



Rama Phosphates Limited

27TH ANNUAL REPORT 2011 – 2012

BOARD OF DIRECTORS

CHAIRMAN & MANAGING DIRECTOR

D. J. Ramsinghani

DIRECTORS

H. D. Ramsinghani

Deonath Singh

C. R. Malaviya

P. K. Srivastava

(Nominee Director of Bank of India)

COMPANY SECRETARY

J. K. Parakh

BANKERS

Bank of India

State Bank of India

Syndicate Bank

AUDITORS

M/s. Dayal & Lohia

Chartered Accountants

Mumbai

REGISTRARS & TRANSFER AGENT

LINK INTIME INDIA PRIVATE LIMITED

C-13, Pannalal Silk Mills Compound, L.B.S. Marg,
Bhandup West, Mumbai 400 078

Tel.No. 25963838 Fax No.:25946969

Email : rnt.helpdesk@linktime.co.in

Website : www.linktime.com

REGISTERED OFFICE

812, Raheja Chambers, Nariman Point,
Mumbai 400 021.

Website : www.ramaphosphates.com

ADMINISTRATIVE OFFICES

51-52, Free Press House,
Nariman Point, Mumbai 400 021

Indore – Madhya Pradesh

100, Chetak Centre, 12/2, R. N. T. Marg,
Indore 452 001.

Pune- Maharashtra

P.O. Loni Kalbhor, Tal. Haveli,
Dist. Pune – 412 201.

Udaipur - Rajasthan

106, 1st Floor, 4-A, Vinayak Complex,
New Fatehpura, Udaipur 313 004.

WORKS :

a) **Fertilizer Division**

1) **Indore – Madhya Pradesh**

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

2) **Rama Krishi Rasayan**

(A Division of Rama Phosphates Limited)

Pune - Maharashtra

P.O. Loni Kalbhor, Pune Solapur Road,
Tal. Haveli, Dist. Pune 412 201.

3) **Udaipur - Rajasthan**

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

b) **Oil Division-ISO-14001 Accredited**

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



NOTICE

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the Members of the Company will be held on Friday, the 21st day of September, 2012 at 10.00 a.m. at M.C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, Kaikhushru Dubhash Marg, Mumbai 400 001 to transact the following business :-

1. To receive, consider and adopt the Statement of Profit & Loss for the year ended March 31, 2012 and the Balance Sheet as on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. C. R. Malaviya who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider, and if thought fit, to pass with or without modifications, the following Resolution, as an Ordinary Resolution :
“RESOLVED THAT the retiring Statutory Auditors M/s Dayal and Lohia (Registration No 102200W) 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 remuneration to be fixed by the Board of Directors.”

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED NOT LESS THAN FORTYEIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday the 14th day of September, 2012 to Friday the 21st day of September, 2012 (both days inclusive).
3. Information required to be furnished as per the Listing Agreement about Director proposed to be reappointed at the forthcoming Annual General Meeting is annexed hereto.
4. Members desirous of seeking any information concerning the Accounts are requested to address their queries in writing to the Managing Director at least seven days prior to the date of Meeting so that the requested information can be made available at the time of the Meeting.
5. Members are requested to 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 circulars no. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a ‘Green Initiative in Corporate Governance’ and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering / updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with Link Intime India Private Limited.

By Order of the Board
For RAMA PHOSPHATES LIMITED

J. K. PARAKH
COMPANY SECRETARY

Place: Mumbai

Date : August 13, 2012

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

As required under the Listing Agreement, the particulars of Director who is proposed to be reappointed at the forthcoming Annual General Meeting are given below :

Mr. C. R. Malaviya retires by rotation at the forthcoming Annual General Meeting and is eligible for reappointment.

Mr. Malaviya has been Director of the Company since November 2001.

Mr. Malaviya is an eminent technologist and has a rich and varied experience in the field of chemicals and fertilizers spanning over 44 years. He is a design and process consultant and has commissioned several SSP and Sulphuric Acid projects for various companies.

He is a Director of the following companies :

- (1) Rama Petrochemicals Limited
- (2) Rainbow Agri Industries Limited
- (3) Rama Industries Limited
- (4) Rama Capital & Fiscal Services Pvt. Ltd.

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

Rama Petrochemicals Limited

- Audit Committee - Member
- Remuneration Committee - Member

Rainbow Agri Industries Limited

- Audit Committee - Member
- Remuneration Committee - Member

Rama Industries Limited

- Audit Committee- Chairman
- Remuneration Committee - Chairman
- Share Transfer Committee – Member

DIRECTORS' REPORT

Your Directors present the Twenty Seventh Annual Report together with Audited Accounts for the year ended March 31, 2012.

FINANCIAL RESULTS	(₹ in lacs)	
	YEAR ENDED 31/03/2012	YEAR ENDED 31/03/2011
Sales & Other Income	55476.52	35638.61
Profit before financial charges & Depreciation	6227.60	4521.16
Less: Financial Charges	825.95	594.44
Profit before Depreciation	5401.65	3926.72
Less : Depreciation	391.15	441.65
Net Profit before tax	5010.50	3485.07
Tax Expenses		
Current tax	1570.00	-
Deferred Tax	80.70	490.37
Net Profit Before Adjustment	3359.80	2994.70
Capital Surplus on waiver of principal liabilities by Term Lender	-	351.00
Profit/(Loss) after adjustments	3359.80	3345.70
Transfer to capital reserve	-	(351.00)
Profit/(Loss) for the year	3359.80	2994.70
Profit & (Loss) balance brought forward from the previous year	(1864.83)	(4859.53)
Balance carried to Balance Sheet	<u>1494.97</u>	<u>(1864.83)</u>

1. RESERVE AND DIVIDEND

In order to conserve funds for working capital and Capex and also being the first year after wiping out of accumulated losses, your Directors regret their inability to recommend any dividend for the year under review.

2. REVIEW OF OPERATIONS

The company manufactures phosphatic fertilizer (SSP) viz. Single Super Phosphates (Powder & Granulated) along with various grades of mixed fertilizer NPK and industrial chemicals Sulphuric Acid and Oleum and also Soya oil.

The announcement of nutrient based subsidy (NBS) policy was one of the major positive decisions implemented by the Government. On one hand it helped in conserving outgo on subsidy amount payable by the Government and on the other side, it removed price capping on fertilizer prices. Moreover, the main objective of shifting from product-based subsidy (PBS) to nutrient-based subsidy (NBS) regime was to restore soil health by addressing the nutrient imbalances since sulphur has also been considered as one of the nutrients, which was neglected till now. It is further expected that the urea subsidy regime could be moved to nutrient-based subsidy (NBS). This will bring in a uniform subsidy regime for all fertilizers to ensure that there is a balanced use of all major nutrients. Current policy of differential subsidy for "N" fertilizers may lead to imbalanced use of fertilizers.

The average capacity utilization of SSP industry for financial year ended March 2012 has increased to 60.20%. During the year your company has achieved 88% of average capacity utilization of SSP as against 79.61% reported during the previous financial year, which is considered to be highest in the industry of our size and operations. It is pertinent to note that that your company could achieve this feat with active support from consortium member banks and better management of working capital at its disposal and timely availability of raw material.

Your company was awarded "Best Performance Award" in the SSP industry for overall performance in the year 2011 by Fertilizer Association of India, (FAI) New Delhi, apex body of the industry.

Subsequent to the announcement of free-pricing in the NBS policy, your company focused its attention mainly on SSP segment which is its core competence. Hence the company made little focus on other products like mixed fertilizers – NPK, which require higher working capital and soya oil. However, during the current year the Company intends to concentrate on – NPK, Sulphuric acid, Oleum and Soya oil with the sanction of additional working capital.

Due to this, during the year ended March 31, 2012 your company has achieved production of 4,24,164 MT of SSP against the previous best production of 3,67,823 MT in the year 2010-11. Thus, your company achieved highest sales turnover of ₹ 55,397.01 Lacs whilst fertilizer and chemicals division contributed ₹ 45,346.30 Lacs and soya division contributed ₹ 10,050.71 lacs. EBIDTA of the company stood at ₹ 5,401.65 Lacs. Thus, we have surpassed the previous best (EBIDTA of ₹ 3,926.72 lacs in 2010-11) and now the current achievement is unparalleled in the entire operation since inception of the company.

During the year under review, the company has decided to utilize soya facilities depending on economic viability. Moreover, throughout the year, there was no parity in soya oil business which compelled the company to go slow in this regard to avoid losses.

The Oil Division of your company has conformed with the requirements under ISO 14001 : 2004 accreditation for the Environmental Management System and the certificate issued in the year June-2007 is periodically renewed and the same is now renewed upto June-2013.

Your Directors are hopeful that with the continuance of NBS Policy with additional contribution from soya division and with the unstinted support from working capital bankers, the performance of the company would improve in the current year.

3. EXPANSION ACTIVITY

At Udaipur, the production of SSP increased from 1.32 lac MT to 1.81 lac MT in the current year. At the same time, company has increased capacity of GSSP from 0.66 lac MT to 1.66 lac MT. The trial run has already started.

At Indore, company has already applied for environmental clearances for expansion of SSP capacity from 1.65 lac to 2.50 lac MT. The public hearing has already taken place and the company is expecting to receive permission very soon.

Moreover, at Pune unit, with the de-bottlenecking, capacity would further increase by 12,000 MT.

At Soya oil division, company has started erection of Lecithin plant which will generate value-added product and thus improve realization.

4. CORPORATE GOVERNANCE

A Report on Corporate Governance along with the Auditor's Certificate regarding Compliance of the conditions of Corporate Governance as also a Management Discussion and Analysis Report pursuant to clause 49 of the Listing Agreement are annexed hereto.

5. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956 the Directors confirm that:

1. In the preparation of the annual accounts, the applicable accounting standards have been followed;
2. Appropriate policies have been selected and applied consistently and have made judgements 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, 2012 and of the Profit of the Company for the year ended March 31, 2012;
3. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities and
4. The financial accounts have been prepared on a going concern basis.

6. AUDIT COMMITTEE

In accordance with the provisions of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement, the Company has constituted an Audit Committee comprising of the following Directors viz. Mr. C. R. Malaviya (Chairman), Mr. Deonath Singh and Mr. H. D. Ramsinghani. Audit Committee acts in accordance with the terms of reference specified from time to time by the Board.

7. SAFETY, ENVIRONMENTAL CONTROL & PROTECTION

The Company has taken all the necessary steps for safety and environmental control & protection at its plants at Indore, Udaipur and Pune.

8. DISCLOSURE OF PARTICULARS

Information as required under the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 relating to the conservation of energy, technology absorption, foreign exchange earning and outgo is annexed hereto and forms a part of this Report.

9. PERSONNEL

There were no employees who were employed during the period under review or part thereof and who were in receipt of remuneration in excess of the limits specified under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 as amended to date.

10. DIRECTORS

Mr. C. R. Malaviya retires from the Board of Directors by rotation and is eligible for reappointment.

11. AUDITORS REPORT

Your Directors refer to the observations made by the Auditors in their Report and wish to state as follows:

In order to ascertain dues with micro, small and medium enterprises, the Company is revising procedure for purchase so that relevant information can be easily made available. As regards interest free loan given to sick company and its subsidiary in earlier years, the Company has made provision in the books of accounts and at the same time the Company is making full efforts for recovery of these dues.

12. AUDITORS

M/s. Dayal & Lohia, the Auditors of the Company retire at the conclusion of the forthcoming Annual General Meeting and being eligible to offer themselves for reappointment. The Company has received a certificate from them certifying that their appointment, if made, would be within the limits specified under Section 224(1-B) of the Companies Act, 1956.

13. COST AUDIT

The Cost Account Records maintained by the Company for “Fertilizers”, “Sulphuric Acid” and “Soya” are subject to yearly audit by qualified Cost Auditors. The Company has appointed Mr R S Raghavan, a qualified Cost Auditor for conducting the Cost Audit of such records for the financial year 2012-13.

