	60,30,000
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Profit and Loss Account

As Per Last Balance Sheet	(69,78,25,688)	(65,92,15,674)
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Add : Profit/(Loss) for the year	(1,36,14,283)	(3,86,10,014)
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	<u>(71,14,39,971)</u>	<u>(69,78,25,688)</u>
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Total	<u>(70,54,09,971)</u>	<u>(69,17,95,688)</u>
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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in ₹)

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
NOTE 4		
Share Application Money :		
	-	14,97,75,000
Total	-	14,97,75,000

- 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

Long Term Borrowings (Unsecured)	32,21,25,000	15,49,00,000
Total	32,21,25,000	15,49,00,000

- 5.1 Includes borrowing from related parties ₹ 317,025,000/- (Previous Year ₹ 154,900,000/-)

NOTE 6

Other Long Term Liabilities

Sales Tax Deferral	31,03,44,140	31,03,44,140
Total	31,03,44,140	31,03,44,140

- 6.1 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. The company had paid ₹ 1,989,265/- against the same.

NOTE 7

Long Term Provisions

for Employee Benefits	10,75,017	10,61,185
Total	10,75,017	10,61,185

- 7.1 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	2,79,205	2,80,313
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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 STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in ₹)

Particulars	Gratuity		Leave Encashment	
	31.03.2017	31.03.2016	31.03.2017	31.03.2016
a The Principal assumption				
Discount Rate	6.67%	7.48%	6.67%	7.48%
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	18,86,214	19,10,089	6,90,218	7,57,128
Interest Cost	1,41,089	1,50,897	51,628	59,813
Current Service Cost	52,422	54,296	32,105	38,853
Benefits Paid	-	1,50,289	66,424	2,60,575
Actuarial (gain) / Loss on obligation	(36,837)	(78,779)	1,12,174	94,999
Present Value of Closing benefit obligation	20,42,888	18,86,214	8,19,701	6,90,218
c Changes in the fair value of Plan Assets				
Opening fair value of Plan Assets	-	-	-	-
Expected Return	-	-	-	-
Contribution by employer	-	-	-	-
Benefits Paid	-	1,50,289	66,424	2,60,575
Actuarial (gains) / losses	(36,837)	(78,779)	1,12,174	94,999
Closing fair value of Plan Assets	-	-	-	-
d Liability recognised in the Balance Sheet				
Defined benefit obligation	(20,42,888)	(18,86,214)	(8,19,701)	(6,90,218)
Fair value of Plan Assets	-	-	-	-
Liability recognised in the Balance Sheet	(20,42,888)	(18,86,214)	(8,19,701)	(6,90,218)
e Expenses recognised in Statement of Profit and Loss				
Current Service Cost	52,422	54,296	32,105	38,853
Interest Cost on benefit obligation	1,41,089	1,50,897	51,628	59,813
Net Actuarial (gain) / loss recognised in the year	(36,837)	(78,779)	1,12,174	94,999
Total Expenses recognised in the Statement of Profit and Loss	1,56,674	1,26,414	1,95,907	1,93,665
f Movement in the liability recognised in the Balance Sheet				
Liability	18,86,214	19,10,089	6,90,218	7,57,128
Expenses as above	1,56,674	1,26,414	1,95,907	1,93,665
Contribution Paid	-	(1,50,289)	(66,424)	(2,60,575)
Liability	20,42,888	18,86,214	8,19,701	6,90,218

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in ₹)

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
NOTE 8		
Trade Payables :		
Due to Others	6,38,754	19,32,028
Total	6,38,754	19,32,028

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	11,44,660	-
Statutory Liabilities	1,14,70,561	1,10,96,542
Other Liabilities	3,49,18,695	3,34,76,303
Total	4,75,33,916	4,45,72,845

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 Employee Benefits (Refer Note 7.1)	17,87,572	15,15,247
Total	17,87,572	15,15,247

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

NOTE 11

Fixed Assets (At Cost)

(Amount in ₹)

Description	Gross Block			Depreciation			Net Block	
	As At 01.04.16	Addition	Deduction	As At 31.03.17	As At 01.04.16	For the Year	As At 31.03.17	As At 31.03.16
Tangible Assets								
Free Hold Land	36,10,057	-	-	36,10,057	-	-	36,10,057	36,10,057
Lease Hold Land	2,55,600	-	-	2,55,600	79,151	2,691	1,73,758	1,76,449
Buildings	2,60,49,991	-	-	2,60,49,991	1,98,59,680	2,71,145	59,19,166	61,90,311
Plant and Machinery	34,51,73,435	-	-	34,51,73,435	34,50,77,214	82,377	13,844	96,221
Furniture and Fixture	34,92,038	-	-	34,92,038	34,91,948	-	90	90
Office Equipments	44,48,251	-	-	44,48,251	44,48,191	-	60	60
Vehicles	10,93,271	-	-	10,93,271	10,93,266	-	5	5
Total	38,41,22,643	-	-	38,41,22,643	37,40,49,450	3,56,213	97,16,980	1,00,73,193
Previous Year	38,41,22,643	-	-	38,41,22,643	37,36,85,299	3,64,151	1,00,73,193	1,04,37,344
Capital work in progress							2,41,20,371	2,41,20,371

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.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in ₹)

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
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.	50,21,735	50,21,735
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	2,50,00,000	2,50,00,000
Less : Provision for diminution in the value of Investment	3,00,21,735	3,00,21,735
Total	-	-
Aggregate Value of Unquoted Investments :	NIL	NIL
NOTE 13		
Long Term Loans and Advances :		
(Unsecured)		
Security Deposits		
Considered Good	21,10,320	21,09,375
Considered doubtful	2,06,600	2,06,600
	23,16,920	23,15,975
Less : Provision for doubtful deposits	2,06,600	2,06,600
Total	21,10,320	21,09,375
CURRENT ASSETS		
NOTE 14		
Inventories (At Cost) :		
Stores and Spares	3,07,40,414	3,07,43,202
Total	3,07,40,414	3,07,43,202
14.1 For mode of valuation Refer Note 1 (11)		
NOTE 15		
Trade Receivables (Unsecured) :		
Due more than six months		
considered good	-	-
considered doubtful	3,84,116	3,84,116
	3,84,116	3,84,116
Due within six months		
considered good	-	-
	3,84,116	3,84,116
Less : Provision for Doubtful Debts	3,84,116	3,84,116
Total	-	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in ₹)

