

RAMPUR FERTILIZERS LIMITED



Annual Report
2018-2019

Shareholders Information

Board of Directors:

Anshuman Khaitan
Gangesh Khaitan
Pulak Wardhan Jain
Deeksha Rathour

- Managing Director
- Whole Time Director
- Independent/ Non-Executive Director
- Independent/ Non-Executive Director

Regd. Office & Works:

Judges Bareilly Road, Rampur (U.P.)
Phone: 0595-2352028; Fax: 2352030
E-mail: rkumar@rampurfert.com, Web: www.rampurfert.com

CIN: L15136UP1988PLC010084

Company Secretary & Compliance Officer:

Mr. Rajeev Kumar

Statutory Auditors:

M/s. Patni PK & Co.
Chartered Accountants
4D/14, Basement, Old Rajendra Nagar
New Delhi -110060

Registrar & Share Transfer Agent:

M/s Mas Services (P) Ltd.
T-34, IInd Floor, Okhla Ind Area,
Phase II, New Delhi -110020
Phone No.: +91-11-2638 7281 82, 83,
Fax No.: +91-11-2638 7384
E-mail : info@masserv.com, Web: www.masserv.com

Bankers:

HDFC Bank Ltd.
Defence Colony, New Delhi – 110024

ICICI Bank, Nehru Place, New Delhi-110019

Punjab National Bank
Rampur -244 901(U.P.)

Federal Bank, Nehru Place, New Delhi-110019

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Notice of 31th Annual General Meeting

Notice is hereby given that the 31th Annual General Meeting of the Members of Rampur Fertilizers Ltd. will be held on Thursday the 26th September 2019 at 10:00 A.M. at the Registered Office of the Company situated at Judges Bareilly Road, Rampur-244901 (U.P.) to transact the following business :-

Ordinary Business

1. To receive, consider, approve and adopt:

- a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 together with the reports of the Board of Directors and Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 together with the reports of the Auditors thereon.

2. To appoint a Director in place of Mr. Anshuman Khaitan (holding DIN: 00606546), who retires by rotation and being eligible, offers himself for reappointment.

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

“RESOLVED THAT pursuant to the provisions of Section 139 of Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under and pursuant to the recommendations of the Board of Directors, appointment of M/s Patni PK & Company, Chartered Accountants, New Delhi, (Firm Registration No. 030021N) as a Statutory Auditor of the Company, is ratified to hold the office of the Company from the conclusion of this meeting to the conclusion of next meeting on remuneration to be fixed by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the Audit.”

Special Business

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

“RESOLVED THAT pursuant to Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, consent of Members of the Company be and is hereby accorded to ratify increase the remuneration Mr. Gangesh Khaitan (holding DIN 00798110), Whole time Director of the Company, under the provisions of the Act, to basic salary Rs. 48 Lacs (Rupees Forty Eight Lacs) per annum and other perquisites/allowances which would not be exceed the amount double of the basic salary, w.e.f. 1st April, 2019 for the remaining term ending on 31st December 2019, on the terms and conditions as set out in the Explanatory Statement annexed to this Notice, .

RESOLVED FURTHER THAT in event of no profits or inadequacy of profits, in any financial year, during the currency of term of Mr. Gangesh Khaitan, the Company shall pay Mr. Gangesh Khaitan, the existing remuneration as minimum remuneration by way of salary, perquisites and / or allowance, performance based rewards/ incentives do not exceeding the limit laid down in Section II of Part II of Schedule V of the Companies Act, 2013, as applicable to the Company or such other limits, as may be prescribed by the Central Government from time to time as to minimum remuneration and in compliance with provisions stipulated therein.

FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution.”

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

“RESOLVED THAT pursuant to Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, consent of Members of the Company be and is hereby accorded to ratify the increment in the remuneration to Mr. Anshuman Khaitan (holding DIN 00606546), Managing Director of the Company, under the provisions of the Act, to basic salary Rs. 48 Lacs (Rupees Forty Eight Lacs) per annum and other perquisites/allowances which would not be exceed the amount double of the basic salary, w.e.f. 1st April, 2019 for the remaining term ending on 30th September 2021 on the terms and conditions as set out in the Explanatory Statement annexed to this Notice, with annual increments as may be decided by Board of Directors of the Company, subject to ceiling on increment of 20% in a year over the existing basic salary, and with liberty to the Board/ Nomination and Remuneration Committee to alter and vary

the terms and conditions of the said appointment in such manner as may be agreed be and between the Board/ Nomination and Remuneration Committee and Mr. Anshuman Khaitan.

RESOLVED FURTHER THAT in event of no profits or inadequacy of profits, in any financial year, during the currency of term of Mr. Anshuman Khaitan, the Company shall pay Mr. Anshuman Khaitan, the existing remuneration as minimum remuneration by way of salary, perquisites and / or allowance, performance based rewards/ incentives do not exceeding the limit laid down in Section II of Part II of Schedule V of the Companies Act, 2013, as applicable to the Company or such other limits, as may be prescribed by the Central Government from time to time as to minimum remuneration and in compliance with provisions stipulated therein.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution.”