The Company has received a Certificate from Cost Auditor certifying his independence and arm’s length relationship with the company. In accordance with Cost Audit Rules, the due date for filing the Cost Audit Report for the financial year ended 31st March, 2011 was 30th September, 2011 and the same was filed on 30th September, 2011 with Ministry of Corporate Affairs, New Delhi. The Cost Audit Report for the financial year ended 31st March, 2012 will be filed on or before December 31, 2012.

14. INDUSTRIAL RELATIONS

The Industrial Relations remained cordial at all the units of the Company during the year under review.

15. ACKNOWLEDGEMENT

Your Directors sincerely record their appreciation with gratitude for the continued support and assistance extended to the Company by the Financial Institutions, Banks and various Government Departments and Agencies and Creditors. The Directors place on record their appreciation for continued support of shareholders of the company. The Directors also wish to place on record the appreciation to the team of executives, staff and workers, who have shown devotion and efficiency in performing their duties.

For and on behalf of the Board,

Place : Mumbai

Dated : August 13, 2012

D. J. RAMSINGHANI
CHAIRMAN & MANAGING DIRECTOR

ANNEXURE TO DIRECTORS' REPORT

PARTICULARS PURSUANT TO SECTION 217(1)(e) OF THE COMPANIES ACT, 1956 READ WITH THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED MARCH 31, 2012.

I CONSERVATION OF ENERGY :**A. Energy conservation measures taken:**

Over the years Company has taken several measures for energy conservation viz. installation of Steam Turbine and Coal Fired Furnace for Rock drying at Udaipur unit, pulsating grating furnace, regular monitoring of consumption of power through Managers, installation of energy saving fans, installation of capacitors, modification of steam traps, conversion of heaters, revamping of Turbine cooling tower, operating ball mill with the Turbine etc. In addition to this VFD's (Variable Frequency Drives) have been installed at important locations. In order to control the Power Factor at "unity", APFC (Automatic Power Factor Controller) Panel has been installed.

Recycle in the process of Granulation has been reduced. This has helped in minimizing the fuel consumption.

By way of proper raw material procurement planning during monsoon, fuel consumption for Drying Operation was avoided.

At Pune, the conventional Cooling Tower for Steam Turbine has been replaced by new improved design Cooling Tower. This has helped in extracting more heat and improving the Turbine Efficiency by way of increased power generation.

At Indore, 4 nos. of higher rating torque motor starters are replaced with latest technology Kronendorfer Technology auto transformer type for achieving energy saving.

To increase TG power generation, Company plans to install 4 nos. small panels in PCC/MCC room.

In our GSSP plant, higher HP rating motor are replaced with suitable HP rating motor (cooler drum ID fan).

Improvement in heat recovery systems (Hot Heat Exchanger) in Sulphuric Acid plant thereby reducing system pressure and achieve power saving.

B. Additional investment proposals, if any, being implemented for reduction in consumption of energy :

The Company periodically reviews the operation of major equipments and predictive and preventive maintenance to maintain the moving parts in the machinery in shipshape condition. The company overhauls its equipments / machinery during annual shut down to achieve better energy efficiency over a period of time. The Company has several investment proposals such as installation of additional Variable Frequency Drives, additional economizer in Sulphuric Acid plant which will increase steam generation resulting in additional power generation. The company is also exploring the possibility of fuel change over from coal to alternate fuel. Accordingly, the Company is actively considering various investment proposals for further reduction in 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 :

As a result of continuous efforts, the Company has been able to achieve substantial saving in energy cost.

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

a) **POWER AND FUEL CONSUMPTION:**

	Year ended 31.03.2012	Year ended 31.03.2011
i) Electricity		
a) Purchased:		
Units (in thousands)	11799	9945
Total amount (₹ in lacs)	770.23	554.31
Rate / Unit (₹)	6.53	5.56
b) Own Generation:		
i) Through diesel generator:		
Units (in thousand)	17.61	26.76
Units per litre of diesel oil	1.81	3.10
Cost / Unit (₹)	31.04	33.33
ii) Through steam turbine/generator :		
Units (in thousand)	7419.39	7869.82
ii) Coal (₹ in lacs)	515.68	258.75
iii) Furnace Oil (₹ in lacs)	132.21	119.83

b) **CONSUMPTION PER UNIT OF PRODUCTION:**

SSP : Single Super Phosphate

GSSP : Granulated SSP

SA : Sulphuric Acid

SEP : Solvent Extraction Plant

	31.03.2012						31.03.2011					
	Refinery	SEP	SSP	GSSP	SA	NPK	Refinery	SEP	SSP	GSSP	SA	NPK
Electricity Units / PMT	59.48	38.38	20.76	11.06	66.24	13.19	94.24	43.09	23.16	12.58	65.74	14.83
Furnace Oil Litre / PMT	NIL	NIL	0.72	NIL	0.14	NIL	NIL	NIL	0.84	NIL	0.10	NIL
Coal Kg / PMT	95.07	68.74	NIL	35.34	NIL	15.15	87.86	62.45	NIL	29.59	NIL	14.38

II. TECHNOLOGY ABSORPTION:**A) RESEARCH & DEVELOPMENT (R & D)**

a) Specific areas in which R & D is carried out by the Company :

The specific areas in which the R & D activities are carried out by the Company are relating to improvement in quality of the existing products and development of new products to meet market demands and change in the product mix.

1. An addition, Special additive is introduced in Single Super Phosphate Manufacturing Process to improve the product quality and maintain free flow of material to minimize caking tendencies.
2. A Plate Heat Exchanger & a Natural draft cooling tower for acid cooling is installed in sulphuric acid plant thereby improved product quality, consistency & water conservation.
3. Introduction of Belt stackers (4 nos.) in Powder Packing line to optimise packing capacity.
4. Installation of Online SO₂ analyser in SAP & Online Fluorine analyser in SSP for continuous stack monitoring.

b) Benefits derived as a result of R & D :

Research and Development has always been a continuous process at various Units of the Company. The areas in which R & D is carried out are (a) minimization of effluents and (b) better sampling. In addition to this, following benefits have been arrived -

1. Automation in Oleum manufacturing process by installation of Auto control valves & Strength Monitoring instrument.
2. Improvement in Fluorine scrubbing system in SSP Plant by installation of Moisture Separator and Filter Press for minimising Stack appearance and thus maintain good environment.

c) Future Plan of Action:

1. The company plans Automation in SSP manufacturing process through fully computerised DCS technology for maintaining Product quality & faster curing of product.
2. The Company plans to install 2 nos. 400 TPD Granulated SSP plants at Indore unit once environment clearance is granted by Govt. of India, Ministry of Environment and Forest, New Delhi very soon this year.
3. The Company plans for Wind Energy sector to be installed in the state of Madhya Pradesh to begin with 1.5 MW WTG Set.
4. The Company plans for in-house modifications of SSP plant along with its crane shed extension to the tune of 2.5 lacs MT Capacity Enhancement at Indore for which awaiting EC from Govt. of India, MoEF.
5. The company plans for installation of 2nd Ball Mill project of 18 TPH at Indore.
6. The company plans for keeping another stand-by STG of Germany make in ready to operate at Indore.

d) Expenditure on R & D:

The Company made investment of ₹ 15.00 lacs on installation of Filter Press and Moisture Separator as part of on-going R & D activities.

B) TECHNOLOGY ABSORPTION, ADAPTATION & INNOVATION :

The Company has not imported any foreign technology.

III. FOREIGN EXCHANGE EARNINGS AND OUTGO :

I. Activities relating to exports, initiatives taken to increase exports, development of new export plans :

During the year, there is NIL export. The company is looking forward for increase in exports in its Soya business.

II. Total foreign exchange used & earned :

(₹ in lacs)

Used : 9660.72

Earnings : NIL

For and on behalf of the Board,

Place : Mumbai

Dated : August 13, 2012

D. J. RAMSINGHANI

CHAIRMAN & MANAGING DIRECTOR

REPORT ON CORPORATE GOVERNANCE

1. Company's Philosophy on Corporate Governance

The Company has fully implemented the code of Corporate Governance as required by the Listing Agreement with various Stock Exchanges and it is committed to the Philosophy of good Corporate Governance in letter and spirit.

2. Board of Directors

- The present strength of the Board consists of Five Directors. (One Executive and Four Non Executives of whom Three Directors are Independent Directors.)
- The attendance at Board Meetings and last Annual General Meeting of each of the Directors during the financial year of the Company was as under :

Name of Director	Category Executive Non-executive/ Independent	Attendance at		Directorship of other Board (including alternate Directorships and Private Companies)	Membership/ Chairmanship of other Board Committees	
		Board Meetings	Last Annual General Meeting		Chairman	Member
Mr. D. J. Ramsinghani* Chairman & Managing Director	Executive	Four	No	One	Nil	Nil
Mr. Deonath Singh Director	Non Executive Independent	Five	Yes	Three	One	Three
Mr. H.D. Ramsinghani* Director	Non Executive	Six	Yes	Five	One	Two
Mr. C. R. Malaviya Director	Non Executive Independent	Six	Yes	Four	One	Two
Mr. A. P. Mohanty Nominee Director – Bank of India (Upto 10/08/2011)	Non Executive Independent	Nil	N.A.	Nil	Nil	Nil
Mr. P. K. Srivastava Nominee Director – Bank of India (from 10/08/2011)	Non Executive Independent	Two	No	Nil	Nil	Nil

* Except Mr D. J. Ramsinghani, Chairman and Managing Director and Mr H. D. Ramsinghani, Non Executive Director, who are relatives, none of the other Directors are related to each other.

During the year Six Board Meetings were held on the following dates :

- April 09, 2011, May 11, 2011, August 12, 2011, September 30, 2011, November 14, 2011 and February 10, 2012.

3. Code of Conduct

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

4. Audit Committee

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

The Committee presently comprises of Mr. C. R. Malaviya – Chairman, Mr. Deonath Singh and Mr. H. D. Ramsinghani.

During the year Five Meetings of the Audit Committee were held on May 11, 2011, August 12, 2011, September 30, 2011, November 14, 2011 and February 10, 2012. The attendance at Audit committee meetings of each of the Directors is as under:

Name of the Director	Attendance at Audit Committee Meetings
Mr. C. R. Malaviya	Five
Mr. Deonath Singh	Five
Mr. H. D. Ramsinghani	Five

5. Share Transfer Committee

The Board has delegated the power of share transfers to a Committee of Directors comprising of Mr. D. J. Ramsinghani – Chairman, Mr. C. R. Malaviya and Mr. Deonath Singh 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 and issue of certificates on split / consolidation / renewal etc. at least once in a fortnight. The transfers etc. approved by the Registrars and Transfer Agent and the Share Transfer Committee are also noted at every meeting of the Board of Directors. The Board has designated Mr. J. K. Parakh – Company Secretary as the Compliance Officer.

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

6. Remuneration Committee

The Remuneration Committee determines the managerial remuneration including perquisites payable to Managerial Personnel and makes recommendations to the Board of Directors.

The Committee presently comprises of Mr. C. R. Malaviya – Chairman, Mr. Deonath Singh and Mr. P. K. Srivastava and no meeting of the Remuneration Committee was held during the year under review.

7. Shareholders/Investors Grievances Committee

The committee presently comprises of Mr Deonath Singh – Chairman and Mr. D. J. Ramsinghani. In terms of Clause 47 of the Listing Agreement, the Company has appointed Mr. J. K. Parakh – Company Secretary as the Compliance Officer and the investors are requested to register their complaints, if any, on the exclusive email ID : jparakh@ramagroup.co.in

A Summary of complaints received and resolved by the Company during the period is given below :

	Received	Resolved
Non-Receipt of Share Certificates duly transferred	15	15
Non-Receipt of Dividend Warrants	7	7
Non-Receipt of Annual Report	6	6
Non-Receipt of Exchange Certificate	1	1
Dematerialization / Rematerialisation of Shares	1	1
Miscellaneous	6	6
Letters from Stock Exchanges, SEBI and Ministry of Corporate Affairs	0	0

8. Remuneration of Directors

(a) Director

The remuneration paid to the Director during the year was as follows :

Name	Designation	Remuneration (₹ In lacs)	Sitting Fees (₹)
Mr. D. J. Ramsinghani	Chairman & Managing Director	23.10	Nil

(b) Non - Executive Directors :

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

Name of Director	Sitting Fees (₹)
Mr. H. D. Ramsinghani	11,000/-
Mr. Deonath Singh	9,000/-
Mr. C. R. Malaviya	11,000/-
Mr. P.K. Srivastava *	2,000/-

* Sitting Fees paid to BOI for meetings attended by its Nominee Director Mr. P. K. Srivastava.