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
NOTE 16		
Cash and Bank Balances :		
Cash on hand	1,22,343	2,88,204
Balances with Scheduled Banks		
Current Accounts	13,27,071	4,69,292
Fixed Deposits	12,36,763	8,29,350
	<u>25,63,834</u>	<u>12,98,642</u>
Total	<u>26,86,177</u>	<u>15,86,846</u>

NOTE 17

Short Term Loans and Advances :

(Unsecured, considered good)

Advances recoverable in cash or in kind or for value to be received	3,11,997	3,63,142
Advances Income Tax / TDS	1,26,551	1,01,050
Balance with Central Excise	79,28,652	73,11,639
Other Advances		
considered good	46,52,603	3,91,988
considered doubtful	2,28,24,570	2,28,24,570
	<u>2,74,77,173</u>	<u>2,32,16,558</u>
Less : Provision for Doubtful Advances	2,28,24,570	2,28,24,570
	<u>46,52,603</u>	<u>3,91,988</u>
Total	<u>1,30,19,803</u>	<u>81,67,819</u>

NOTE 18

Other Current Assets :

Interest Accrued but not due	2,72,102	1,55,451
Claims Receivable (Refer Note 18.1)	1,87,71,179	1,87,71,179
Less : Provision for Doubtful claims receivable	1,87,71,179	1,87,71,179
	-	-
Dues from Subsidiary Company	30,86,44,140	30,86,44,140
Less : Provision for Doubtful Dues	30,86,44,140	30,86,44,140
	-	-
Other Receivable	1,22,261	42,500
Total	<u>3,94,363</u>	<u>1,97,951</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. Since the matter is pending with High Court, claims for the same is provided in the books of accounts.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in ₹)

Particulars	For the year ended 31 st March, 2017	For the year ended 31 st March, 2016
Revenue from Operations :		
NOTE 19		
Sales :		
Sales Traded Goods	34,04,483	70,88,338
Less : Excise Duty	-	-
Total	<u>34,04,483</u>	<u>70,88,338</u>
19.1 Particulars of Sales - Traded Goods		
Sulphuric Acid	34,04,483	70,88,338
NOTE 20		
Other Income :		
Interest Income	4,86,126	2,47,346
Dividend Income	4,050	2,250
Rent Income	10,28,609	1,64,562
Sundry Balances Written Back	40	70
Miscellaneous Income	88,269	5,67,786
Total	<u>16,07,094</u>	<u>9,82,014</u>
NOTE 21		
Purchase of Stock in Trade :		
Traded Goods		
Purchases	24,02,336	38,00,321
Total	<u>24,02,336</u>	<u>38,00,321</u>
21.1 Particulars of Cost - Traded Goods		
Sulphuric Acid	24,02,336	38,00,321
NOTE 22		
Employee Benefits Expenses :		
Salaries, Wages and Allowances	50,99,219	52,63,858
Contribution to P.F./F.P.F. and other Funds	4,35,951	4,06,799
Welfare & Other Amenities	2,55,008	2,61,658
Total	<u>57,90,178</u>	<u>59,32,315</u>

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in ₹)

Particulars	For the year ended 31 st March, 2017	For the year ended 31 st March, 2016
NOTE 23		
Finance Cost :		
Interest	11,86,548	90,47,769
Total	<u>11,86,548</u>	<u>90,47,769</u>
NOTE 24		
Other Expenses :		
Power and Fuel	6,49,948	6,43,352
Consumption of Stores and Spares	1,21,724	2,28,823
Repairs to :		
Building	59,209	34,672
Plant and Machinery	4,07,928	5,10,377
Others	<u>4,36,142</u>	<u>4,60,118</u>
	9,03,279	10,05,167
Insurance	3,90,427	3,31,751
Rates, Taxes and Duties	5,77,320	5,74,735
Director's Sitting Fees	68,600	54,130
Auditor's Remuneration		
Audit Fees	1,00,000	1,00,000
Tax Audit Fees	-	-
Other Capacity	75,000	60,152
Reimbursement of Expenses	648	531
SBC & KKC Paid	<u>1,080</u>	<u>-</u>
	1,76,728	1,60,683
Security Charges	27,00,489	25,68,811
Conveyance	6,11,945	7,01,274
Postage and Telegram	6,64,783	3,92,496
Legal and Professional Charges	6,90,167	8,15,077
Share Department Expenses	4,93,011	3,94,353
Provision for Doubtful Claims	-	1,87,71,179
Miscellaneous Expenses	<u>8,42,164</u>	<u>8,23,598</u>
Total	<u>88,90,585</u>	<u>2,74,65,429</u>

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

Note 25

Earning Per Share (EPS)

Sr. No.	Particulars	For the Year Ended 31 st March, 2017	For the Year Ended 31 st March, 2016
i	Net Profit / (Loss) after Tax as per statement of profit and loss attributable to Equity Shareholders (Before Extraordinary items) (Amount in ₹)	(1,36,14,283)	(3,86,10,014)
ii	Net Profit / (Loss) after Tax as per statement of profit and loss attributable to Equity Shareholders (After Extraordinary items) (Amount in ₹)	(1,36,14,283)	(3,86,10,014)
iii	Weighted Average number of Equity Shares outstanding	1,04,69,400	1,04,69,400
iv	Weighted Average number of Equity Shares including diluted potential equity shares outstanding during the year	2,17,53,818	2,54,46,900
v	Face Value of Equity Shares in ₹	10.00	10.00
vi	Basic Earning per Equity Share (Before Extraordinary item)	(1.30)	(3.69)
vii	Diluted Earning per Equity Share (Before Extraordinary item)	(0.63)	(1.52)
viii	Basic Earning per Equity Share (After Extraordinary item)	(1.30)	(3.69)
ix	Diluted Earning per Equity Share (After Extraordinary item)	(0.63)	(1.52)

Note 26

Contingent Liabilities :

- a. Claims against the company not acknowledged are as follows :

(Amount in ₹)

Name of the Statute	2016 - 17	2015 - 16
Income Tax	1,88,95,265	1,88,95,265
Irrigation Department	25,92,05,087	25,92,05,087
Total	27,81,00,352	27,81,00,352

The Company is in appeal for these claims.