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

“RESOLVED THAT pursuant to Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as recommended by Nomination and remuneration Committee of the Company, Mr. Gangesh Khaitan (holding DIN 00798110) be and is hereby re-appointed as the Wholetime Director of the Company for a further period of 3 years commencing from 1st January, 2020 till 31st December, 2022 at a basic salary Rs. 48 Lacs (Rupees Forty Eight Lacs) per annum and other perquisites/allowances which would not be exceed the amount double of the basic salary, on the terms and conditions as set out in the Explanatory Statement annexed to this Notice, with annual increments as may be decided by Board of Directors of the Company, subject to ceiling on increment of 20% in a year over the existing basic salary, and with liberty to the Board/ Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed be and between the Board/ Nomination and Remuneration Committee and Mr. Gangesh Khaitan.

RESOLVED FURTHER THAT in event of no profits or inadequacy of profits, in any financial year, during the currency of term of Mr. Gangesh Khaitan, the Company shall pay Mr. Gangesh Khaitan, the existing remuneration as minimum remuneration by way of salary, perquisites and / or allowance, performance based rewards/ incentives do not exceeding the limit laid down in Section II of Part II of Schedule V of the Companies Act, 2013, as applicable to the Company or such other limits, as may be prescribed by the Central Government from time to time as to minimum remuneration and in compliance with provisions stipulated therein

FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution.” .

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

“RESOLVED THAT pursuant to the provisions of Section 186 read with the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to give any loans/any other form of debt to any person or other body corporate and / or to give guarantee and / or to provide security in connection with a loan/any other form of debt to any other body corporate or person or concern and to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate whether Indian or overseas up to maximum amount of Rs. 10,00,00,000/- (Rupees Ten Crores only) outstanding at any point of time notwithstanding that the aggregate amount of all the loans / guarantees / securities / investments so far made together with the proposed loans / guarantees / securities / investments to be made, exceeds the prescribed limits under the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate, and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution.”

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act 2013 and the Companies (Audit and Auditors) Rules 2014, consent of the Members hereby accorded the re-appointment of cost auditor for the Company for the financial year 2019-20 to Typsgo & Co., Cost Accountants, Gorakhpur, at remuneration Rs. 20,000/- plus applicable taxes.

RESOLVED FURTHER THAT the Board hereby severally authorized to Mr. Gangesh Khaitan and/or Mr. Anshuman Khaitan, Directors of the Company to do needful in that respect and sign all the necessary document to be rendered to MCA Cost Audit branch for appointment of the Cost Auditor.”

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. TYPSGO & Co., Cost Accountants (FRN 000067) appointed as Cost Auditors by the Board of Directors of the Company to audit the cost records of the Company for the financial year 2019-20, be paid a remuneration of Rs. 20,000/- plus taxes, in addition to out of pocket expenses as may be incurred by them.

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

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll on his behalf. A proxy need not be a member of the Company.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

A proxy, in order to be effective, must be received at the registered office of the Company not less than 48 hours before the commencement of the meeting. A blank proxy form is enclosed.
2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Friday 20th September 2019 to Thursday 26th September 2019 (both days inclusive).
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of copy of PAN card and Bank detail to the Company/Depository Participants as the case may be. Members, holding shares in physical form, should submit their PAN details to the Company/RTA.
5. Members are requested to notify any change of address:
 - a. To their depository participants (DP) in respect of shares held in dematerialized form, and
 - b. To Registrar and Share Transfer Agent (RTA) of the Company- M/s Mas Services Ltd. T-34, IInd Floor, Okhla Ind Area, phase II, New Delhi -110 020, in respect of shares in physical form, to notify their change of address / residential status / email-id, bank details etc., if any, under their signatures and quoting respective folio number.
6. SEBI has mandated, transfer of securities shall not be processed unless securities are held in dematerialized form with a depository. Members, holding shares in physical form, should demat their shares.
7. Members may get their shares de-mat by sending application for demating at registered office of the Company or our Registrar and Share Transfer Agent of the Company- Mas Services Ltd. T-34, IInd Floor, Okhla Ind Area, phase II, New Delhi -110 020. ISIN of Rampur Fertilizers Ltd. is: **INE671X01012**.
8. Members are requested to bring their Client ID and DP ID or Folio Numbers as may be applicable, for easy identification of attendance at the meeting.
9. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
10. Members desirous of getting any information about the accounts and operations of the Company are requested to submit their queries addressed to the Company at least 7 days in advance of the meeting so that the information called for can be made available at the meeting.

11. Kindly bring your copies of the Annual Report to the meeting.
12. The Ministry of Corporate affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the Companies and has issued circulars stating that service of notice / documents including Annual Report can be sent through e-mail to its members. To support this green initiative of Government in full measure, members who have not registered their e-mail addresses are requested to register their e-mail addresses, in respect of electronic holdings with Depository through their concerned Depository participants. Members who hold shares in physical form are requested to register their email address with Registrar and Share Transfer Agent M/s Mas Services Ltd. T-34, IInd Floor, Okhla Ind. Area, phase II, New Delhi 110 020.