9. General Body Meetings

Financial Year	Date	Time	Location
2008-09	30/11/2009	10.00 A.M.	M C Ghia Hall, Bhogilal Hargovindas Bldg., 18/20, Kaikhushru Dubhash Marg, Mumbai 400 001
2009-10	30/09/2010	10.00 A.M.	Babasaheb Dahanukar Hall, Oricon House, Maharashtra Chamber of Commerce Path, Fort, Mumbai 400001.
2010-11	30/09/2011	10.00 A.M.	Babasaheb Dahanukar Hall, Oricon House, Maharashtra Chamber of Commerce Path, Fort, Mumbai 400001.

10. Postal Ballot / Special Resolution

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

Details of Special Resolution passed in the previous Three Annual General Meetings.

Date	Particulars
30.11.2009	Reclassification of Authorised Share Capital of the Company Alteration of the Capital Clause of Articles of Association
30.09.2010	No Special Resolutions were passed
30.09.2011	Reappointment of Mr. D.J. Ramsinghani as the Managing Director for a period of three years w.e.f. April 01, 2011

11. Disclosures

- There were no transactions of material nature with the Directors or the management or relatives of the Directors during the financial period, which could have potential conflict with the interests of the Company at large.
- Transactions with related parties as per requirements of Accounting Standard – 18 are disclosed elsewhere in the Annual Report. None of these transactions have potential conflict with interest of the Company at large.
- 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.
- Apart from Mr D. J. Ramsinghani, Chairman and Managing Director who is related to Mr H. D. Ramsinghani, there are no other relationships between the Directors inter se.

12. Means of communication

The Company has not made any presentation to the institutional investors or analysts.

13. General Shareholder Information :

Annual General Meeting : 21st September, 2012 at 10.00 a.m. at
M.C. Ghia Hall, Bhogilal Hargovindas Bldg.,
18/20, Kaikhushru Marg, Mumbai 400001.

Dates of Book Closure : 14th September, 2012 to
21st September, 2012
(Both Days Inclusive)

Dividend payment date : Not Applicable

Listing on Stock Exchange : Bombay, Madras, M P, Calcutta,
Ahmedabad, Delhi

Stock Code : 524037

International Securities : INE809A01024

Identification Number allotted
By NSDL

Note : The company has applied for delisting from all the Stock Exchanges except Bombay Stock Exchange Limited.

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

Month	High	Low
April 2011	81.70	63.20
May 2011	77.85	66.20
June 2011	78.60	56.10
July 2011	68.00	58.30
August 2011	63.00	40.95
September 2011	48.75	40.15
October 2011	48.00	40.00
November 2011	58.70	40.00
December 2011	46.90	37.10
January 2012	53.90	39.30
February 2012	55.90	44.90
March 2012	69.95	43.05

15. Registrars & Transfer Agent

Link Intime India Private Limited
 C - 13, Pannalal Silk Mills Compound,
 L. B. S Marg, Bhandup(West),
 Mumbai 400 078
 Tel : 25963838; Fax : 25946969;
 Email : rnt.helpdesk@linktime.co.in
 Website : www.linktime.com

16. Distribution of Shareholding as on 31st March, 2012:

Number of Equity Share Holdings	Number of Shareholders	Percentage of Shareholders	Number of Shares	Percentage of Shareholding
1 – 500	9309	91.63	994686	5.62
501 – 1000	444	4.37	353121	2.00
1001 – 2000	196	1.93	293753	1.66
2001 – 3000	77	0.76	196447	1.11
3001 – 4000	31	0.31	107644	0.61
4001 – 5000	24	0.24	114909	0.65
5001 – 10000	35	0.34	265750	1.50
10001 & above	43	0.42	15366903	86.85
Total	10159	100.00	17693213	100.00

17. Shareholders' Profile as on March 31, 2012:

Sr.No.	Category of Shareholders	No. of Shares held	% to Total Capital
1.	Promoters	14413254	81.46
2.	Foreign Collaborators	NIL	N.A.
3.	Banks	8560	0.05
4.	Financial Institutions	560	0.00
5.	Foreign Institutional Investors	NIL	N.A.
6.	Mutual Funds	5320	0.03
7.	Domestic Companies	472531	2.67
8.	Non Resident Indians	105454	0.60
9.	General Public	2687534	15.19
	Total	17693213	100.00

18. Dematerialization of shares as on March 31, 2012:

97.29% of the Company's total equity share capital representing 1,72,14,305 Equity Shares are held in dematerialized form.

19. Plant Locations :

- (1) 20/4, KM Stone, Indore – Ujjain Road, (Dharampuri), Indore 453 557 (M.P.)
- (2) P. O. Loni Kalbhor, Tal Haveli, Dist Pune 412 201, Maharashtra.
- (3) 4807/11, Umra Village, Jamarkotra Road, Teh. Girva, Dist. Udaipur 313 901, Rajasthan.

20. Address for Correspondence :

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

21. Non Mandatory Items :

- a) At present there is no policy for fixing the tenure of independent Directors.
- b) The Company has constituted a Remuneration Committee.
- c) Half yearly financial results including summary of significant events in the past six months are presently not being sent to the Shareholders.
- d) There is no formal policy at present for training of the Board members as all the Board members are eminent and experienced professionals.
- e) There is no formal mechanism at present for evaluation of non executive Directors.
- f) The Company has not established at present any formal Whistle Blower Policy.
- g) The replies to the Qualifications in Auditors Report on the financial statement are given in the Directors Report.

22. Appointment / Reappointment of Directors :

Mr C. R. Malaviya is proposed to be reappointed at the forthcoming Annual General Meeting. The relevant information about Mr. C. R. Malaviya is given in the Notice convening the Annual General Meeting.

For and on behalf of the Board,

Place : Mumbai

Dated : August 13, 2012

D. J. RAMSINGHANI
CHAIRMAN & MANAGING DIRECTOR

DECLARATION REGARDING COMPLIANCE WITH THE COMPANY'S CODE OF CONDUCT

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

The Company has, in respect of the financial year ended 31/03/2012, received from the members of the Board of Directors and the Senior Management Personnel a declaration of compliance with the Code of Conduct as applicable to them.

Place : Mumbai

Dated : August 13, 2012

D. J. RAMSINGHANI
CHAIRMAN & MANAGING DIRECTOR

CERTIFICATE

To the Members of,

RAMA PHOSPHATES LIMITED.

We have examined the compliance of conditions of corporate governance by **RAMA PHOSPHATES LIMITED**, for the year ended on 31st March, 2012, as stipulated in clause 49 of the Listing Agreement of the said company with stock exchange(s).

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

In our opinion and to the best of our information and according to the explanations given to us and based on the representations received from the Directors and the Management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the abovementioned Listing Agreement.

Based on the representation received from Company's Share Transfer Agents, we state that complaint letters received from shareholders during the period 01/04/2011 to 31/03/2012 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 Registration no 102200W)

(**CA Anil Lohia**)
Partner

Membership No: 31626

Place : Mumbai.

Dated : August 13, 2012

MANAGEMENT DISCUSSION & ANALYSIS REPORT

1. ECONOMIC SCENARIO

Indian economy being agrarian oriented, there was marginal increase in India's Agricultural Economic growth by 7.5 million tonnes in the year 2011-12, i.e. total food grain production increased from 245 million tonnes in the year 2010-11 to 252.5 million tonnes in the year 2011-12. Thus, this sector has performed well despite volatile international raw material prices and depreciating Indian currency.

At the same time, there was no resilience on domestic GDP on quarter on quarter basis and during the year the growth in Q4 was at 5.30% against growth rate of 9.20% in the period of previous year. The growth rate of Indian economy was at the rate of 8.40% in the previous two years whilst the growth stood at 6.50% in 2011-12. Now, it is estimated to grow by 6.50% in 2012-13 with estimated growth of 3% in agriculture and related sectors.

In spite of reduced growth rate, Indian economy plays a major role in global arena. The slow growth rate of Industrial sector has negated the better performance of agriculture and services sectors. The financial crisis in Europe, sluggish growth in other industrialised countries like the USA, stagnation in Japan and hardening of international prices of crude oil had impacted growth in India. Coupled with this, domestic monetary policy, particularly raising the repo rate to control inflation resulted in slowing down of investment and growth particularly in the industrial sector.

Agriculture and related sectors are vital for the Indian economy even though its share shrunk 12.90% in overall GDP since it caters to 50% of population in the country. Whilst the area under food grains production has declined over the last three decades, its yield parameters also remain wanting in comparison to global standards. Major thrust to be given on improving productivity, educating farmers for adhering to latest methods of farming, improving storage facilities of agricultural produces etc.

The agriculture growth mostly depends on south west monsoon and during the year 2011-12 though there was bountiful of rain at 101% in the season there was huge gap between rainy days. The initial estimates of the progress of monsoon for the current year 2012-13 are varying and till date of August-12 there was scanty rainfall posing a big question mark on the economics of agriculture in this year.

2. INDUSTRY STRUCTURE AND DEVELOPMENTS

Fertilizer: The company manufactures phosphatic fertilizer (SSP) viz. Single Super Phosphate in both powder and granulated form along with various grades of complex fertilizer NPK and industrial chemicals Sulphuric Acid and Oleum. The major ingredients of our SSP fertilizer is Phosphorous, Calcium and Sulphur which plays a major role in improving fertility of land.

SSP provides 15% of total phosphate requirement of the country with lowest price per kg (in non-urea fertilizer) and preferred by small and marginal farmers. Moreover, it is the cheapest source of Sulphur for the soil. Over and above, with the available Rock Phosphate deposits in the country, only SSP and other Phosphatic fertilizers can be produced.

The production of SSP marked a phenomenal increase after changes in SSP policy in 2008-09 onwards, particularly after the implementation of nutrient based subsidy (NBS) on SSP w.e.f. 1st May, 2010. There is no doubt that NBS policy is one of the most important reforms introduced in the fertilizer sector in the last thirty years. This reform is not only helping Indian Government in subsidy outgo but also helpful in ensuring judicious use of fertilizers by farmers.

There has been a consistent high growth in production of SSP during the past four years. During 2010-11, the production of SSP increased from 3.093 million tonnes in 2009-10 to 3.713 million tonnes with a growth rate of 20% over the previous year. During 2011-12, the production of SSP touched 4.325 million tonnes with a growth rate of 16.50% over the previous year.

Considering the functionality of 70 units out of 82 units, the capacity utilization comes to 7.179 million tonnes during 2011-12 which translates into 60.20%. Thus, there is an increase of 6.20% from previous year 2010-11 in All India capacity utilization. The average capacity utilization was highest in West zone at 61.10% where our two units of Indore and Pune are situated while North Zone accounted for 57% where our Udaipur unit is situated.

With the increase in production of DAP and NP / NPK complex fertilizers, the share of SSP to total production and consumption has been going down over the years. Nevertheless, India ranks third in the global consumption of SSP, next to China and Brazil as per the latest data available for 2009. The overall consumption of SSP in the country recorded at 4.609 million tonnes in 2011-12 and there was a marginal higher consumption reported during Kharif season with a sharing pattern of 50.10% : 49.90% for Rabi.

During the presentation of current year's Union Budget – 2012, Hon'ble Finance Minister spoke as below :

“To reduce India's import dependence in urea, Government has taken steps to finalise pricing and investment policies for urea. It is expected that with the implementation of the investment policy, country will become self sufficient in manufacturing urea in the next five years. **In case of the potassic-phosphatic (P&K) fertilizer, use of Single Super Phosphate (SSP) will be encouraged through greater extension work. This fertilizer is manufactured entirely in the domestic sector. Enhanced production would bring down our dependence on imports in the P&K sector”.**

Some of the policy initiatives announced in the year beginning 2012 including tax incentives with respect of investments in fertilizer sector is likely to kick-start new investments.