- b. Guarantees / Counter Guarantees given to Banks, Financial Institutions and other Body Corporate ₹ 91,00,00,000/- (Previous Year ₹ 90,96,00,000/-)

Note 27

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 28

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 29

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 STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

Note 30

Segment Reporting :

The company has the following primary segments during the year :

- 1 Methanol
- 2 Trading Goods

Information about Primary Business Segment :

(Amount in ₹)

Particulars	Methanol		Trading		Total	
	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
Segment Revenue	-	-	34,04,483	70,88,338	34,04,483	70,88,338
Segment Results before interest, exceptional / extraordinary items and tax	(96,85,167)	(2,92,98,159)	10,02,147	32,88,017	(86,83,020)	(2,60,10,142)
Net Unallocable (Income)/Expenses					37,44,715	35,52,103
Finance Cost					11,86,548	90,47,769
Profit/(Loss) before Tax					(1,36,14,283)	(3,86,10,014)

Other Information

(Amount in ₹)

Particulars	Methanol		Trading		Unallocable		Total	
	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
Segment Assets	7,84,07,353	7,68,97,707	42,54,524	-	1,26,551	1,01,050	8,27,88,428	7,69,98,757
Segment Liabilities	68,23,59,739	66,27,31,715	11,44,660	13,68,730	-	-	68,35,04,399	66,41,00,445
Depreciation	3,56,213	3,64,151	-	-	-	-	3,56,213	3,64,151
Non cash expenses other than depreciation	-	-	-	-	-	-	-	-

Note 31

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 (upto 09/11/2016) Silver Eagle Inc (from 10/11/2016)
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 STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

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
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 Transaction	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	
		2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
1	Sale of Goods (without tax)	-	-	-	-	34,04,483	70,68,491
2	Loans / Advances Taken	-	-	-	-	49,34,50,000	17,10,00,000
3	Loans / Advances Repaid	-	-	-	-	44,81,00,000	2,29,50,000
4	Receipt of Share Application money converted into loan	-	-	-	-	14,97,75,000	-
5	Sitting Fees to KMP	-	-	14,000	10,000	-	-
6	Balance Outstanding						
	Loans / Advances Payable	-	-	-	-	31,70,25,000	15,49,00,000
	Loans / Advances Receivable *	30,86,44,140	30,86,44,140	-	-	-	-
	Advance from Customers	-	-	-	-	11,44,660	-
	Share Application Money	-	-	-	-	-	14,97,75,000
7	Sharing of infrastructure and resources	-	-	-	-	This transaction is of non monetary consideration	This transaction is of non monetary consideration
8	Guarantees Outstanding	-	-	-	-	90,95,00,000	90,95,00,000

* This is fully provided as doubtful.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

C) Disclosure in respect of Related Party Transactions :

(Amount in ₹)

Sr. No.	Nature of Transaction	2016 - 2017	2015 - 2016
1	Sale of Goods (without tax) Rama Phosphates Ltd	34,04,483	70,68,491
2	Loans / Advances taken Rainbow Denim Ltd. Bluelagoon Investment Pvt. Ltd. Rainbow Agri Industries Ltd.	20,00,00,000 23,05,50,000 6,29,00,000	- 10,40,00,000 6,70,00,000
3	Loans / Advances Repaid Rainbow Denim Ltd. Bluelagoon Investment Pvt. Ltd. Rainbow Agri Industries Ltd.	20,00,00,000 16,14,00,000 11,97,00,000	- 2,24,50,000 5,00,000
4	Receipt of Share Application money converted into loan Rainbow Agri Industries Ltd.	14,97,75,000	-
5	Balances Outstanding Loans / Advances Payable Bluelagoon Investment Pvt. Ltd. Rainbow Agri Industries Ltd. Loans / Advances Receivable Rama Capital & Fiscal Services Pvt. Ltd. Advance from Customers Rama Phosphates Ltd. Share Application Money Rainbow Agri Industries Ltd.	 15,75,50,000 15,94,75,000 30,86,44,140 11,44,660 - -	 8,84,00,000 6,65,00,000 30,86,44,140 - 14,97,75,000
6	Sharing of Infrastructure & Resources Rama Enterprises	This transaction is of non monetary consideration	This transaction is of non monetary consideration

Note 32

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 :

(Amount in ₹)

Particulars	As At 31 st March, 2017	As At 31 st March, 2016
Deferred Tax Liability on account of :		
Difference between WDV of Fixed Assets	12,82,543	13,34,487
Deferred Tax Assets on account of :		
Disallowances u/s 43B	50,04,464	47,61,113
Other Provisions	1,30,35,617	1,30,35,617
Carried forward Losses as per Income Tax	3,47,62,635	3,15,68,444
Total Deferred Tax Asset	5,28,02,716	4,93,65,174
Net Deferred Tax Asset/ (Liability)	5,15,20,173	4,80,30,687

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

Note 33

Disclosure on Specified Bank Notes (SBN's)

During the year, the company had specified bank notes or other denomination notes as defined in the MCA notification G.S.R. 308(E) dated March 31, 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from November 08, 2016 to December 30, 2016, the denomination wise SBNs and other notes as per notification is given below :

(Amount in ₹)

Particular	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	54,000	12,224	66,224
(+) Permitted receipts	-	-	-
(-) Permitted payments	-	67,982	67,982
(+) Amount withdrawn from Banks	-	3,18,000	3,18,000
(-) Amount deposited in Banks	54,000	-	54,000
Closing cash in hand as on 30.12.2016	-	2,62,242	2,62,242

For the purpose of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E) dated 08th November 2016.

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)

RINKIT UCHAT
Partner
M. No. 165557

Place : Mumbai
Date : May 26, 2017

For and on behalf of the Board of Directors

D. N. SINGH
Technical Director
DIN : 00021741

Place : Mumbai
Date : May 26, 2017

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 subsidiary (the Holding Company and its subsidiary together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at 31st March 2017, 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, are 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 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. 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 audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, 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 Consolidated Balance Sheet, of the consolidated state of affairs of the Group as at March 31, 2017;

(b) in the case of the Consolidated Statement of Profit and Loss, of the Consolidated Loss for the year ended on that date; and

(c) in the case of the Consolidated 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 company have incurred net loss during current and previous years. As explained in Note 28, the management is of the view that the 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 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 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, 2017 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, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- (g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and operating effectiveness of such controls, refer to our separate report in "Annexure A"; and
- (h) 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 27 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.
- iv) The Group has provided requisite disclosure in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and the disclosures are in accordance with the books maintained by the Group.