Copies of the Annual Report 2019 are being sent by electronic mode only to all the members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2019 including Attendance Slip and Proxy Form are being sent by the permitted mode.

13. Voting through electronic means

I. Pursuant to Section 108 of the Companies Act, 2013, read with Rules 20 of the Companies (Management and Administration) Rule 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the members provided with the facility to cast their votes by electronics means on all the resolutions proposed to be considered in this Annual General Meeting. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 19th September 2019 are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means. The e-voting period will commence at 09:00 A.M on 23rd September 2019 and ends at 05:00 P.M on 25th September 2019.

The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter:

1. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):
 - a. Open e-mail and open PDF file with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
 - b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
 - c. Click on Shareholder-Login.
 - d. Put user ID and password as initial password noted in step (i) above. Click Login.
 - e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - g. Select “EVEN” of “Rampur Fertilizers Limited”.
 - h. Now you are ready for remote e-voting as Cast Vote page opens.
 - i. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - j. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - l. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
 - m. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - n. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sanjiv.nigam@gmail.com with a copy marked to evoting@nsdl.co.in.

- II. In case of Members receiving Physical copy of Notice of 31st Annual General Meeting (for members whose email Ids are not registered with the Company/Depository Participants(s) or requesting physical copy).
- Initial password is provided in the box overleaf.
 - Please follow all steps from Sl. No. (b) to Sl. No. (n) above, to cast vote.
- III. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date 19 September 2019 may follow the same instructions as mentioned above for e-Voting.
- IV. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evoting.nSDL.com, under help section or write an email to evoting@nSDL.co.in or call at the toll free no.: 1800-222-990.
- V. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VI. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication (s).
- VII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut off date of 19 September 2019.
- VIII. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 19 September 2019, may also obtain the login ID and password by sending a request at evoting@nSDL.co.in or RTA, MAS Services Limited.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nSDL.com or contact NSDL at the following toll free no.: 1800-222 990.
- IX. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- X. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XI. Shri Sanjiv Nigam, Practicing Company Secretary (Membership No. ACS- 23593 & CP No. 8458), has been appointed to scrutinize voting process in a fair and transparent manner.
- XII. The Scrutinizer shall within a period not exceeding three working days from the conclusion of the meeting unblock the votes in the presence of at least two witnesses not in the employment of the Company and submit his report after consolidation of e-voting and the votes in the shareholders meeting, cast in favour of or against, if any, to the Chairman of the Company.
- XIII. The Results declared along with the Scrutinizer's Report shall be available for inspection and also placed on the website of the Company within prescribed period.
14. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days except Sundays or Gazetted Holiday, up to and including the date of the Annual General Meeting of the Company.
15. The investors may contact the Company Secretary for redressal of their grievances/queries. For this purpose, they may either write to him at the registered office address or e-mail their grievances/queries to the Company Secretary at the following e-mail rkumar@rampurfert.com.

By order of the Board of Directors
For **Rampur Fertilizers Ltd.**

Place: New Delhi
Date: 12/08/2019

Sd/-
Anshuman Khaitan
(Managing Director)
DIN: 00606546

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

ITEM NO. – 4:

Mr. Gangesh Khaitan, aged 65 years, (DIN:00798110) is a promoter and Wholetime Director of the Company, has over 45 years of experience of industry experience in the field of manufacturing Sulphuric Acid product. He is Director in the Company since 21st September 1997. He has excellent grasp and thorough knowledge and experience of sales and general management of the Business. Further, Mr. Gangesh Khaitan was re-designated as Key Managerial Personnel of the Company as per Section 203 of the Companies Act, 2013.

In terms of the provisions of the Companies Act, the Nomination and Remuneration Committee of the Board and the Board of Directors have increased the remuneration w.e.f. 1st April, 2019 for the remaining term ending on 31st December 2019 to Rs. 48,00,000/- (Rupees Forty Eight Lacs only) per annum. The remuneration was approved by the Board based on industry standards, responsibilities handled by the Wholetime Director of the Company. In case, the Company has no profits or its profits are inadequate, then the remuneration shall be paid to him in accordance with the provisions of the Companies Act, 2013 read with Schedule V of the Act. Following are the details of the annual salary (payable monthly) proposed to be paid to Mr. Gangesh Khaitan, Wholetime Director: -

- I Period : w.e.f. 1st April, 2019 for the remaining term ending on 31st December 2019.
- II. Payment (Basic Salary): Rs. 48,00,000/- (Rupees Forty Eight Lacs only) per annum.