It is further expected that the urea subsidy regime could be moved to nutrient-based subsidy (NBS). This will bring in a uniform subsidy regime for all fertilizers to ensure that there is a balanced use of all major nutrients. Current policy of differential subsidy for “N” fertilizers may lead to imbalanced use of fertilizers.

Soya Oil : According to OECD-FAO Agricultural Outlook for the decade 2011-2020, world oilseed production is expected to expand by 23%, marking a strong slowdown in growth relative to the past. The anticipated production is based equally on higher plantings and yield improvements. The US remains the world’s top oilseed producer, followed by Brazil, China, Argentina, India and the EU. The share held by Latin American and Eastern European producers is likely to increase at the expense of China and the US.

The report further emphasized that global vegetable oil production is expected to increase by over 30% by 2020 led by developing countries. However, in terms of annual growth rate, production slows down compared to the last decade. In Malaysia and Indonesia, where land restrictions and environmental regulations should become more binding, combined palm oil output will nonetheless, expand by almost 45%, raising their share in global output to 36%. Only modest growth is expected in the US and India. The average annual increase in global vegetable oil consumption slows down to 2.20% compared to 5.30% in the last decade due partly to the projected price firmness. Based on per capita income and population growth, three-quarters of global demand expansion is expected to occur in developing countries with Asian countries weighing most and food use dominating consumption. China should remain the world’s leading vegetable oil consumer, followed by the EU, India and the US. The demand for non-food uses of vegetable oil particularly for biodiesel should account for about one-third of global consumption growth.

In respect of edible oil, it is reported that developing countries in Asia led by India and China should account for almost 50% of global imports in 2020. On average, in developing Asia, 45% of consumption will come from imports. In India, where foreign purchases are estimated to expand nearly 50%, the rate of import dependence rises to 62%.

The high nutritional value in Soya oil attracts more demand from the burgeoning higher-middle-income group families in the country. Moreover, refined soya oil is widely used for blending with other cooking oils including hydrogenated oils (vanaspati) as also in the manufacture of a variety of food products, including margarine. Soya oil has also found its use in industries like ink manufacture, lubricant and biofuel.

As per SOPA, global Soybean production in 2011-12 was lower due to reduced South American Crops. During the oil season period (Oct.2011 to Mar.2012), soya seed production was 119.30 lac MT against 101.2 lac MT during previous corresponding period. Though there was marginal increase in cultivated land during 2011-12, improved yield at 1127 kg per hectare resulted in higher production of soya seed.

Soya meal accounts for the largest export demand from India among all de-oiled cakes and meals since it contains highest protein and therefore used in the manufacture of compound animal and poultry feeds. Hence soya meal demand is growing steadily in domestic market also. At the same time, global trade for Soya meal will grow due to strong international demand with Bangladesh, Iran and Pakistan are turning out to be emerging markets for Indian Oil meals.

The domestic edible oil demand is projected to be around 21.3 million tonnes for the year 2015 as per Rabobank Research Report.

3. OPPORTUNITIES AND THREATS

The Company operates in 9 states viz., Maharashtra, Madhya Pradesh, Rajasthan, Karnataka, Gujarat, Uttar Pradesh, Haryana, Punjab and Chhatisgarh with over 4.90 lac MT of SSP sales in a year. The demand of SSP fertilizers, known as “Poor man’s Fertilizer” is good being reasonably priced in the market. Moreover, SSP enhances the fertility of land as it contains additional nutrients viz., “Sulphur” and “Calcium” apart from phosphorus. As per the revised NBS policy, the selling prices of various fertilizers were free for determination by the companies / manufacturers based on market forces.

The company has nurtured its market adequately with good brand image by supplying product as per FCO norms. Thus the company has established its leadership in the industry and its area of operations.

The NPK fertilizer marketed by the company is also well-accepted in the market which brings in additional revenue to the company.

With effect from 1.4.2011, Department of Fertilizer, Govt. of India revised the NBS rates and has fixed ₹ 27.153/Kg for Nitrogen, ₹ 32.338/Kg for Phosphorus, ₹ 26.758/Kg for Potash and ₹ 1.677/Kg for Sulphur. These rates remained in force for the whole financial year.

The plants of the company are strategically located viz., Indore in M.P. state which is the largest cultivator of Soyabean in the country, Udaipur in Rajasthan state from where the basic raw material Rock Phosphate is supplied to the entire country and Pune in Maharashtra which is the second largest producer of Sugarcane in the country. Pune also has locational advantage due to its proximity to major Ports viz. Mumbai Port and JNPT.

At Pune, we have our own railway siding facility which helps in raw material and finished products movement in bulk. Moreover, this railway siding facility is utilized to bring in additional revenue by renting out the same on need base since Pune is centrally located which allows rail freight movement at economical rates.

Further, we have additional edge over our competitors since we have fully integrated Sulphuric Acid production facilities at Pune and Indore, which is one of the basic raw materials for SSP fertilizer and thus reduces our dependency on suppliers. We have our own turbo power-generation facility through exo-thermic heat at Pune and Indore units while producing Sulphuric Acid and thus reduce our power cost.

Our Soya oil division is situated in Madhya Pradesh, which is the major Soya cultivating state in the country producing 63% of total production of 11.93 million MT during the year 2011-12. The company intends to re-launch its now defunct "Sufia" brand edible oil in the market.

With the introduction of Nutrient Based Subsidy (NBS) Policy, existing players are expanding their capacities on one hand while new players are also pitching in to take advantage of the situation on the other. This may create excess capacity trend since SSP industry is at the mercy of monsoon and any vagaries in monsoon tend to affect its fortune. Any change in the Government policy may adversely affect the industry. The inordinate delay in release of concession payment by the Government of India poses a great threat to capacity utilization. Moreover, the industry is fully dependent on single source of supplier in the country which at times put restrictions on availability of raw material. A large crushing capacity with lower availability of seeds in the country makes the soya business as speculative and volatile. Moreover, price of De-oiled cake and Soya oil is largely dependent on international market, which at times not favourable to the Indian industry.

4. SEGMENTWISE PERFORMANCE

The requisite information regarding Segment wise performance has been given in the Notes forming part of the Accounts.

5. OUTLOOK

The company has increased the production capacity at both Indore and Udaipur plants. This will adequately take care of increased demand in our area of operation subsequent to favourable NBS policy. The company is in this business for a long time and have built reputed brand image.

The mixed fertilizer of various grades of NPK is also gradually penetrating in the market and this will bring in additional revenue to the company. The strategic locations of our plants situated at Indore, Pune and Udaipur would cater to the requirements of farming community in Western and Northern region which accounts for 76.70% of total consumption of the country.

The company has already stepped up crushing during this year and continues to operate its oil division at optimum capacity.

Hopefully with the above initiatives, company would be in a position to deliver superior returns to the stake holders.

6. INTERNAL CONTROL SYSTEMS

The Company has an adequate system of internal control and conducts audit on quarterly basis at all plants and the salient points are discussed and corrective actions are taken. It also 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.

7. FINANCIAL PERFORMANCE

During the year sales amounted to ₹ 55476.52 Lac as compared to ₹ 35638.61 Lac for the year ended March 31, 2011. The profit for the year is ₹ 3359.80 Lac as compared to ₹ 3345.70 Lac in the previous year.

8. HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The industrial relations remained cordial during the year under review.

9. CAUTIONARY STATEMENT

Statements in this Report on Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions are based on certain assumptions and expectations of future events. Actual results could differ materially from those expressed or implied. Important factors that make a difference to the Company's operations include poor monsoon, changes in Government regulations relating to fertilizer subsidy, economic conditions affecting demand/supply, price conditions in the markets in which the company operates, competition from small scale manufacturers, litigations and industrial relations. The Company assumes no responsibility to amend, modify or revise any of the statements on the basis of subsequent developments, information or events.

For and on behalf of the Board,

Place : Mumbai

Dated : August 13, 2012

D. J. RAMSINGHANI
CHAIRMAN & MANAGING DIRECTOR

AUDITORS REPORT

To The Members of

RAMA PHOSPHATES LIMITED,

We have audited the attached Balance Sheet of Rama Phosphates Limited as at 31st March, 2012 and the Statement of Profit and Loss for the year ended on that date and also the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

1. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test check basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
2. As required by the Companies (Auditor's Report) Order, 2003 as amended by the Companies (Auditor's Report) Order, 2004 issued by the Central Government of India in terms of section 227(4A) of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
3. Further to our comments in the Annexure referred to above, we report that:
 - a) We have 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 accounts as required by the law have been kept by the Company so far as it appears from our examination of the 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 Statement of Profit and Loss, Balance Sheet, and the Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
 - e) In our opinion and based on the information and explanations given to us, none of the directors are disqualified as on 31st March, 2012 from being appointed as directors in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;

Further in our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the notes thereon, give the information required by the Companies Act, 1956, in the manner so required and subject to:

1. *Note – 7a regarding non-disclosure of amounts overdue to micro, small and medium enterprises.*

2. *Note – 29b regarding interest free advance made to a related party;*

give a true and fair view:

- i. in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2012; and
- ii. in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and
- iii. in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For **Dayal and Lohia**
Chartered Accountants
(Firm Registration No.102200W)

(CA Anil Lohia)

Partner

M.No.: 31626

Place : Mumbai
Date : 30th May, 2012.

ANNEXURE TO THE AUDITOR'S REPORT

(Referred to in paragraph 2 of our Report of even date on the accounts of Rama Phosphates Limited for the year ended 31st March, 2012.)

1. In respect of its Fixed assets:
 - a) The Company has maintained proper records showing full particulars including quantitative details and situations of fixed assets on the basis of available information;
 - b) Management has certified that they have carried out physical verification of fixed assets and no material discrepancies have been noticed on such verification.
 - c) The Company has not disposed off any substantial part of fixed assets so as to affect its going concern.
2. In respect of its inventories:
 - a) The inventories have been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable.
 - b) In our opinion, the procedures of physical verification of stocks followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c) No material discrepancies have been noticed on physical verification of stocks as compared to book records in so far as it appears from our examination of the books.
3. a) According to the information and explanations given to us, the company has not granted any loans, secured or unsecured to the companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
Accordingly sub clause (b), (c) and (d) are not applicable.
 - e) The company has an outstanding loan from one party covered under the register required to be maintained under section 301 of the Companies Act, 1956, amounting to ₹ 419.63 lacs of which ₹ 234.23 lacs was repaid during the year.
 - f) In our opinion and according to the information and explanation given to us, the rate of interest and other terms and conditions are prima facie not prejudicial to the interest of the Company.
 - g) The payments of Principal amount and interest relating to this loan are regular.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and nature of its business with regard to purchase of inventory, fixed assets and for sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal controls.
5. During the year the Company has not entered into any contract referred to in section 301 of the Companies Act, 1956.
6. According to the information and explanation given to us, the company has not accepted any deposits u/s 58A, 58AA or any other relevant provisions of the Companies Act, 1956, during the year.
7. In our opinion, the Company has an internal audit system commensurate with the size and the nature of the business.
8. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 209(1)(d) of the Companies Act, 1956 in respect of the Company's Products to which the said rules are made applicable, and are of the opinion that prima facie, the prescribed accounts have been maintained. We have, however not made a detailed examination of the records with a view to determine whether they are accurate.
9. a) According to the records of the Company, there were no undisputed amounts payable in respect of Provident Fund, Investor Education and Protection Fund, Employee's State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and any other statutory dues outstanding as on 31st March, 2012, for a period of more than six months from the date they became payable, except entry tax demand of ₹ 135.78 lacs outstanding since 2007 – 2008 & Central Sales Tax demand of ₹ 12.29 lacs outstanding since 1995 – 96.