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

Rinkit K. Uchat
Partner
Membership No. 165557

Place: Mumbai
Date : May 26, 2017

**ANNEXURE – ‘A’ TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE
CONSOLIDATED FINANCIAL STATEMENTS OF RAMA PETROCHEMICALS LIMITED AND ITS
SUBSIDIARY COMPANY**

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (‘the Act’)

In conjunction with our audit of the consolidated financial statements of the Group as of and for the year ended 31st March 2017, we have audited the internal financial controls over financial reporting 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”), as of that date.

Management’s Responsibility for Internal Financial Controls

The Holding Company’s Board of Directors, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to group’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Group’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered

Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Holding company and its subsidiary company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Group, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

Rinkit K. Uchat
Partner
Membership No. 165557

Place: Mumbai
Date : May 26, 2017

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2017

(Amount in ₹)

Particulars	Note No.	As at 31 st March, 2017	As at 31 st March, 2016
EQUITY AND LIABILITIES :			
Shareholders' Fund :			
Share Capital	2	10,46,94,000	10,46,94,000
Reserves and Surplus	3	(63,26,11,715)	(61,88,49,250)
		(52,79,17,715)	(51,41,55,250)
Share Application Money :	4	-	14,97,75,000
Non Current Liabilities :			
Long Term Borrowings	5	35,26,52,063	18,54,27,063
Other Long Term Liabilities	6	31,03,44,140	31,03,44,140
Long Term Provisions	7	10,75,017	10,61,185
		66,40,71,220	49,68,32,388
Current Liabilities :			
Trade Payables	8	6,38,754	19,32,028
Other Current Liabilities	9	4,75,70,948	4,46,08,267
Short Term Provisions	10	17,87,572	15,15,247
		4,99,97,274	4,80,55,542
TOTAL		18,61,50,779	18,05,07,680
ASSETS :			
Non - Current Assets :			
Fixed Assets :	11		
Tangible Assets		1,04,41,052	1,08,15,913
Capital work in progress		2,41,20,371	2,41,20,371
Non-Current Investment	12	10,25,00,000	10,25,00,000
Long Term Loans and Advances	13	21,11,001	21,10,056
		13,91,72,424	13,95,46,340
Current Assets :			
Inventories	14	3,07,44,801	3,07,49,407
Trade Receivables	15	-	-
Cash and Bank Balances	16	28,12,488	18,40,838
Short Term Loans and Advances	17	1,30,26,703	81,73,144
Other Current Assets	18	3,94,363	1,97,951
		4,69,78,355	4,09,61,340
TOTAL		18,61,50,779	18,05,07,680
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)

For and on behalf of the Board of Directors

RINKIT UCHAT
Partner
M. No. 165557

D. N. SINGH
Technical Director
DIN : 00021741

H.D.RAMSINGHANI
Chairman
DIN : 00035416

Place : Mumbai
Date : May 26, 2017

Place : Mumbai
Date : May 26, 2017

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in ₹)

Particulars	Note No.	For the year ended 31 st March, 2017	For the year ended 31 st March, 2016
REVENUE			
Revenue from Operations			
Sales	19	34,18,997	71,11,116
Less : Excise Duty		-	-
Net Sales		34,18,997	71,11,116
Net revenue from Operations		34,18,997	71,11,116
Other Income	20	16,12,707	9,94,397
TOTAL REVENUE		50,31,704	81,05,513
EXPENSES			
Purchase of Stock in Trade	21	24,02,336	38,20,803
Change in inventories of stock in trade	22	1,818	70,451
Employee Benefits Expense	23	57,90,178	59,32,315
Finance Cost	24	11,86,548	90,47,769
Depreciation	11	3,74,861	3,82,799
Other Expenses	25	90,38,428	2,76,38,566
TOTAL EXPENSES		1,87,94,169	4,68,92,703
Profit / (Loss) before tax		(1,37,62,465)	(3,87,87,190)
Tax Expenses		-	-
Profit / (Loss) for the Year		(1,37,62,465)	(3,87,87,190)
Earnings per Equity Share of Face Value of ₹ 10/- each	26		
Before Extraordinary Items :			
Basic		(1.31)	(3.70)
Diluted		(0.63)	(1.52)
After Extraordinary Items :			
Basic		(1.31)	(3.70)
Diluted		(0.63)	(1.52)
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)

For and on behalf of the Board of Directors

RINKIT UCHAT
Partner
M. No. 165557

D. N. SINGH
Technical Director
DIN : 00021741

H.D.RAMSINGHANI
Chairman
DIN : 00035416

Place : Mumbai
Date : May 26, 2017

Place : Mumbai
Date : May 26, 2017

CONSOLIDATED CASHFLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in ₹)

Particulars	For the Year Ended 31st March, 2017	For the Year Ended 31st March, 2016
A. CASHFLOW FROM OPERATING ACTIVITIES		
Net Profit / (Loss) Before Tax	(1,37,62,465)	(3,87,87,190)
Adjustment for :		
Depreciation	3,74,861	3,82,799
Interest Paid	11,86,548	90,47,769
Doubtful Claims	-	1,87,71,179
Interest Income	(4,86,157)	(2,47,399)
Dividend Income	(7,605)	(5,592)
Sale of Shares	(14,514)	(1,460)
Excess Provision written back	(88,269)	(2,38,324)
Sundry balances written back	(40)	(70)
	<u>9,64,824</u>	<u>2,77,08,902</u>
Operating Profit before Working Capital Changes	(1,27,97,641)	(1,10,78,288)
Adjustment for :		
(Increase)/Decrease in Trade & Other receivables	(50,50,916)	(5,17,929)
Increase/(Decrease) in Trade Payables & Other Liabilities	20,43,873	(28,06,899)
(Increase)/Decrease in Inventories	4,606	1,20,207
	<u>(30,02,437)</u>	<u>(32,04,621)</u>
Net Cash From / (Used in) Operative Activities (A)	<u>(1,58,00,078)</u>	<u>(1,42,82,909)</u>
B. CASHFLOW FROM INVESTING ACTIVITIES		
Dividend Income	7,605	5,592
Sale of Shares	14,514	1,460
Interest Income	4,86,157	2,47,399
	<u>5,08,276</u>	<u>2,54,451</u>
Net Cash From / (Used in) Investing Activities (B)	<u>5,08,276</u>	<u>2,54,451</u>
C. CASHFLOW FROM FINANCING ACTIVITIES		
Increase / (Decrease) in Borrowings	1,74,50,000	2,28,50,656
Interest Paid	(11,86,548)	(90,47,769)
	<u>1,62,63,452</u>	<u>1,38,02,887</u>
Net Cash From / (Used in) Financial Activities (C)	<u>1,62,63,452</u>	<u>1,38,02,887</u>
Net Increase/(Decrease) in Cash and		
Cash Equivalents (A + B + C)	9,71,650	(2,25,571)
Cash & Cash Equivalents (Opening Balance)	18,40,838	20,66,409
Cash & Cash Equivalents (Closing Balance)	28,12,488	18,40,838