PERQUISITES & ALLOWANCES:

In addition to the Remuneration as stated above Mr. Gangesh Khaitan shall be entitled, as per Rules of the Company, to perquisites like:

- a. Rent-free unfurnished residential accommodation. In case no accommodation is provided by the Company, he shall be entitled to House Rent Allowance as per policy of the Company
- b. Reimbursement of all medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization.
- c. Personal Accident Insurance Premium.
- d. Subscription to clubs.
- e. Use of Company maintained cars with drivers for business and personal use.
- f. Use of communication devices such as telephones, mobile etc.
- g. Contributions to provident fund, superannuation fund or annuity fund and any other retirement benefits.
- h. Such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Mr. Gangesh Khaitan.

The value of the perquisites evaluated as per Income-tax Rules, 1962, wherever applicable, and at cost in the absence of any such Rule, shall be subject to an overall annual ceiling of an amount not exceeding twice the Salary in II above for the relevant period. The perquisites mentioned above (h) shall be based on actual amounts and excluded from the aforesaid perquisite limit.

The Board of Directors or Committee thereof may, in their discretion, revise / modify any of the terms from time to time, within the limits stipulated.

None of the Directors and Key Managerial Personnel of the Company except Mr. Gangesh Khaitan, being an appointee, and Mr. Anshuman Khaitan, Managing Director, who are related to Mr. Gangesh Khaitan, are interested in the resolution.

Accordingly the Board recommends the passing of the special resolution as set out in the item no. 4 of the Notice.

ITEM NO. – 5:

Mr. Anshuman Khaitan, aged 41 years, (DIN:00606546) is a promoter and Managing Director of the Company, has over 18 years of experience of industry experience in the field of manufacturing Sulphuric Acid product. Mr. Anshuman Khaitan is entrepreneurs and is responsible for managing day-to-day affairs of the Company. Further, Mr. Anshuman Khaitan was re-designated as Key Managerial Personnel of the Company as per Section 203 of the Companies Act, 2013.

In terms of the provisions of the Companies Act, the Nomination and Remuneration Committee of the Board and the Board of Directors have increased the remuneration w.e.f. 1st April, 2019 for the remaining term ending on 30th September 2021 to Rs. 48,00,000/- (Rupees Forty Eight Lacs only) per annum. The remuneration was approved by the Board based on industry standards, responsibilities handled by the Managing Director of the Company. In case, the Company has no profits or its profits are inadequate, then the remuneration shall be paid to him in accordance with the provisions of the Companies Act, 2013 read with Schedule V of the Act. Following are the details of the annual salary (payable monthly) proposed to be paid to Mr. Anshuman Khaitan, Managing Director: -

- I. Period: w.e.f. 1st April, 2018 for the remaining term ending on 30th September 2021.
- II. Payment (Salary): Rs. 48,00,000/- (Rupees Forty Eight Lacs only) per annum.

PERQUISITES & ALLOWANCES:

In addition to the Remuneration as stated above Mr. Anshuman Khaitan shall be entitled, as per Rules of the Company, to perquisites like:

- a. Rent-free unfurnished residential accommodation. In case no accommodation is provided by the Company, he shall be entitled to House Rent Allowance as per policy of the Company.
- b. Reimbursement of all medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization.
- c. Personal Accident Insurance Premium.
- d. Subscription to clubs.
- e. Use of Company maintained cars with drivers for business and personal use.
- f. Use of communication devices such as telephones, mobile etc.
- g. Contributions to provident fund, superannuation fund or annuity fund and any other retirement benefits.
- h. Such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Mr. Anshuman Khaitan

The value of the perquisites evaluated as per Income-tax Rules, 1962, wherever applicable, and at cost in the absence of any such Rule, shall be subject to an overall annual ceiling of an amount not exceeding twice the Salary in II above for the relevant period. The perquisites mentioned above (h) shall be based on actual amounts and excluded from the aforesaid perquisite limit.

The Board of Directors or Committee thereof may, in their discretion, revise / modify any of the terms from time to time, within the limits stipulated.

None of the Directors and Key Managerial Personnel of the Company except Mr. Anshuman Khaitan, being an appointee, and Mr. Gangesh Khaitan, Wholetime Director, who are related to Mr. Anshuman Khaitan, are interested in the resolution.

Accordingly the Board recommends the passing of the special resolution as set out in the item no. 5 of the Notice.

ITEM NO. – 6:

Mr. Gangesh Khaitan, aged 65 years, (DIN:00798110) is a promoter and Wholetime Director of the Company, has over 45 years of experience of industry experience in the field of manufacturing Sulphuric Acid product. He is Director in the Company since 21st September 1997. He has excellent grasp and thorough knowledge and experience of sales and general management of the Business. Further, Mr. Gangesh Khaitan was re-designated as Key Managerial Personnel of the Company as per Section 203 of the Companies Act, 2013.

His current term of appointment as a Wholetime Director of the Company will expire on December 31, 2019. He has excellent grasp and thorough knowledge and experience of general management of business. His knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the considered opinion that for smooth and efficient running of the business, the services of Mr. Gangesh Khaitan should be available to the Company for a further period of three years with effect from 1st January, 2020. The reappointment as well as payment of remuneration was approved by the Board based on industry standards, responsibilities handled by the Wholetime Director of the Company.