- b) According to the records of the Company and information and explanations given to us there are no dues of sales tax, income tax, wealth tax, service tax, custom duty, excise duty on account of any disputes, except as given below: -

Statue	₹ In Lacs	Forum where dispute is Pending
Excise Duty	168.34	CESTAT - New Delhi
Service Tax	44.41	Additional Commissioner - Central Excise, Indore
MP Commercial Tax	89.78	Appellate Board, Bhopal
MP Commercial Tax	6.47	Hon'ble M. P. High Court, Indore
Central Sales Tax	55.61	Appellate Board, Bhopal
Rajasthan Sales Tax	704.23	Hon'ble Rajasthan High Court, Jodhpur
Entry Tax	1.21	Appellate Board, Bhopal
Central Sales Tax	115.88	Hon'ble M. P. High Court, Indore

10. The Company does not have accumulated losses as at the end of the year and the Company has not incurred cash losses during the current and immediately preceding financial year.
11. According to the information and explanation given to us we are of the opinion that the company has not defaulted in repayment of dues to bank.
12. According to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures or any other securities.
13. In our opinion, the Company is not a Chit Fund, Nidhi or Mutual Fund/Society and therefore the provisions of clause 4 (xiii) of the order are not applicable.
14. The Company is not dealing or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the order are not applicable.
15. According to the information and explanations given to us, and the representations made by the management, the Company has not given any guarantee for loans taken by others from any bank or financial institution.
16. In our opinion and on the basis of information and explanations given to us, term loans availed by the Company were, prima facie, applied by the Company for the purpose for which the loans were obtained.
17. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, during the year no funds raised on short term basis have been used for long term investment.
18. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
19. The Company has not issued debentures during the year.
20. The Company has not raised any money by public issue during the year.
21. According to the information and explanations given to us, and to the best of our knowledge and belief no fraud on or by the Company, has been noticed or reported during the year.

For **Dayal and Lohia**
Chartered Accountants
(Firm Registration No.102200W)

(**CA Anil Lohia**)
Partner
M.No.: 31626

Place : Mumbai
Date : 30th May, 2012.

BALANCE SHEET AS AT 31ST MARCH, 2012

Particulars	Note no.	As at 31st March, 2012 ₹ In Lacs	As at 31st March, 2011 ₹ In Lacs
EQUITY AND LIABILITIES			
Shareholder's Funds			
Share Capital	1	1,764.45	1,764.45
Reserves and Surplus	2	8,851.22	5,491.42
Non-Current Liabilities			
Long-term borrowings	3	1,468.29	1,683.71
Deferred tax liabilities (Net)	4	171.08	90.37
Long-term provisions	5	216.25	192.07
Current Liabilities			
Short-term borrowings	6	4,600.22	3,283.11
Trade payables	7	7,815.01	2,826.21
Other current liabilities	7	1,912.10	1,902.13
Short-term provisions	8	1,588.29	23.15
Total		28,386.91	17,256.62
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	9	2,206.57	2,482.25
Capital work-in-progress	9	1,199.16	316.43
Non-current investments	10	12.49	12.49
Long-term loans and advances	11	235.65	197.46
Other non-current assets	12	24.43	25.60
Current assets			
Inventories	13	9,158.45	9,600.44
Trade receivables	14	3,684.53	912.82
Cash and cash equivalents	15	1,332.44	359.81
Short-term loans and advances	16	484.51	587.20
Other current assets	17	10,048.68	2,762.12
Total		28,386.91	17,256.62

The Accompanying Notes are integral part of the Financial Statement 1 to 33

As per our report of even Date
For **Dayal & Lohia**
Chartered Accountants
(Firm Regn No. 102200W)

For and on Behalf of the Board of Directors

CA Anil Lohia
Partner
M.No. 31626

D. J. Ramsinghani
Chairman & Managing Director

Deonath Singh
Director

Place: **Mumbai**
Date : **May 30, 2012.**

J. K. Parakh
Chief Financial Officer & Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2012

Particulars	Note no.	For the year ended 31st March, 2012 ₹ In Lacs	For the year ended 31st March, 2011 ₹ In Lacs
Revenue from Operations (Gross)		55,826.29	35,704.18
Less: Excise Duty		429.28	277.86
Revenue from Operations (Net)	18	<u>55,397.01</u>	35,426.32
Other Income	19	79.51	212.29
Total Revenue		<u>55,476.52</u>	<u>35,638.61</u>
Expenses:			
Cost of materials consumed	20	36,685.40	23,657.99
Purchase of Stock-in-Trade	20	0.40	337.27
Changes in inventories of finished goods, work-in-process and Stock-in-Trade	21	3,167.30	257.67
Excise Duty	22	(10.30)	23.82
Employee benefit expenses	23	1,106.81	1,015.28
Other expenses	24	8,299.31	5,825.42
Financial costs	25	825.95	594.44
Depreciation	9	391.15	441.65
Total Expenses		<u>50,466.02</u>	<u>32,153.54</u>
Profit before extraordinary items and tax		5,010.50	3,485.07
Extraordinary Items	26	-	351.00
Profit before tax		<u>5,010.50</u>	3,836.07
Tax expenses:	27		
Current tax		1,570.00	-
Deferred tax		80.70	490.37
Net Profit for the year		<u>3,359.80</u>	<u>3,345.70</u>
Earning per equity share:	28		
(1) Basic before extra-ordinary item		18.99	16.93
(2) Basic after extra-ordinary item		18.99	18.91
(3) Diluted before extra-ordinary item		18.99	16.93
(4) Diluted after extra-ordinary item		18.99	18.91

The Accompanying Notes are integral part of the Financial Statement 1 to 33

As per our report of even Date
For **Dayal & Lohia**
Chartered Accountants
(Firm Regn No. 102200W)

For and on Behalf of the Board of Directors

CA Anil Lohia
Partner
M.No. 31626

D. J. Ramsinghani
Chairman & Managing Director

Deonath Singh
Director

Place: **Mumbai**
Date : **May 30, 2012.**

J. K. Parakh
Chief Financial Officer & Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March 2012

	Year ended 31st March, 2012 ₹ In Lacs	Year ended 31st March, 2011 ₹ In Lacs
A. Cash flow from Operating Activities		
Net Profit before taxation and extra ordinary items	5,010.50	3,432.64
Adjustments for -		
Depreciation	391.15	441.65
Interest and financing charges	825.95	594.44
Loss on sale of assets	1.15	0.11
Excess provision written back	(466.60)	(36.00)
Subsidy written off	61.62	0.46
Provision for Income Tax	(1,650.70)	-
Old Balances written off	513.19	0.03
Provision for doubtful debts	24.90	2.99
Operating profit before working capital changes	4,711.16	4,436.32
Decrease / (Increase) in trade and other receivables	(10,125.71)	(1,697.18)
Decrease / (Increase) in inventories	441.99	(1,253.43)
Decrease / (Increase) in Short-term borrowings	1,518.12	(349.07)
Increase / (Decrease) in trade payables and other liabilities	6,668.79	327.58
Cash generated from Operations	3,214.35	1,464.22
Interest & Financial charges	(825.95)	(594.44)
Cash flow before Extra-ordinary items	2,388.40	869.78
Extra-ordinary items		
Waiver of Liabilities on account of OTS	-	351.00
Net Cash from Operating Activities (A)	2,388.40	1,220.78
B. Cash flow from Investing Activities		
Purchase of fixed assets	(998.20)	(413.61)
Sale of fixed assets	(1.15)	(0.11)
Purchase of investments	-	(0.01)
Profit on sale of Fixed assets	-	0.02
	(999.35)	(413.71)
Net cash used in Investing Activities (B)	(999.35)	(413.71)
C. Cash flows from Financing Activities		
Increase in Share Capital	-	1,213.62
Increase in Share Application Money	-	(3,683.73)
Increase in long-term borrowings	(215.42)	(1,159.22)
Increase in unsecured loan	(201.00)	192.57
Increase in Securities Premium	-	2,427.23
Net cash from Financing Activities (C)	(416.42)	(1,009.53)
Net increase in cash and cash equivalent (A+B+C)	972.63	(202.46)
Cash and cash equivalents (Opening balance)	359.81	562.27
Cash and cash equivalents (Closing balance)	1,332.44	359.81

As per our report of even Date
For **Dayal & Lohia**
Chartered Accountants
(Firm Regn No. 102200W)

For and on Behalf of the Board of Directors

CA Anil Lohia
Partner
M.No. 31626

D. J. Ramsinghani
Chairman & Managing Director

Deonath Singh
Director

Place: **Mumbai**
Date : **May 30, 2012.**

J. K. Parakh
Chief Financial Officer & Secretary

Annexure I

SIGNIFICANT ACCOUNTING POLICIES :

(annexed to and forming part of the financial statements for the year ended 31st March, 2012)

A) GENERAL

- 1 The accounts are prepared on the basis of the Historical Cost Convention and in accordance with generally accepted accounting principles and provisions of the Companies Act, 1956.
- 2 The Company follows mercantile system of accounting and recognises income and expenditure on accrual basis. Interest on unpaid call money is accounted for as and when received.
- 3 Sales include sale of bye-products and are net of sales tax if any and includes subsidy.
- 4 Investments are valued at cost of acquisition. Only permanent diminution in the value of investments meant to be held for long term is recognised.

B) EXCISE DUTY

Liability for excise duty payable on finished products has been accounted in respect of goods lying at the end of the year and added to the value of closing stock.

C) FIXED ASSETS

(a) Fixed Assets are stated at cost of acquisition including taxes, duties, freight and other incidental expenses related to acquisition and installation of the concerned assets and net off cenvat.

(b) Impairment of Assets :

The carrying amount of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal / external factors.

If the carrying amount of the asset exceeds its estimated recoverable amount, an impairment loss is recognised in the Statement of Profit & Loss to the extent the carrying amount exceeds recoverable amount.

Reversal of impairment losses recognised in prior years is recorded when there is an indication that the impairment losses recognised for the assets, no longer exists or have decreased.

D) DEPRECIATION

Depreciation is provided on straight-line method, at the rates prescribed in Schedule XIV to the Companies Act, 1956 on a pro-rata basis commencing from the month of addition, except in case of plant and factory building of edible oil refinery and solvent extraction units and Sulphuric Acid plants where the Depreciation is provided on written down value method.

E) INVESTMENTS

Investments are stated at cost less any diminution in their value, which is other than temporary.

F) INVENTORIES

Inventories are valued as under .:

Raw materials, Work in Process and Packing materials	At cost on First in First out (FIFO) basis or net realisable value whichever is lower.
Finished goods	Raw material and Work in Process are not written down below cost if the finished product in which they will be incorporated are expected at or above cost.
Stores & spares	At cost or net realisable value whichever is lower. The cost is computed on weighted average method and includes cost of materials, cost of conversion and other costs incurred in acquiring the inventory and bringing them to their present location and condition.
	At Cost on FIFO basis.

G) BORROWING COST

Borrowing costs directly attributable to the acquisition or construction of fixed assets are capitalised as part of cost of the assets, upto the date the asset is put to use. Other Borrowing cost are charged to Statement of Profit & Loss in the year in which they are incurred.

H) SUBSIDY RECEIVABLE

Subsidy receivable is accounted on the basis of actual sales and the deductions, if any, from the same made by the Certifying Authority are accounted as and when the same are communicated to the Company.

I) REVENUE RECOGNITION

- 1 Sales are recognised, net of returns and trade discounts on despatch of goods to customers.
- 2 Sales include sale of bye-products and are net of sales tax, if any, and subsidy.
- 3 Revenue in respect of insurance / other claims are recognised only when it is reasonably certain that the ultimate collection will be made.

J) FOREIGN CURRENCY TRANSACTIONS

Foreign currency transactions are accounted for at the exchange rates prevailing on the date of such transactions where these are not covered by forward contracts. Liabilities in foreign currencies as on the date of balance sheet are converted at the exchange rate prevailing on that date.

Exchange difference in respect of liabilities incurred to acquire fixed assets prior to April 1, 2007 are adjusted to the carrying amount of such fixed assets and in other cases are recognised as income or expense in the period in which they arise.

K) PROVISION FOR RETIREMENT BENEFITS**i) Short-Term Employee benefits**

Short term employee benefits are recognised as an expense at the amount disclosed in the Statement of Profit and Loss for the period in which the related service is rendered.

ii) Post employment benefits

Post employment benefits are determined using the projected unit credit method with actuarial valuation being carried out at Balance Sheet date. Actuarial gains and losses are recognised in full in the Statement of Profit and Loss for the period in which they occur.

Defined benefit plans : The Government provident fund scheme is funded defined benefits scheme and the employee gratuity fund scheme is an unfunded defined benefit scheme.

iii) Long Term Employee benefits

The obligation for Long Term benefits such as Long Term Compensated absence is defined benefit which is unfunded.