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

RINKIT UCHAT
Partner
M. No. 165557

D. N. SINGH
Technical Director
DIN : 00021741

H.D.RAMSINGHANI
Chairman
DIN : 00035416

Place : Mumbai
Date : May 26, 2017

Place : Mumbai
Date : May 26, 2017

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

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 book 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, 2017.

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.
- c. Individual assets acquired for less than ₹ 5,000/- are depreciated fully in the year of acquisition.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

d. The details of estimated life for each category of assets are as under :

- i) Buildings – 5 to 60 years
- ii) Plant and Machinery – 15 to 20 years
- iii) Furniture and Fixture – 10 years
- iv) Office Equipments – 5 years
- v) Vehicles – 8 years
- vi) Free hold land is not depreciated.
- vii) Lease hold land is amortised over the life of the 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. Cash Flow Statements :

Cash flow statement is prepared in accordance with the indirect method prescribed under Accounting Standard (AS) 3 "Cash Flow Statements" issued by the Institute of Chartered Accountants of India.

9. 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.

10. 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.

11. 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.

12. 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.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

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.

- 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.

13. 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.

14. 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

15. 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.

16. 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.

17. 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.

18. 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.

19. 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 STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in ₹)

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
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NOTE 2

Share Capital :

Authorised :

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

Equity Shares of ₹ 10/- each	<u>50,00,00,000</u>	<u>50,00,00,000</u>
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Issued, Subscribed and Paid - up :

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

Equity Shares of ₹ 10/- each	<u>10,46,94,000</u>	<u>10,46,94,000</u>
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Total	<u>10,46,94,000</u>	<u>10,46,94,000</u>
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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

Silver Eagle Inc	Nos.	30,40,000	-
	%	29.04%	-
Indo Us Investment Inc	Nos.	-	30,00,000
	%	-	28.65%
Libra Mercantile Pvt. Ltd.	Nos.	14,04,401	14,04,401
	%	13.41%	13.41%
Jupiter Corporate Services Pvt Ltd.	Nos.	6,34,330	5,93,280
	%	6.06%	5.67%

NOTE 3

Reserves and Surplus :

Capital Reserve

As per last Balance Sheet	60,30,000	60,30,000
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Profit and Loss Account

As per last Balance Sheet	(62,48,79,250)	(58,60,92,060)
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Add : Profit / (Loss) for the year	(1,37,62,465)	(3,87,87,190)
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	<u>(63,86,41,715)</u>	<u>(62,48,79,250)</u>
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Total	<u>(63,26,11,715)</u>	<u>(61,88,49,250)</u>
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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in ₹)

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
NOTE 4		
Share Application Money :	-	14,97,75,000
Total	-	14,97,75,000

- 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 CURENT LIABILITIES :

NOTE 5

Long Term Borrowings (Unsecured)	35,26,52,063	18,54,27,063
Total	35,26,52,063	18,54,27,063

- 5.1 Includes borrowing from related parties ₹ 347,552,063/- (Previous Year ₹ 185,427,063/-)

NOTE 6

Other Long Term Liabilities

Sales Tax Deferral	31,03,44,140	31,03,44,140
Total	31,03,44,140	31,03,44,140

- 6.1 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. The company had paid ₹ 1,989,265/- against the same.

NOTE 7

Long Term Provisions

for Employee Benefits	10,75,017	10,61,185
Total	10,75,017	10,61,185

- 7.1 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	2,79,205	2,80,313
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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 CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in ₹)

Particulars	Gratuity		Leave Encashment	
	31.03.2017	31.03.2016	31.03.2017	31.03.2016
a The Principal assumption				
Discount Rate	6.67%	7.48%	6.67%	7.48%
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	18,86,214	19,10,089	6,90,218	7,57,128
Interest Cost	1,41,089	1,50,897	51,628	59,813
Current Service Cost	52,422	54,296	32,105	38,853
Benefits Paid	-	1,50,289	66,424	2,60,575
Actuarial (gain) / Loss on obligation	(36,837)	(78,779)	1,12,174	94,999
Present Value of Closing benefit obligation	20,42,888	18,86,214	8,19,701	6,90,218
c Changes in the fair value of Plan Assets				
Opening fair value of Plan Assets	-	-	-	-
Expected Return	-	-	-	-
Contribution by employer	-	-	-	-
Benefits Paid	-	1,50,289	66,424	2,60,575
Actuarial (gains) / losses	(36,837)	(78,779)	1,12,174	94,999
Closing fair value of Plan Assets	-	-	-	-
d Liability recognised in the Balance Sheet				
Defined benefit obligation	(20,42,888)	(18,86,214)	(8,19,701)	(6,90,218)
Fair value of Plan Assets	-	-	-	-
Liability recognised in the Balance Sheet	(20,42,888)	(18,86,214)	(8,19,701)	(6,90,218)
e Expenses recognised in Statement of Profit and Loss				
Current Service Cost	52,422	54,296	32,105	38,853
Interest Cost on benefit obligation	1,41,089	1,50,897	51,628	59,813
Net Actuarial (gain) / loss recognised in the year	(36,837)	(78,779)	1,12,174	94,999
Total Expenses recognised in the Statement of Profit and Loss	1,56,674	1,26,414	1,95,907	1,93,665
f Movement in the liability recognised in the Balance Sheet				
Liability	18,86,214	19,10,089	6,90,218	7,57,128
Expenses as above	1,56,674	1,26,414	1,95,907	1,93,665
Contribution Paid	-	(1,50,289)	(66,424)	(2,60,575)
Liability	20,42,888	18,86,214	8,19,701	6,90,218

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in ₹)