In terms of the provisions of the Companies Act, the Nomination and Remuneration Committee of the Board and the Board of Directors have, at their meeting held on 30th May, 2019, re-appointed him as Wholetime Director of the Company for a further period of three years with effect from 1st January, 2020 on the remuneration of Rs. 48,00,000/- (Rupees Forty Eight Lacs only) per annum. In case, the Company has no profits or its profits are inadequate, then the remuneration shall be paid to him in accordance with the provisions of the Companies Act, 2013 read with Schedule V of the Act. Following are the details of the annual salary (payable monthly) proposed to be paid to Mr. Gangesh Khaitan, Wholetime Director: -

- I. Period of appointment : 3 Years (i.e. from 01.01.2020 to 31.12.2022)
- II. Payment (Basic Salary): Rs. 48,00,000/- (Rupees Forty Eight Lacs only) per annum.

PERQUISITES & ALLOWANCES:

In addition to the Remuneration as stated above Mr. Gangesh Khaitan shall be entitled, as per Rules of the Company, to perquisites like:

- a. Rent-free unfurnished residential accommodation. In case no accommodation is provided by the Company, he shall be entitled to House Rent Allowance as per policy of the Company.
- b. Reimbursement of all medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization.
- c. Personal Accident Insurance Premium.
- d. Subscription to clubs.
- e. Use of Company maintained cars with drivers for business and personal use.
- f. Use of communication devices such as telephones, mobile etc.
- g. Contributions to provident fund, superannuation fund or annuity fund and any other retirement benefits.
- h. Such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Mr. Gangesh Khaitan

The value of the perquisites evaluated as per Income-tax Rules, 1962, wherever applicable, and at cost in the absence of any such Rule, shall be subject to an overall annual ceiling of an amount not exceeding twice the Salary in II above for the relevant period. The perquisites mentioned above (h) shall be based on actual amounts and excluded from the aforesaid perquisite limit.

The Board of Directors or Committee thereof may, in their discretion, revise / modify any of the terms from time to time, within the limits stipulated.

None of the Directors and Key Managerial Personnel of the Company except Mr. Gangesh Khaitan, being an appointee, and Mr. Anshuman Khaitan, Managing Director, who are related to Mr. Gangesh Khaitan, are interested in the resolution.

Accordingly the Board recommends the passing of the special resolution as set out in the item no. 6 of the Notice.

ITEM NO. – 7:

As per the provisions of section 186 read with the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013, no Company shall directly or indirectly, without prior approval by means of special resolution passed at a general meeting, give any loan to any person or other body corporate, give any guarantee or provide any security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise the securities of any other body corporate exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

In order to support its business activities, the Company may be required to give loans / any other form of debt to any person or other body corporate and / or give guarantee and / or provide security in connection with a loan / any other form of debt to any other body corporate or person and to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed under the Companies Act, 2013 and rules made thereunder.

It is therefore necessary to obtain approval of the shareholders by means of a Special Resolution, authorizing the Board to exercise aforesaid powers, up to maximum amount of Rs. 10,00,00,000/- (Rupees Ten Crores only) outstanding at any point of time notwithstanding that the aggregate amount of all the loans / guarantees / securities / investments so far made together with the proposed loans / guarantees / securities / investments to be made, exceeds the prescribed limits under the Companies Act, 2013.

The Board of Directors of your Company accordingly recommends pass, the Resolution as set out in Item No. 7 of the accompanying Notice for the approval of members of the Company, as Special Resolution.

None of the Directors, key managerial personnel of the Company or their relatives are in any way, concerned or interested financially or otherwise in the resolution except to the extent of their shareholding, if any. The proposed resolution does not relate to or affect any other Company.

ITEM NO. – 8:

Pursuant to Section 148 of the Companies Act 2013, the Company is required to have the audit of its cost records conducted by a cost accountant in practice. On the recommendation of the Audit Committee of Directors, the Board of Directors has approved the reappointment of M/s. TYPSTGO & Co., Cost Accountants (FRN 000067) as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company for the Financial Year 2019-20, at a remuneration of Rs.20,000/- plus GST, travel and actual out-of-pocket expenses.. M/s TYPSTGO & Co. have also conducted the audit of the cost records of the Company for the previous year under the provisions of the Act and have been paid remuneration of Rs. 20,000/-. None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution.

The Board recommends this Resolution at Item No.8 of the Notice for your Approval as ordinary resolution.