L) TAXES ON INCOME

- 1 Tax expense consists of both current as well as deferred tax liability. Current tax represents amount of Income tax payable including the tax payable u/s 115JB, if any, in respect of taxable income for the year.
- 2 Minimum Alternate Tax credit is recognised as an asset, only when and to the extent there is convincing evidence that the Company will pay normal Income tax within the specified period.
- 3 Deferred Tax is recognised on timing difference between the accounting income and the taxable income for the year that originates in one period and are capable of reversal in one or more subsequent period. Such Deferred Tax is quantified using the tax rates and laws enacted or substantively enacted as on Balance Sheet date.

M) EARNING PER SHARE

The Company reports basic & diluted earnings per share (EPS) in accordance with Accounting Standard-20 on earnings per share. Basic EPS is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year. Diluted EPS is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

NOTES TO THE FINANCIAL STATEMENTS

	As at 31st March, 2012 ₹ In Lacs	As at 31st March, 2011 ₹ In Lacs
1 SHARE CAPITAL :		
a Authorised Share Capital		
3,10,00,000 Equity Shares (Prev. Year 3,10,00,000) of ₹ 10/- Each	3,100.00	3,100.00
1,00,00,000 Preference Shares (Prev. Year 1,00,00,000) of ₹ 10/- Each	1,000.00	1,000.00
	<u>4,100.00</u>	<u>4,100.00</u>
b Issued and Subscribed Capital		
1,76,93,213 Equity Shares (Prev. Year 1,76,93,213) of ₹ 10/- Each	1,769.32	1,769.32
	<u>1,769.32</u>	<u>1,769.32</u>
Less:		
c Calls Unpaid		
From Others	4.87	4.87
	<u>4.87</u>	<u>4.87</u>
d Issued, Subscribed and Paid up	<u><u>1,764.45</u></u>	<u><u>1,764.45</u></u>

e Reconciliation of Shares outstanding at the beginning and at the end of the year

Equity Shares	As at 31st March, 2012		As at 31st March, 2011	
	Nos.	Amount ₹ In Lacs	Nos.	Amount ₹ In Lacs
At the beginning of the year	1,76,93,213	1,769.32	55,57,026	555.70
Issued during the year	-	-	1,21,36,187	1,213.62
Outstanding at the end of the year	<u><u>1,76,93,213</u></u>	<u><u>1,769.32</u></u>	<u><u>1,76,93,213</u></u>	<u><u>1,769.32</u></u>

f Details of the 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 holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders 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.

g Details of Shareholders holding more than 5% shares in the Company

Name of the Shareholders	As at 31st March, 2012		As at 31st March, 2011	
	Nos.	%	Nos.	%
Equity				
NRI Investors Inc.	95,43,895	53.94%	95,43,895	53.94%
Pooja Ramsinghani	24,87,111	14.06%	24,87,111	14.06%
Jupiter Corporate Services Pvt Ltd	15,06,696	8.52%	15,06,666	8.52%

NOTES TO THE FINANCIAL STATEMENTS

	As at 31st March, 2012 ₹ In Lacs	As at 31st March, 2011 ₹ In Lacs
2 RESERVES & SURPLUS :		
a Capital Reserve		
Opening Balance	3,159.87	2,808.87
Addition during the year	-	351.00
Closing Balance	<u>3,159.87</u>	<u>3,159.87</u>
b General Reserve		
Opening Balance	16.50	-
Addition during the year	-	16.50
Closing Balance	<u>16.50</u>	<u>16.50</u>
c Securities Premium		
Opening Balance	4,119.88	1,692.64
Addition during the year	-	2,427.24
Closing Balance	<u>4,119.88</u>	<u>4,119.88</u>
Net of unpaid security premium from others ₹ 7.31 Lacs (Previous Year ₹ 7.31 Lacs)		
d Capital Redemption Reserve		
Opening Balance	60.00	60.00
Closing Balance	<u>60.00</u>	<u>60.00</u>
e Profit & Loss Account		
Balance as per last Balance Sheet	(1,864.83)	(4,859.53)
Add : Profit For the Year	3,359.80	3,345.70
Less : Appropriation		
Transfer to Capital Reserve	-	351.00
	<u>1,494.97</u>	<u>(1,864.83)</u>
Total	<u>8,851.22</u>	<u>5,491.42</u>

NOTES TO THE FINANCIAL STATEMENTS

	As at 31st March, 2012 ₹ In Lacs	As at 31st March, 2011 ₹ In Lacs
NON-CURRENT LIABILITIES		
3 LONG-TERM BORROWINGS :		
a Particulars		
Term Loans (Secured)		
From Bank	284.83	-
From Others *	416.53	916.78
Other Loans (Unsecured)		
From Others	766.93	766.93
	1,468.29	1,683.71
* Includes loans from related party	185.40	419.63
b Out of the Above		
Total Secured	701.36	916.78
Total Unsecured	766.93	766.93
	Total 1,468.29	1,683.71
c Out of the above Loans Guaranteed by Director & Others		
	284.83	-
d Terms and Conditions of Borrowings		
<p>Term Loan from bank is secured by Exclusive and specific charge on the assets acquired under the loan for new GSSP plant at Udaipur. The loan is further collaterally secured with first pari passu charge along with capital lender over immovable property situated at Fertiliser division Indore, Udaipur and pari passu charges along with working capital and other term lenders over immovable property situated at Pune. The said loan is further secured by second charge on pari passu basis over immovable property situated at Oil division Indore. The above loan is further secured along with working capital lenders by first pari passu charge on FDR of ₹ 84.25 Lacs and pledging of 90,23,539 no. equity shares of ₹ 10/- each of the company along with equitable mortgage of the property situated at Mumbai owned by another company and guaranteed by personal guarantee of a Director. The Interest on the loan is payable @15% p.a. The Loan is repayable in 24 quarterly installments starting from May-2012 (Read note no. 7 b).</p> <p>Term Loan from others are secured by way of first pari passu charge along with working capital bankers and term loan from bank over immovable properties situated at Pune plant. Said term loan are further secured by way of first pari passu charge over immovable property situated at Indore Oil Division. The Interest on the loan is payable @ 9% p.a. The Loan is repayable in 36 quarterly installments.</p>		
4 DEFERRED TAX ASSETS/ LIABILITIES :		
Deferred Tax Assets		
Disallowances under Section 43B	123.27	124.78
Disallowances of Provisions for doubtful receivables	35.90	64.17
Unabsorbed Depreciation and Business Loss under Income Tax	-	135.16
	159.17	324.11
Deferred Tax Liabilities		
Related to Fixed Assets	330.25	414.48
	330.25	414.48
Net Deferred Tax (Assets) / Liabilities	171.08	90.37

NOTES TO THE FINANCIAL STATEMENTS

	As at 31st March, 2012 ₹ In Lacs	As at 31st March, 2011 ₹ In Lacs
5 LONG-TERM PROVISIONS :		
Provision for Employee Benefits (Refer note no. 31)		
Gratuity	178.78	160.35
Leave Encashment	37.47	31.72
Total	216.25	192.07
CURRENT LIABILITIES		
6 SHORT-TERM BORROWINGS :		
Working Capital Loans (Secured)		
From Banks	4,600.22	3,082.11
Other Loans & Advances (Unsecured)	-	201.00
Total	4,600.22	3,283.11
a Out of the above Loans Guaranteed by Director & Others	4,600.22	3,082.11
b Terms and Conditions of Borrowings		
<p>Working Capital facilities from Banks are secured against hypothecation of raw material, stock in process, finished goods, stores and spares, Book debts, Subsidy and first pari passu charge along with Bank term lender over immovable properties of fertiliser division situated at Indore, Udaipur and first pari passu charges with other term lenders over immovable properties situated at Pune. This is further secured by second charge pari passu basis over immovable properties of Oil division situated at Indore.</p> <p>The above working capital facilities are further secured along with bank term lender by first pari passu on FDR of ₹ 84.25 lacs and pledging of 90,23,539 no. equity share of ₹ 10/- each of the company along with equitable mortgage of the property situated at Mumbai owned by another Company and guaranteed by personal guarantee of a Director. The working capital facilities carry interest @ 14.75% to 17% p.a.</p>		
7 TRADE PAYABLES & OTHER CURRENT LIABILITIES :		
a Trade Payables	7,815.01	2,826.21
<p>In the absence of information from suppliers of their status being small scale/ancillary undertakings, amount overdue and interest payable thereon, if any, cannot be quantified. All the payments are being made by the Company on mutually agreed terms. The Company has written letters to get the confirmations from the suppliers as regards their status under the Small Scale and Ancillary Industry Undertaking Ordinance 1993. However no response has been received.</p>		
b Other Liabilities		
Current Maturity of Long Term Borrowings	80.00	-
Interest Accrued and Due on Borrowings	36.08	-
Deposits from Dealers	109.28	102.99
Deposits from Transporters & Contractors	28.82	49.17
Advances from Customers	615.38	1,188.60
Other Payables including statutory dues	1,042.54	561.37
Total	1,912.10	1,902.13
8 SHORT-TERM PROVISIONS :		
Provision for Employee Benefits (Refer note no. 31)		
Gratuity	22.48	19.12
Leave Encashment	1.53	3.27
Total	24.01	22.39
Other Provisions		
Provision for Income Tax (Net of Advance Tax)	1,563.66	-
Others	0.62	0.76
Total	1,564.28	0.76
Total	1,588.29	23.15

NOTES TO THE FINANCIAL STATEMENTS

NON - CURRENT ASSETS

9 FIXED ASSETS :

₹ In Lacs										
Particulars	Gross Block at cost				Depreciation				Net Block	
	As at 01.04.2011	Additions for the year	Deductions during the year	As at 31.03.2012	As at 01.04.2011	For the year	Deductions during the year	Total upto 31.03.2012	As at 31.03.2012	As at 31.03.2011
Tangible assets :										
Land Free-hold	229.90	10.66	-	240.56	-	-	-	-	240.56	229.90
Land Lease hold	25.18	-	-	25.18	-	-	-	-	25.18	25.18
Buildings	1,747.98	4.83	-	1,752.81	1,008.24	50.64	-	1,058.88	693.93	739.74
Plant and equipment	9,358.55	70.20	-	9,428.75	8,049.63	315.44	-	8,365.07	1,063.68	1,308.92
Office equipment	210.87	23.14	1.77	232.24	149.36	10.41	0.42	159.35	72.89	61.51
Furniture and fixtures	75.34	0.42	-	75.76	62.38	2.29	-	64.67	11.09	12.96
Vehicles	202.48	7.57	-	210.05	98.44	12.37	-	110.81	99.24	104.04
Total	11,850.30	116.82	1.77	11,965.35	9,368.05	391.15	0.42	9,758.78	2,206.57	2,482.25
Previous Year's Total	11,719.65	161.08	30.43	11,850.30	9,011.35	387.02	30.32	9,368.05	2,482.25	2,708.29
Work-In-Progress :									1,199.16	316.43

As at 31st March, 2012
₹ In Lacs

As at 31st March, 2011
₹ In Lacs

10 NON-CURRENT INVESTMENTS :

Other than Trade

i Investment in Equity instruments (Related party) - Quoted - Fully Paid

3,07,100 (Previous Year 3,07,100) Shares of Rama Petrochemicals Ltd of ₹ 10 fully paid up.

12.26

12.26

12.26

12.26

ii Investment in Equity instruments- Unquoted - Fully Paid

16,100 (Previous Year 16,100) Shares of National Board of Trade of ₹ 10 paid up.

0.01

0.01

716 (Previous Year 716) Shares of Bombay Mercantile Co-op Bank Ltd of ₹ 10 paid up.