- 7.2 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, 2017

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
NOTE 8		
Trade Payables :		
Due to others	6,38,754	19,32,028
Total	<u>6,38,754</u>	<u>19,32,028</u>

- 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	11,44,660	-
Statutory Liabilities	1,14,73,461	1,10,99,484
Other Liabilities	3,49,52,827	3,35,08,783
Total	<u>4,75,70,948</u>	<u>4,46,08,267</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 Employee Benefits (Refer Note 7.1)	17,87,572	15,15,247
Total	<u>17,87,572</u>	<u>15,15,247</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

NOTE 11

Fixed Assets (At Cost)

(Amount in ₹)

DESCRIPTION	Gross Block			Depreciation			Net Block		
	As At 01.04.16	Addition	Deduction	As At 31.03.17	As At 01.04.16	For the Year	Deductions / Adjustments	As At 31.03.17	As At 31.03.16
Tangible Assets									
Free Hold Land	36,10,057	-	-	36,10,057	-	-	-	36,10,057	36,10,057
Lease Hold Land	2,55,600	-	-	2,55,600	79,151	2,691	-	81,842	1,76,449
Buildings	2,71,74,316	-	-	2,71,74,316	2,02,41,291	2,89,793	-	2,05,31,084	69,33,025
Plant and Machinery	34,51,73,435	-	-	34,51,73,435	34,50,77,214	82,377	-	34,51,59,591	96,221
Furniture and Fixture	43,70,665	-	-	43,70,665	43,70,574	-	-	43,70,574	91
Office Equipments	47,97,521	-	-	47,97,521	47,97,456	-	-	47,97,456	65
Vehicles	10,93,271	-	-	10,93,271	10,93,266	-	-	10,93,266	5
Total	38,64,74,865	-	-	38,64,74,865	37,56,58,952	3,74,861	-	37,60,33,813	1,08,15,913
Previous Year	38,64,74,865	-	-	38,64,74,865	37,52,76,153	3,82,799	-	37,56,58,952	1,11,98,712
Capital work in progress								2,41,20,371	2,41,20,371

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

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in ₹)

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
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.	4,63,80,000	4,63,80,000
NIL(Previous Year 14,030) Equity Shares of ₹ 10/- each in Optical Disc Marketing (India) Pvt. Ltd. fully paid up. (Refer Note 12.1)	-	5,61,20,000
14,591 (Previous Year NIL) Equity Shares of ₹ 10/- each in Disha Infin Consultants Pvt. Ltd. fully paid up. (Refer Note 12.1)	5,61,20,000	-
Total	<u>10,25,00,000</u>	<u>10,25,00,000</u>
Aggregate Value of Unquoted Investments :		
At Cost Price	10,25,00,000	10,25,00,000

12.1 Shares received on amalgamation of Optical Disc Marketing (India) Pvt. Ltd. into Disha Infin Consultants Pvt. Ltd.

NOTE 13

**Long Term Loans and Advances :
(Unsecured)**

Security Deposits		
Considered Good	21,11,001	21,10,056
Considered doubtful	2,06,600	2,06,600
	<u>23,17,601</u>	<u>23,16,656</u>
Less : Provision for doubtful deposits	2,06,600	2,06,600
Total	<u>21,11,001</u>	<u>21,10,056</u>

CURRENT ASSETS

NOTE 14

Inventories (At Cost) :

Stores and Spares	3,07,40,414	3,07,43,202
Stock in Trade - Shares	4,387	6,205
Total	<u>3,07,44,801</u>	<u>3,07,49,407</u>

Details of inventories - Shares

Aarvee Denim Ltd.	-	770
C J Gelatine Ltd.	-	348
K G Denim Ltd.	-	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.	2,940	2,940
Reliance Capital Ltd.	97	97

14.1 For mode of valuation Refer Note 1 (B-11)

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in ₹)

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
NOTE 15		
Trade Receivables (Unsecured) :		
Due more than six months considered good	-	-
considered doubtful	3,84,116	3,84,116
	<u>3,84,116</u>	<u>3,84,116</u>
Due within six months considered good	-	-
	<u>3,84,116</u>	<u>3,84,116</u>
Less : Provision for Doubtful Debts	3,84,116	3,84,116
Total	<u>-</u>	<u>-</u>
NOTE 16		
Cash and Bank Balances :		
Cash on hand	1,34,973	3,13,521
Balances with Scheduled Banks		
Current Accounts	14,40,752	6,97,967
Fixed Deposits	12,36,763	8,29,350
	<u>26,77,515</u>	<u>15,27,317</u>
Total	<u>28,12,488</u>	<u>18,40,838</u>
NOTE 17		
Short Term Loans and Advances :		
(Unsecured, considered good)		
Advances recoverable in cash or in kind or for value to be received	3,18,897	3,68,467
Advances Income Tax / TDS	1,26,551	1,01,050
Balance with Central Excise	79,28,652	73,11,639
Other Advances considered good	46,52,603	3,91,988
considered doubtful	2,28,24,570	2,28,24,570
	<u>2,74,77,173</u>	<u>2,32,16,558</u>
Less : Provision for Doubtful Advances	2,28,24,570	2,28,24,570
	<u>46,52,603</u>	<u>3,91,988</u>
Total	<u>1,30,26,703</u>	<u>81,73,144</u>
NOTE 18		
Other Current Assets :		
Interest Accrued but not due	2,72,102	1,55,451
Claims receivable (Refer Note 18.1)	1,87,71,179	1,87,71,179
Less : Provision for doubtful claims receivable	1,87,71,179	1,87,71,179
	<u>-</u>	<u>-</u>
Other Receivable	1,22,261	42,500
Total	<u>3,94,363</u>	<u>1,97,951</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. Since the matter is pending with High Court, claims for the same is provided in the books of accounts.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in ₹)

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Revenue from Operations :		
NOTE 19		
Sales :		
Sales - Traded Goods	34,04,483	71,09,656
Less : Excise duty	-	-
Sales - Others	14,514	1,460
Total	34,18,997	71,11,116
19.1 Particulars of Sales - Traded Goods		
Sulphuric Acid	34,04,483	71,09,656
Shares	14,514	1,460
NOTE 20		
Other Income :		
Interest Income	4,86,157	2,47,399
Dividend Income	7,605	5,592
Rent Income	10,28,609	1,64,562
Miscellaneous Income	90,296	5,76,774
Sundry Balances Written Back	40	70
Total	16,12,707	9,94,397
NOTE 21		
Purchases of Stock in Trade :		
Traded Goods		
Purchases	24,02,336	38,20,803
Total	24,02,336	38,20,803
21.1 Particulars of Cost - Traded Goods		
Sulphuric Acid	24,02,336	38,20,803
NOTE 22		
Changes in Inventories of Stock in Trade :		
Opening Stock	6,205	76,656
Add : Transfer / Adjustments	-	-
Less : Closing Stock	4,387	6,205
Total	1,818	70,451