ANNEXURE

Information provided Pursuant to Regulation 36 of SEBI (LODR) 2015 and Secretarial Standard on General Meeting, are as under:

Name of the Director	Mr. Anshuman Khaitan	Mr. Gangesh Khaitan
DIN	00606 546	00798110
Date of Birth	13/04/1978	26/09/1953
Date of designation change	-	
Education	Graduate	Graduate
Expertise in Specific functional Area	Mr. Anshuman Khaitan, Managing Director of the Company is entrepreneurs and responsible for managing day to day affairs of the Company. He has over 18 Years of Experience in Sulphuric Acid Business.	Mr. Gangesh Khaitan, Chairman cum Wholetime Director of the Company, responsible for sales and marketing, has over 45 Years of Experience involved in Managing Business affairs of the Companies.
Name of other listed entities in which the person also holds the Directorship and the membership of Committees of the Board (as on 31.03.2019).	NIL	NIL
Date of first appointment on the Board	30/09/2006	21/09/1997
Relationship with Directors, Managers & KMP	Mr. Anshuman Khaitan is relative of Mr. Gangesh Khaitan (Wholetime Director).	Mr. Gangesh Khaitan is relative of Mr. Anshuman Khaitan (Managing Director).
Number of Equity shares held in the Company.	4,44,184	3,00,632

Disclosure as required under Part (B) (iv) of Section II of Part II of Schedule V to the Companies Act, 2013 is given hereunder:

I General Information –
Given hereinabove.
Specific Information:

Nature of Industry	Manufacturing
Date or expected date of Commercial Production	N.A. since the Company has already commenced its business activities
In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.

Financial performance:

(Rs. In Lacs)

Particular	For the year/period ended		
	March 31, 2016	March 31, 2017	March 31, 2018
Total Income	1363.54	2117.47	1979.93
Depreciation	63.75	62.37	62.14
Total Expenses	1417.97	1993.98	1844.55
Net Profit/(Loss) (after tax)	(42.02)	106.13	120.71
Paid up Capital	367.14	494.82	494.82
Reserves & Surplus	0.97	107.10	231.73

Foreign Investments or collaborations, if any – There is no direct foreign investment in the Company. There is no foreign collaboration in the Company.

II. Information about the Appointees

	Mr. Anshuman Khaitan	Mr. Gangesh Khaitan
Background details	Given in the body of statement	Given in the body of statement
Past Remuneration (Rs. in Lacs)	Rs. 42	Rs. 42
Recognition or Awards	Outstanding business management personality	Outstanding business management personality
Job profile and his suitability	As explained above explanatory statement	As explained above explanatory statement
Remuneration proposed	As mentioned in the resolution	As mentioned in the resolution
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.	Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Apart from receiving managerial remuneration, he does not have any other pecuniary relationship with the Company.	Apart from receiving managerial remuneration, he does not have any other pecuniary relationship with the Company.

III. Other information:
1. Reasons of loss or inadequate profits:

Due to various impediment in the industry and the company such as normal shutdown of plant, fluctuation in consumer demand, and different perception of the market. Resulting into lower profits during the previous fiscal.

2. Steps taken or proposed to be taken for improvement:

The Company is focusing on strengthening its core competency in core sulphuric acid operations, by optimizing manufacturing operations, improving productivity through upgraded high margin product offering and rationalizing the operating area. The Company also enhancing its profitability through good production and marketing management.

3. Expected increase in productivity and profits in measurable terms:

With political clarity emerging, the business and consumer confidence are expected to improve in the coming financial year, geared with a streamlined organizational design, the company intends to grow its sulphuric acid businesses. The Company expects that with the improvement in manufacturing, marketing management, and increased consumer spending will enable the growth momentum to pick up.

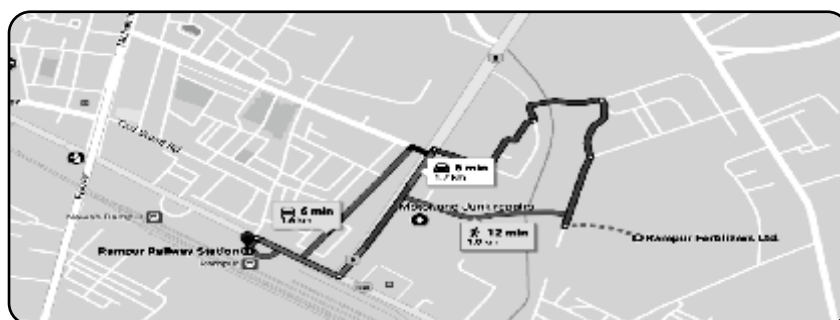
IV. Disclosures:

1. The remuneration package of all the managerial persons are given in the respective resolutions.
2. Additional information is given in Corporate Governance report.

By order of the Board of Directors
For **Rampur Fertilizers Ltd.**

Place: New Delhi
Date: 12/08/2019

Sd/-
Anshuman Khaitan
(Managing Director)
DIN: 00606546



BOARD OF DIRECTORS REPORT
To the Members,

The Directors have pleasure in presenting before you the Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2019.