0.22

0.22

0.23

0.23

Total **12.49** **12.49**

Aggregate amount of Market Value

12.76

27.81

11 LONG-TERM LOANS & ADVANCES :

a Security Deposits

Unsecured, Considered good

167.15

116.13

167.15

116.13

b Advances Recoverable in Cash

Unsecured, Considered good

1.30

1.30

1.30

1.30

c Other Loans & Advances

Prepaid Expenses

2.11

0.71

Balances with Statutory / Govt. Authorities

65.09

79.32

67.20

80.03

Total **235.65** **197.46**

NOTES TO THE FINANCIAL STATEMENTS

	As at 31st March, 2012 ₹ In Lacs	As at 31st March, 2011 ₹ In Lacs
12 OTHER NON-CURRENT ASSETS :		
Non Current Deposits with Banks held as margin money (Refer note no. 15)	22.38	23.17
Interest Accrued on Deposits	2.05	2.43
Total	24.43	25.60
CURRENT ASSETS		
13 INVENTORIES :		
a Particulars		
Raw Materials	3,140.19	2,194.05
-in transit	2,758.88	1,033.89
Work in Process	1.94	2.63
Finished Goods	2,483.47	5,835.89
-in transit	185.81	-
Stores & Spares	509.51	403.27
Packing Materials	78.65	130.71
Total	9,158.45	9,600.44
b Inventories are valued as under :		
1 Raw materials, Work in Process and Packing materials : at cost on First in First out (FIFO) basis or net realizable value whichever is lower.		
Raw material & Work in Process are not written down below cost if the finished product in which they will be incorporated are expected at or above cost.		
2 Finished goods : at cost or net realisable value whichever is lower. The cost is computed on weighted average method and includes cost of materials, cost of conversion and other costs incurred in acquiring the inventory and bringing them to their present location and condition.		
3 Stores & spares : at Cost on FIFO basis.		
14 TRADE RECEIVABLES :		
a Outstanding for a period exceeding 6 months from the due date		
Unsecured, Considered Good	112.16	113.42
Doubtful	71.01	128.40
	183.17	241.82
Less: Provision for Doubtful Debts	71.01	128.40
	112.16	113.42
b Others		
Unsecured, Considered Good	3,572.37	799.40
Total	3,684.53	912.82

NOTES TO THE FINANCIAL STATEMENTS

	As at 31st March, 2012 ₹ In Lacs	As at 31st March, 2011 ₹ In Lacs
15 CASH & CASH EQUIVALENTS :		
Cash in Hand	6.79	14.37
Balances with Bank	861.12	24.75
Deposits with Bank		
Deposit with Bank held as Margin Money / given as Security		
Maturity up to 12 months	464.53	320.69
Maturity above 12 months	22.38	23.17
Total	486.91	343.86
Less: Amount Disclosed under Non-Current Assets	22.38	23.17
	464.53	320.69
Total	1,332.44	359.81
16 SHORT-TERM LOANS & ADVANCES :		
a Capital Advances		
Unsecured, Considered good	10.07	12.87
	10.07	12.87
b Security Deposits		
Unsecured, Considered good	89.37	36.41
	89.37	36.41
c Loans & Advances to Related Parties (Read note no. 29)		
Unsecured, Considered good	-	18.16
Doubtful	305.27	665.52
	305.27	683.68
Less: Provision for Doubtful Advances	305.27	665.52
	-	18.16
d Advances Recoverable in Cash		
Unsecured, Considered good	199.16	276.42
Doubtful	8.35	27.72
	207.51	304.14
Less: Provision for Doubtful Advances	8.35	27.72
	199.16	276.42
Includes due from an Officer of the Company	25.15	-
e Other Loans & Advances		
Other advances	29.02	29.02
Prepaid Expenses	54.75	38.92
Balances with Statutory / Govt. Authorities	102.14	175.40
	185.91	243.34
Total	484.51	587.20
17 OTHER CURRENT ASSETS :		
a Subsidy Receivable	10,061.77	2,794.46
Less:- Provision for doubtful subsidy	31.30	37.06
Net Subsidy Receivable	10,030.47	2,757.40
b Interest Accrued on Deposits	18.21	4.72
Total	10,048.68	2,762.12

NOTES TO THE FINANCIAL STATEMENTS

	For the year ended 31st March, 2012 ₹ In Lacs	For the year ended 31st March, 2011 ₹ In Lacs
18 REVENUE FROM OPERATIONS :		
a Sale of Products		
Finished Goods	55,376.10	35,002.97
Traded Goods	20.91	423.35
Total	55,397.01	35,426.32
b Details of Product Sold		
i Finished Goods		
Single Super Phosphates	42,975.53	28,067.53
Sulphuric Acid & Oleum	2,035.49	1,840.47
N P K	334.85	465.79
De-Oiled Cake	5,931.17	2,762.46
Soya Solvent Oil	2,161.96	1,468.39
Soya Refined Oil	1,884.21	375.78
Others	52.89	22.55
	55,376.10	35,002.97
ii Traded Goods		
Sulphur	0.16	407.01
Others	20.75	16.34
	20.91	423.35
c Subsidy recognised as income - Included in Sales	25,368.48	16,718.50
19 OTHER INCOME :		
Interest	44.22	25.59
Exchange Fluctuation on Foreign Currency	-	70.14
Prior year adjustments (net)	2.39	(1.43)
Depreciation of earlier years	0.26	54.62
Other non operating income Net of expenses *	32.64	63.37
Total	79.51	212.29
* Includes gain of ₹ 2.90 Lacs (Previous Year loss of ₹ 101.59 Lacs netted off from sales) due to hedging in commodity exchange.		
20 COST OF MATERIAL INCLUDING PACKING MATERIAL CONSUMED :		
a Particulars		
Opening Stock of Raw Material	3,227.94	1,785.09
Add: Purchases	38,336.63	24,327.92
	41,564.57	26,113.01
Less: Closing Stock of Raw Material	5,899.07	3,227.94
	35,665.50	22,885.07
Packing Material consumed	1,019.90	772.92
Total	36,685.40	23,657.99
b Details of Raw Material Consumed		
Rock Phosphates	18,017.65	12,922.31
Sulphuric Acid and Spent Acid	3,398.08	2,912.10
Sulphur	3,932.34	2,582.70
Soya Seed	9,728.09	4,034.14
Others	589.34	433.82
	35,665.50	22,885.07

NOTES TO THE FINANCIAL STATEMENTS

c Imported and Indigenous Raw materials consumed :

	For the year ended 31st March, 2012		For the year ended 31st March, 2011	
	₹ In lacs	%	₹ In lacs	%
Imported	15,016.77	42.10%	9,786.76	42.76%
Indigenous	20,648.73	57.90%	13,098.31	57.24%
	35,665.50	100.00%	22,885.07	100.00%

d Values of Imports Calculated On CIF Basis

	For the year ended 31st March, 2012 ₹ In Lacs	For the year ended 31st March, 2011 ₹ In Lacs
Raw Materials	8,508.52	7,655.30

e Purchase of traded goods

	For the year ended 31st March, 2012 ₹ In Lacs	For the year ended 31st March, 2011 ₹ In Lacs
Sulphur	0.13	300.81
Others	0.27	36.46
Total	0.40	337.27

21 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROCESS AND STOCK-IN-TRADE : (Increase) / Decrease in Inventories

Opening Stock of Inventories

	For the year ended 31st March, 2012 ₹ In Lacs	For the year ended 31st March, 2011 ₹ In Lacs
Work-in-Process	2.63	2.59
Finished Goods	5,815.41	6,093.60
Stock-in-Trade	20.48	-
	5,838.52	6,096.19

Less: Closing Stock of Inventory

	For the year ended 31st March, 2012 ₹ In Lacs	For the year ended 31st March, 2011 ₹ In Lacs
Work-in-Process	1.94	2.63
Finished Goods	2,669.28	5,815.41
Stock-in-Trade	-	20.48
	2,671.22	5,838.52

Net Increase / Decrease

	For the year ended 31st March, 2012 ₹ In Lacs	For the year ended 31st March, 2011 ₹ In Lacs
Work-in-Process	0.69	(0.04)
Finished Goods	3,146.13	278.19
Stock-in-Trade	20.48	(20.48)
Total	3,167.30	257.67

22 EXCISE DUTY :

	For the year ended 31st March, 2012 ₹ In Lacs	For the year ended 31st March, 2011 ₹ In Lacs
Excise duty on Opening stock	(24.21)	(0.39)
Excise duty on Closing stock	11.48	24.21
Adjustments	2.43	-
Excise Duty charged to Statement of Profit & Loss	(10.30)	23.82

23 EMPLOYEE BENEFIT EXPENSES :

	For the year ended 31st March, 2012 ₹ In Lacs	For the year ended 31st March, 2011 ₹ In Lacs
Salaries & Wages	971.86	897.60
Contribution to Provident & Other Funds	67.90	59.32
Staff Welfare Expenses	67.05	58.36
Total	1,106.81	1,015.28

NOTES TO THE FINANCIAL STATEMENTS

	For the year ended 31st March, 2012 ₹ In Lacs	For the year ended 31st March, 2011 ₹ In Lacs
24 OTHER EXPENSES :		
Consumption of Stores & Spares	885.05	664.94
Power & Fuel	1,524.33	1,018.06
Repairs to Buildings	10.06	9.59
Repairs to Machinery	265.08	214.97
Other manufacturing Expenses	548.03	354.25
Selling & Distribution Expenses	3,809.74	2,796.92
Legal and professional fees	163.94	130.31
Insurance	49.65	43.04
Rent	151.31	2.06
Rates & Taxes	20.22	18.27
Provision for doubtful debts	24.90	2.99
Sundry Balances w/off (net of)*	108.21	138.86
Directors sitting fees	0.33	0.41
Donation	1.15	1.24
Exchange Fluctuation rate difference	222.80	-
Loss on sales of fixed assets	1.15	0.11
Miscellaneous expenses	513.36	429.40
Total	8,299.31	5,825.42
* Net of provision no longer required		
a Imported and Indigenous Store and Spare parts consumed :		
	For the year ended 31st March 2012	For the year ended 31st March 2011
	₹ In Lacs %	₹ In Lacs %
Improted	-	-
Indigenous	885.05	664.94
	885.05	664.94
	100.00%	100.00%
	100.00%	100.00%
b Details of Payment to Auditors (included in Legal & professional fees) :		
As Auditor		
Audit Fee	7.13	5.19
Tax Audit Fee	1.82	1.32
In Other Capacity		
Management Services	4.38	2.28
Other Certification	6.99	4.18
Reimbursement of expenses	0.02	0.05
	20.34	13.02
c Expenditure In Foreign Currency		
Travelling, Membership & Subscription Expenses	6.24	2.07
d Details of Expenditure allocated and debited to Capital Work-in-Progress during the year		
Other manufacturing Expenses	2.37	4.86
Power & Fuel	3.27	-
Miscellaneous expenses	0.06	0.67
Employee Benefit Expenses	10.51	-
Legal and professional fees	5.10	-
	21.31	5.53

NOTES TO THE FINANCIAL STATEMENTS

	For the year ended 31st March, 2012 ₹ In Lacs	For the year ended 31st March, 2011 ₹ In Lacs
25 FINANCIAL COST :		
Interest	682.56	428.05
Other Borrowing Cost	143.39	166.39
	825.95	594.44
Details of Expenditure allocated and debited to Capital Work-in-Progress during the year		
Interest	6.08	-
Other borrowing costs	16.22	-
	22.30	-
26 EXTRAORDINARY ITEMS :		
Capital Surplus arising out of Waiver of principal liability by banks & Institutions	-	(351.00)
<p>During the financial year 2010-11, the company has given effect to the settlement of debts of some term lenders. Accordingly, the surplus arising from waiver of principal amount has been transferred to Capital Reserve Account and interest waived on such loan has been transferred to Profit & Loss Account.</p>		
27 TAX EXPENSES :		
a Current Tax	1,570.00	-
b Deferred Tax	80.70	490.37
	1,650.70	490.37
28 EARNING PER SHARE		
(i) Basic earning per share before extraordinary item		
(a) Numerator- Profit after Tax and before extraordinary items	3,359.80	2,994.70
(b) Denominator - Number of Equity Shares outstanding	17,693,213	17,693,213
(c) Nominal value of Shares (in ₹)	10	10
(d) Basic Earning Per Share	18.99	16.93
(ii) Basic earning per share after extraordinary item		
(a) Numerator-Profit after Tax and extraordinary items for basic EPS	3,359.80	3,345.70
(b) Denominator - Number of Equity Shares outstanding	17,693,213	17,693,213
(c) Nominal value of Shares (in ₹)	10.00	10.00
(d) Basic Earning Per Share	18.99	18.91
(iii) Diluted earning per share before extraordinary item		
(a) Numerator- Profit after Tax and before extraordinary items	3,359.80	2,994.70
(b) Weighted Average number of Equity Shares outstanding during the year	17,693,213	17,693,213
(c) Nominal value of Shares (in ₹)	10.00	10.00
(d) Diluted Earning Per Share	18.99	16.93
(iv) Diluted earning per share after extraordinary item		
(a) Numerator-Profit after Tax and extraordinary items for Diluted EPS	3,359.80	3,345.70
(b) Weighted Average number of Equity Shares outstanding during the year	17,693,213	17,693,213
(c) Nominal value of Shares (in ₹)	10.00	10.00
(d) Diluted Earning Per Share	18.99	18.91

NOTES TO THE FINANCIAL STATEMENTS

	As at 31st March, 2012 ₹ In Lacs	As at 31st March, 2011 ₹ In Lacs
--	--	--

29 RELATED PARTY DISCLOSURE :**a Names of Related Parties and Related Party Relationship**

i Enterprise that directly or indirectly control (through subsidiaries) or are controlled by or are under common control with the reporting enterprise.	None	None
ii Associates, Joint ventures of the reporting entity, investing party or venturer in respect of which reporting enterprise is an associate or joint venture.	None	None
iii Individuals owning directly or indirectly, an interest in the voting power of the reporting enterprise that gives them control or significant influence over the enterprise and relatives of any such individual.		