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in ₹)

Particulars	For the year ended 31 st March, 2017	For the year ended 31 st March, 2016
NOTE 23		
Employee Benefits Expenses :		
Salaries, Wages and Allowances	50,99,219	52,63,858
Contribution to P.F./F.P.F. and other Funds	4,35,951	4,06,799
Welfare & Other Amenities	2,55,008	2,61,658
Total	<u>57,90,178</u>	<u>59,32,315</u>
NOTE 24		
Finance Cost :		
Interest	11,86,548	90,47,769
Total	<u>11,86,548</u>	<u>90,47,769</u>
NOTE 25		
Other Expenses :		
Power and Fuel	6,68,145	6,58,401
Consumption of Stores and Spares	1,21,724	2,28,823
Repairs to :		
Building	59,209	34,672
Plant and Machinery	4,07,928	5,10,377
Others	4,36,142	4,60,118
	<u>9,03,279</u>	<u>10,05,167</u>
Insurance	3,91,169	3,32,464
Rates, Taxes and Duties	6,39,614	6,45,064
Director's Sitting Fees	68,600	54,130
Auditor's Remuneration		
Audit Fees	1,29,000	1,28,235
Tax Audit Fees	-	-
Other Capacity	75,000	1,00,087
Reimbursement of Expenses	668	557
SBC Paid	5,430	-
	<u>2,10,098</u>	<u>2,28,879</u>
Security Charges	27,00,489	25,68,811
Conveyance	6,11,945	7,01,274
Postage and Telegram	6,64,783	3,92,496
Legal and Professional Charges	7,09,752	8,17,367
Share Department Expenses	4,93,011	3,94,353
Provision for Doubtful Claims	-	1,87,71,179
Miscellaneous Expenses	8,55,819	8,40,158
Total	<u>90,38,428</u>	<u>2,76,38,566</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in ₹)

NOTE 26

Earning Per Share (EPS)

Sr. No.	Particulars	For the Year Ended 31st March, 2017	For the Year Ended 31st March, 2016
i	Net Profit / (Loss) after Tax as per statement of profit and loss attributable to Equity Shareholders (Before Extraordinary items) (Amount in ₹)	(1,37,62,465)	(3,87,87,190)
ii	Net Profit / (Loss) after Tax as per statement of profit and loss attributable to Equity Shareholders (After Extraordinary items) (Amount in ₹)	(1,37,62,465)	(3,87,87,190)
iii	Weighted Average number Equity Shares outstanding	1,04,69,400	1,04,69,400
iv	Weighted Average number of Equity Shares including diluted potential equity shares outstanding during the year	2,17,53,818	2,54,46,900
v	Face Value of Equity Shares in ₹	10.00	10.00
vi	Basic Earning per Equity Share (Before Extraordinary item)	(1.31)	(3.70)
vii	Diluted Earning per Equity Share (Before Extraordinary item)	(0.63)	(1.52)
viii	Basic Earning per Equity Share (After Extraordinary item)	(1.31)	(3.70)
ix	Diluted Earning per Equity Share (After Extraordinary item)	(0.63)	(1.52)

NOTE 27

Contingent Liabilities

- a. Claims against the company not acknowledge are as :

Name of the Statute	2016 - 17	2015 - 16
Income Tax	2,44,91,973	2,44,91,973
Irrigation Department	25,92,05,087	25,92,05,087
Total	28,36,97,060	28,36,97,060

The Company is in appeal for these claims.

- b. Guarantees / Counter Guarantees given to Banks, Financial Institutions and other Body Corporate ₹ 91,00,00,000/- (Previous Year ₹ 90,96,00,000/-)

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 CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

NOTE 31

Segment Reporting :

The company has the primary segments during the year :

1 Methanol

2 Trading Goods

Information about Primary Business Segments :

(Amount in ₹)

Particulars	Methanol		Trading Goods		Total	
	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
Segment Revenue	-	-	34,04,483	71,11,116	34,04,483	71,11,116
Segment Results before interest, exceptional / extraordinary items and tax	(96,85,167)	(2,92,98,159)	10,02,147	32,90,243	(86,83,020)	(2,60,07,916)
Net Unallocable (Income) / Expenses					38,92,897	37,31,505
Finance Cost					11,86,548	90,47,769
Profit / (Loss) before Tax					(1,37,62,465)	(3,87,87,190)

Other Information

(Amount in ₹)

Particulars	Methanol		Trading		Unallocable		Total	
	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
Segment Assets	7,84,07,353	7,68,97,707	42,54,524	-	10,34,88,902	10,36,09,973	18,61,50,779	18,05,07,680
Segment Liabilities	68,23,59,739	66,27,31,715	11,44,660	13,68,730	3,05,64,095	3,05,62,485	71,40,68,494	69,46,62,930
Depreciation	3,56,213	3,64,151	-	-	18,648	18,648	3,74,861	3,82,799
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	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 (upto 09/11/2016) Silver Eagle Inc.(from 10/11/2016)
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 CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

Sr. No.	Relationship	Related Parties
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
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 Transaction	Key management personnel and their relatives		Enterprises over which KMP, with their relatives, is able to exercise significant influence	
		2016-17	2015-16	2016-17	2015-16
1	Sale of Goods (without tax)	-	-	34,04,483	70,68,491
2	Loans/ Advances Taken	-	-	49,34,50,000	17,10,00,000
3	Loans/Advances Repaid	-	-	48,11,00,000	2,29,50,000
4	Receipt of Share Application money converted into loan	-	-	14,97,75,000	-
5	Sitting Fees to KMP	14,000	10,000	-	-
6	Balance Outstanding				
	Advance from customers	-	-	11,44,660	-
	Loans/Advances Payable	-	-	34,75,52,063	18,54,27,063
	Share Application Money	-	-	-	14,97,75,000
7	Sharing of infrastructure and resources	-	-	This transaction is of non monetary consideration	This transaction is of non monetary consideration
8	Securities pledged for loan taken by others	-	-	This transaction is of non monetary consideration	This transaction is of non monetary consideration
9	Guarantees Outstanding	-	-	90,95,00,000	90,95,00,000