1. FINANCIAL SUMMARY/HIGHLIGHTS, OPERATIONS, STATE OF AFFAIRS:

The performance during the period ended 31st March, 2019 has been as under

(Rs. In Lakhs)

Particulars	Year ending 31 st March 2019	Year ending 31 st March 2018
Net Income	2843.79	1979.93
EBIDTA	626.14	200.57
Less: Interest	4.04	3.06
Less: Depreciation	51.51	62.14
Profit/Loss Before Tax	570.59	135.37
Less: Tax Expenses	129.57	14.66
Profit/Loss After Tax	441.02	120.71
Profit/Loss Available for appropriation	441.02	120.71
Appropriations		
- General Reserves	0.00	0.00
Balance Carried Forward to Balance Sheet	441.02	120.71

BUSINESS PERFORMANCE AND OUTLOOK

Rampur Fertilizers Ltd. is engaged in manufacturing of commercial grade Sulphuric Acid, purity 98.4% which is an intermediary product used by other industries. The plant is based at Rampur in U.P.

Sulfuric acid has widely varied uses and is used in the production of nearly all manufactured goods. The few example of use of sulfuric acid is in the production of fertilizers, chemicals, synthetic detergents, dyes and pigments, explosives, drugs, petroleum refining t and processing metals, e.g., in cleaning iron and steel before plating them with tin/zinc. It facilitate as the electrolyte in the lead-acid storage battery widely used in motor vehicles.

The Company is presently operating with its own Sales and Marketing outlets including factory at Rampur U.P. Company has its own team of qualified and experience Marketing staff at all its location headed and controlled by Managing Director.

Business performance of the Company is directly related with demand by other industries, viz. fertilizers, chemicals, synthetic detergents, and also with production constraints viz. supply of raw material, performance of turbine, power, etc. Presently during the year under review, the company has performed well in F.Y. 2018-19. During the year, The Company has made 265% hike in profit after tax, i.e. current year 441.02 Lacs comparison to previous year 120.71 Lacs, this result is due to good management. However, lots of efforts are being taken by the company to improve its performance more.

CHANGE IN THE NATURE OF BUSINESS

There is no Change in the nature of the business of the Company during the year under review.

MATERIAL CHANGES AND COMMITMENTS, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE EPORT;

There is no such material change and commitment.

CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, forms part of this Annual Report.

DIVIDEND

During the year under review, the Board of Directors has not recommended any dividend on the equity share capital. The Company wants to conserve the resources and strengthen the financial base of the Company. So that your directors do not recommended any dividend for the financial year ended 31st March 2019.

STRANSFER TO RESERVE

The Board does not recommend to transfer any amount to the reserve.

SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2019 was Rs. 4,94,81,620.00. During the year under review the company has not issued any shares or any convertible instruments.

BOARD MEETINGS:The Board of Directors duly met 4 (Four) times on 30.05.2018, 03.08.2018, 13.11.2018, and 13.02.2019 in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

DIRECTORS

As per the provision of Section 152 of the Companies Act 2013 Mr. Anshuman Khaitan, Managing Director of the Company is liable to retire by rotation and being eligible, offers himself for re-appointment at the ensuing Annual General Meeting. Your Board of Director has recommended his reappointment.

The Board of Director of the Company recommended to the members, (i) for reappointment of Mr. Gangesh Khaitan, as Wholetime Director of the Company for 3 years, period from 1st January 2020 to 31st December 2022.

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Company has received a declaration from Mr. Pulak Wardhan Jain and Ms. Deeksha Rathour, Independent directors of the company to the effect that they are meeting the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of Section 203 of the Act the following are the Key Managerial Personnel (KMP) of the company as on the date of this report.

Mr. Anshuman Khaitan, Managing Director, Mr. Gangesh Khaitan, Whole Time Director, Mr. Pulak Wardhan Jain, Non-executive Independent Director, Ms. Deeksha Rathour, Non-executive Independent Director, Mr. Raghvendra Gupta, Chief Financial Officer and Mr. Rajeev Kumar, Company Secretary.

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

Vigil Mechanism Policy has been established by the Company for directors and employees to report genuine concerns pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013.

DIRECTOR'S RESPONSIBILITY STATEMENT:

In pursuance of section 134 (5) of the Companies Act, 2013, the Directors hereby confirm that:

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The Directors had prepared the annual accounts on a going concern basis; and
- (e) The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

STATUTORY COMPLIANCE:

The Company has complied with the required provisions relating to statutory compliance with regard to the affairs of the Company in all respects.



INFORMATION ABOUT THE FINANCIAL PERFORMANCE / FINANCIAL POSITION OF THE SUBSIDIARIES / ASSOCIATES/JOINT VENTURES:

The Company have 2 associate companies viz. A K Garments Pvt. Ltd. and A K Buildmart Pvt. Ltd. a statement containing salient features of the financial statements of the associate companies in Form AOC1 is provided in the Annual Report, and it does not have Subsidiaries / Joint Venture.