NRI Investors Inc.

iv Key Managerial Person (KMP) and their Relatives with whom transactions have taken place during the year

D. J. Ramsinghani- Chairman and Managing Director

H. D. Ramsinghani- Director

J. K. Parakh - CFO & Company Secretary

v Enterprises over which any person described in iii & iv above is able to exercise significant influence.

Rama Industries Limited

Rama Capital & Fiscal Services Private Limited

Rama Enterprises

Rama Petrochemicals Limited

Rainbow Denim Limited

Rainbow Agri Industries Limited

Blue Lagoon Investment Private Limited

Jupiter Corporate Services Private Limited

Nova Gelicon Private Limited

b The details of the related party transactions entered into by the Company

Particulars	Key Managerial Person and their relatives		Enterprises over which (KMP) & their relatives are able to exercise significant influence	
	31.03.2012	31.03.2011	31.03.2012	31.03.2011
	₹ In Lacs			
1 Balance outstanding				
Receivable	-	-	410.89	29.41
Payable	-	-	29.33	51.62
2 Balance outstanding as Investments	-	-	12.26	12.26
3 Loans & Advances receivable (Refer note no.16 c)*	-	-	305.27	665.52
4 Loans & Advances received during the year	-	-	-	610.00
5 Loans & Advances repaid during the year	-	-	255.00	190.37
6 Loans & Advances payable	-	-	185.40	419.63
7 Interest on Loans & Advances	-	-	20.77	10.64
8 Shares securities premium	-	-	-	301.33
9 Shares issued	-	282.18	-	150.67
10 Sitting fees	0.11	0.07	-	-
11 Remuneration	41.60	15.39	-	-
12 Sale of finished goods	-	-	601.49	1,487.63
13 Purchase of goods	-	-	447.10	133.77
14 Written off during the year	-	-	360.25	-

* includes an interest free loan of ₹ 305.27 lacs (Previous year ₹ 305.27 lacs) due from a company against which provision has already been made in earlier years.

NOTES TO THE FINANCIAL STATEMENTS

30 SEGMENT REPORTING :

a Identification of Segments

The company has disclosed Business Segments as its primary segments. Reporting segments have been identified as Fertilizers & Chemicals and Oil, taking into account the nature of product, the different risk and returns, the organizational structure and the internal reporting system.

The company caters mainly to the need of domestic market. The direct export turnover is Nil during the year. As such there are no reportable geographical segments.

Segment revenue, Segment results, Segment Assets and Segment Liabilities include the respective amounts identifiable to each of the segments as also amounts allocated on a reasonable basis to the respective segments.

₹ In Lacs

b Segment Information

Particulars	Fertilizer & Chemicals	Oil	Unallocable	Total
Segment Revenue	45,346.30	10,050.71	79.51	55,476.52
	<i>30,780.78</i>	<i>4,645.53</i>	<i>212.30</i>	<i>35,638.61</i>
Segment Results	6,878.94	(379.88)	(6.32)	6,492.74
	<i>4,946.98</i>	<i>(313.51)</i>	<i>1.77</i>	<i>4,635.24</i>
Interest and financial cost for the year	-	-	(825.95)	(825.95)
	-	-	<i>(594.44)</i>	<i>(594.44)</i>
Net Corporate Office Expenses	-	-	-	(2,306.99)
	-	-	-	<i>(695.10)</i>
Profit / (Loss) as per Statement of Profit & Loss	-	-	-	3,359.80
	-	-	-	<i>3,345.70</i>
Segment Asset	25,742.61	1,534.05	1,110.25	28,386.91
	<i>16,263.31</i>	<i>708.24</i>	<i>285.07</i>	<i>17,256.62</i>
Segment Liabilities	13,799.19	998.08	2,973.97	17,771.24
	<i>7,307.75</i>	<i>758.09</i>	<i>1,934.91</i>	<i>10,000.75</i>
Cost incurred during the year to acquire segment assets	973.49	9.04	17.03	999.56
	<i>409.31</i>	<i>7.68</i>	<i>27.06</i>	<i>444.05</i>
Segment Depreciation	341.68	36.76	12.71	391.15
	<i>394.33</i>	<i>35.78</i>	<i>11.54</i>	<i>441.65</i>
Non-cash Expenses other than Depreciation	130.66	(0.32)	2.77	133.11
	<i>16.42</i>	-	<i>128.45</i>	<i>144.87</i>

(Previous year figures shown in Italic)

NOTES TO THE FINANCIAL STATEMENTS

31 The disclosure required under Accounting Standard 15 "Employee Benefits"

Refer Note no. 5 & 8

The obligation for Gratuity & Leave encashment is a provided, defined and unfunded contribution plan.

Assumptions	Gratuity		Leave encashment	
	31.3.2012	31.3.2011	31.3.2012	31.3.2011
Discount Rate	8.50%	8.30%	8.50%	8.00%
Rate of Increase in Compensation levels	4.00%	4.00%	4.00%	4.00%
Rate of return on plan assets	-	-	-	-
Withdrawal Rate	0.80%	0.80%	0.80%	0.80%
				₹ In Laacs
Change in present value of obligations	Gratuity		Leave encashment	
	31.3.2012	31.3.2011	31.3.2012	31.3.2011
Present value of obligation as at 1.4.2011	179.47	156.66	34.99	28.88
Interest cost for the year	14.44	11.83	2.77	2.20
Service cost for the year	19.45	32.40	7.57	7.03
Benefits paid during the year	(11.06)	(17.58)	(3.22)	(2.69)
Actuarial (gain)/loss on obligation	(1.03)	(3.84)	(3.11)	(0.43)
Present value of obligation as on 31.3.2012	201.26	179.47	39.00	34.99
Changes in fair value of plan assets				
Fair Value of Plan Assets at beginning of the year	-	-	-	-
Expected Return of Plan Assets	-	-	-	-
Contribution during the year	11.06	17.58	3.22	2.69
Benefit paid during the year	(11.06)	(17.58)	(3.22)	(2.69)
Actuarial gain/(loss) on plan assets	-	-	-	-
Fair Value of Plan Assets at end of the year	-	-	-	-
Liability recognised in Balance Sheet				
Present value of obligation as on 31.3.2012	201.26	179.47	39.00	34.99
Fair Value of Plan Assets	-	-	-	-
Liability recognised in Balance Sheet as on 31.3.2012	(201.26)	(179.47)	(39.00)	(34.99)
Expenses recognised in Statement of Profit and Loss				
Current Service Cost	19.45	32.40	7.57	7.03
Interest Cost	14.44	11.83	2.77	2.20
Expected return on Plan Assets	-	-	-	-
Net Actuarial (Gain)/Loss recognised for the year	(1.03)	(3.84)	(3.11)	(0.43)
Total Expenses recognised in the Statement of P & L	32.85	40.39	7.23	8.80
Movement in the liability recognised in the Balance Sheet				
Liability as on 1.4.2011	179.47	156.66	34.99	28.88
Expenses as above	32.85	40.39	7.23	8.80
Contribution paid	(11.06)	(17.58)	(3.22)	(2.69)
Liability as on 31.3.2012	201.26	179.47	39.00	34.99

NOTES TO THE FINANCIAL STATEMENTS

	As at 31st March, 2012 ₹ In Lacs	As at 31st March, 2011 ₹ In Lacs
32 CONTINGENT LIABILITY AND COMMITMENTS		
a Contingent Liabilities not provided for		
i Amount of Letters of Credit and Bank Guarantee issued by banks.	418.73	505.48
ii Royalty & environment cess on rock phosphates.	522.60	522.60
iii Contingent liability due to reduction in brought forward losses on account of completed assessments having a bearing on current taxable income.	602.78	112.90
iv Custom duty, Excise duty, Demurrage, Sales tax and others	1,140.88	1,248.98
v Wages	93.97	32.32
vi Electricity duty	44.23	94.23
vii Railway Claim	73.08	-
b Commitments		
Estimated Amount of Capital Contracts Pending to be executed	51.14	525.55

33 PREVIOUS YEAR FIGURES

During the year ended 31-03-2012, the Revised Schedule VI notified under the Companies Act 1956, is applicable to the Company. The Company has reclassified and regrouped the Previous Year Figures to confirms to the current classification.

As per our report of even Date
For **Dayal & Lohia**
Chartered Accountants
(Firm Regn No. 102200W)

For and on Behalf of the Board of Directors,

CA Anil Lohia
Partner
M .No. 31626

D. J. Ramsinghani
Chairman & Managing Director

Deonath Singh
Director

Place: **Mumbai**
Date : **May 30, 2012.**

J. K. Parakh
Chief Financial Officer & Secretary

RAMA PHOSPHATES LIMITED

Regd. Office : 812, Raheja Chambers, Nariman Point, Mumbai - 400 021.

PROXY FORM

For Demat Shares

For Physical Shares

DP ID	
-------	--

REGD. FOLIO NO.	
-----------------	--

CLIENT ID	
-----------	--

NO. OF SHARES HELD	
--------------------	--

I/We _____ s/o, w/o, d/o _____
residing at _____
being member/member(s) of the above named company hereby appoint Mr./Ms. _____
residing at _____ or failing him/her Mr./Ms _____
_____ residing at _____ as my/
our proxy to vote for me/us and on my/our behalf at the Twenty Seventh Annual General Meeting of the Company to be held on
Friday the 21st day of September, 2012 at 10.00 a.m. at M.C. Ghia Hall, Bhogilal Hargovindas Bldg., 18/20, Kaikhushru Dubhash
Marg, Mumbai 400 001.

Signed this _____ day of _____, 2012



Signature

(Please sign across the Stamp)

Note : This form in order to be valid should be duly stamped, completed and signed and must reach the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

RAMA PHOSPHATES LIMITED

Regd. Office : 812, Raheja Chambers, Nariman Point, Mumbai - 400 021.

ATTENDANCE SLIP

For Demat Shares

For Physical Shares

DP ID	
-------	--

REGD. FOLIO NO.	
-----------------	--

CLIENT ID	
-----------	--

NO. OF SHARES HELD	
--------------------	--

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the
Twenty Seventh Annual General Meeting of the Company held on Friday the 21st day of September, 2012 at 10.00 a.m. at M.C.
Ghia Hall, Bhogilal Hargovindas Bldg., 18/20, Kaikhushru Dubhash Marg, Mumbai 400 001.

Member's / Proxy's name in BLOCK letters

Member's / Proxy's Signature

(Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand over the same at the entrance of the meeting Hall.)

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Unit : Rama Phosphates Limited

C-13, Pannalal Silk Mills Compound,

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

Mumbai 400 078.