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

C) Disclosure in respect of Related Party Transactions :

(Amount in ₹)

Sr. No.	Nature of Transaction	2016 - 2017	2015 - 2016
1	Sale of Goods (without tax) Rama Phosphates Ltd.	34,04,483	70,68,491
2	Loans / Advances taken Rainbow Denim Ltd. Bluelagoon Investment Pvt. Ltd. Rainbow Agri Industries Ltd.	20,00,00,000 23,05,50,000 6,29,00,000	- 10,40,00,000 6,70,00,000
3	Loans / Advances Repaid Rainbow Denim Ltd. Bluelagoon Investment Pvt. Ltd. Rainbow Agri Industries Ltd.	20,00,00,000 16,14,00,000 8,67,00,000	- 2,24,50,000 5,00,000
4	Receipt of Share Application Money converted into Loan Rainbow Agri Industries Ltd.	14,97,75,000	-
5	Balances Outstanding Advance from Customers Rama Phosphates Ltd. Loans / Advances Payable Rama Phosphates Ltd. Bluelagoon Investment Pvt. Ltd. Rainbow Agri Industries Ltd. Share Application Money Rainbow Agri Industries Ltd.	11,44,660 3,05,27,063 15,75,50,000 15,94,75,000 -	- 3,05,27,063 8,84,00,000 6,65,00,000 14,97,75,000
6	Sharing of Infrastructure & Resources Rama Enterprises	This transaction is of non monetary consideration	This transaction is of non monetary consideration
7	Securities Pledged for loan taken Nova Gelicon Pvt. Ltd.	This transaction is of non monetary consideration	This transaction is of non monetary consideration

Note 33

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.	113.79	(60,07,15,971)	98.92	(1,36,14,283)
Subsidiary - Rama Capital & Fiscal Services Pvt. Ltd.	44.67	(23,58,45,884)	1.08	(1,48,182)
Subtotal		(83,65,61,855)		(1,37,62,465)
Intercompany elimination and consolidation adjustment	(58.46)	30,86,44,140	Nil	Nil
Grand Total	100.00	(52,79,17,715)	100.00	(1,37,62,465)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

- 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	:	31.03.2017
Reporting currency	:	₹
Share Capital	:	₹ 3,00,03,000
Reserves and Surplus	:	₹ (26,58,48,886)
Total Assets	:	₹ 10,33,62,350
Total Liabilities	:	₹ 33,92,08,236
Investments	:	₹ 10,25,00,000
Turnover	:	₹ 20,127
Profit/(Loss) before taxation	:	₹ (1,48,182)
Provision for taxation	:	Nil
Profit/(Loss) after taxation	:	₹ (1,48,182)
Proposed dividend	:	Nil
% of share holding	:	100%

NOTE 34

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 31 st March, 2017	As At 31 st March, 2016
Deferred Tax Liability on account of :		
Difference between WDV of Fixed Assets	12,82,543	13,34,487
Deferred Tax Assets on account of :		
Disallowances u/s 43B	50,04,464	47,61,113
Other Provisions	1,30,35,617	1,30,35,617
Carried forward Losses as per Income Tax	3,47,62,635	3,15,68,444
Total Deferred Tax Asset	5,28,02,716	4,93,65,174
Net Deferred Tax Asset/ (Liability)	5,15,20,173	4,80,30,687

- b) In case of subsidiary company :

(Amount in ₹)

Particulars	As At 31 st March, 2017	As At 31 st March, 2016
Deferred Tax Liability on account of :		
Difference between WDV of Fixed Assets	1,51,834	1,49,543
Deferred Tax Assets on account of :		
Carried Forward Losses as per Income Tax	93,78,147	93,30,067
Net Deferred Tax Asset / (Liability)	92,26,313	91,80,524

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

Note 35

Disclosure on Specified Bank Notes (SBN's)

During the year, the company had specified bank notes or other denomination notes as defined in the MCA notification G.S.R. 308(E) dated March 31, 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from November 08, 2016 to December 30, 2016, the denomination wise SBNs and other notes as per notification is given below :

(Amount in ₹)

Particular	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	76,000	14,696	90,696
(+) Permitted receipts	-	-	-
(-) Permitted payments	-	68,596	68,596
(+) Amount withdrawn from Banks	-	3,30,000	3,30,000
(-) Amount deposited in Banks	76,000	-	76,000
Closing cash in hand as on 30.12.2016	-	2,76,100	2,76,100

For the purpose of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E) dated 08th November 2016.

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)**

**RINKIT UCHAT
Partner
M. No. 165557**

**Place : Mumbai
Date : May 26, 2017**

For and on behalf of the Board of Directors

**D. N. SINGH
Technical Director
DIN : 00021741**

**Place : Mumbai
Date : May 26, 2017**

**H.D.RAMSINGHANI
Chairman
DIN : 00035416**

RAMA PETROCHEMICALS LIMITED

Corporate Identification Number (CIN) : L23200MH1985PLC035187

Regd. Office : 51/52, Free Press House, 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 Thirty first Annual General Meeting of the Company held on Tuesday, September 26, 2017 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

RAMA PETROCHEMICALS LIMITED

Corporate Identification Number (CIN) : L23200MH1985PLC035187

Regd. Office : 51/52, Free Press House, 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

Form No. MGT-11

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 Thirty first Annual General Meeting of the Company, to be held on Tuesday, September 26, 2017 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 below :

Signed this _____ day of _____ 2017

Affix
0.15 paise
Revenue
Stamp

Signature of Member

Signature of Proxy Holder(s)

Note : 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 Standalone and Consolidated Financial Statements, Report of Directors and Auditors for the year ended March 31, 2017		
2.	Reappointment of Mrs. N.H. Ramsinghani (DIN 01327609) Director who retires by rotation.		
3.	Appointment of Statutory Auditors M/s. Dayal & Lohia		

Notes :

1. 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.
2. A Proxy need not be a member of the Company
3. A person can act as a Proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Appointing a Proxy does not prevent a Member from attending the meeting in person, if he/she so wishes.
5. In the case of joint holders, the signature of any one holder will be sufficient but names of all joint holders should be stated.

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