EXTRACT OF ANNUAL RETURN:

The Annual Return of the Company has been placed on company website, i.e. <http://www.rampurfert.com/>

STATUTORY AUDITORS:

M/s. Patni PK & Co., Chartered Accountants, New Delhi (Firm registration no. 30021N) have been appointed, for five years, in the AGM held in the year 2016 to hold office from the date of AGM of year 2017 till the conclusion of its 33rd Annual General Meeting of the Company, to be held in the year 2021 (subject to ratification of their appointment at every AGM). The Board recommends the ratification of appointment of M/s. Patni PK & Company, Chartered Accountants, as the statutory auditors of the Company from the conclusion of ensuing Annual General meeting till the conclusion of the Annual General Meeting of the year 2019.

INTERNAL AUDITOR

M/s Shivam Gopal Agarwal & Associates, Chartered Accountants, Rampur (FRN- 017688C), performs the duties of Internal Auditors of the Company and their report is reviewed by the Audit Committee from time to time.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 134 (3)(f) & Section 204 of the Companies Act 2013, Secretarial audit report as provided by M/s. Pankaj Nigam & Associates (COP-7979), Practicing Company Secretaries is annexed to this Report as Annexure-II.

COST AUDITOR

The Board of Directors of the company have appointed M/s TYPSTGO & Co., Cost Accountants (FRN000067), as cost auditor of the company.

AUDIT OBSERVATIONS:

Auditors' observations are suitably explained in notes to the Accounts and are self-explanatory.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:

Information required under section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is given in Annexure-III to this report.

DETAILS RELATING TO DEPOSITS:

Your Company has not accepted any deposits falling within the meaning of Sec. 73, 74 & 76 of the Companies Act, 2013 read with the Rule 8(v) of Companies (Accounts) Rules 2014, during the financial year under review.

SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS:

During the period under review there were no significant and material orders passed by the regulators or Courts or Tribunals impacting the going concern status and the Company's operations in future.

DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

Your Company has well established procedures for internal control, commensurate with its size and operations. The organization is adequately staffed with qualified and experienced personnel for implementing and monitoring the internal control environment.

The internal audit function is adequately resourced commensurate with the operations of the Company and reports to the Audit Committee of the Board.

INSURANCE:

The properties and assets of your Company are adequately insured.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Your Directors draw attention of the members to Note on Accounts 8 & 9 to the Balance Sheet and Profit & Loss Account which sets out Loans, Guarantee or investments.

RISK MANAGEMENT POLICY:

Your Company follows a comprehensive system of Risk Management. Your Company has adopted a procedure for assessment and minimization of probable risks. It ensures that all the risks are timely defined and mitigated in accordance with the well structured risk management process.

CORPORATE SOCIAL RESPONSIBILITY POLICY:

Since your Company do not have the net worth of Rs. 500 Crore or more, or turnover of Rs. 1000 Crore or more, or a net profit of Rs. 5 Crore or more during the financial year, section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility is not applicable and hence the Company need not adopt any Corporate Social Responsibility Policy.

RELATED PARTY TRANSACTIONS:

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on arm's length basis. During the year, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the company on materiality of related party transactions.

Your Directors draw attention of the members to Note on Accounts 20 to the Balance Sheet and Profit & Loss Account which sets out related party disclosures and Form AOC-2 is provided in Annual Report.

BOARD EVALUATION

Pursuant to the provision of the Companies Act, 2013 and SEBI (LODR) 2015, the Board has carried out an annual evaluation of its own performance. The Directors expressed their satisfaction with the evaluation process.

NOMINATION AND REMUNERATION POLICY

The Board of Directors, on the recommendation of the Nomination & Remuneration Committee, has approved a policy for selection, appointment & remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management employees of the Company. The said policy is enclosed as a part of this report as annexure-III.

REMUNERATION OF THE DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP) AND PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors / Key Managerial Personnel (KMP) and Employees of the Company is furnished hereunder:

- (i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year
- (ii) the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.

Sl. No.	Name	Category	Ratio/Times per Median of Employee remuneration	% Increase in remuneration*
1.	Mr. Anshuman Khaitan	Managing Director	30.23	17.5
2.	Mr. Gangesh Khaitan	Wholetime Director	34.28	80
3.	Mr. Pulak Wardhan Jain	Independent Director	-	NIL
4.	Ms. Deeksha Rathour	Independent Additional Director	-	NIL
7.	Mr. Raghvendra Gupta	Chief Financial Officer	3.56	7.16
8.	Mr. Rajeev Kumar	Company Secretary	3.00	9.51

- (iii) The Independent Directors are paid only sitting fees for attending meeting of the Board of Directors and the Committees constituted by the Board.
- (iv) The number of permanent employees on the rolls of Company.
Fourty Three
- (v) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company.

Particulars	Rs. In Lacs
Remuneration of Key Managerial Personnel (KMP) (aggregated)	131.01
Total Revenue	2843.79
Remuneration (as % of revenue)	4.60

- (vi) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.
- (vii) The ratio of the remuneration of the highest paid Director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year.

NONE

- (viii) The remuneration paid to the Directors / Key Managerial Personnel (KMP) is in accordance with the remuneration policy of the Company.

LISTING WITH STOCK EXCHANGES:

The shares of the Company are listed on The Calcutta Stock Exchange Limited (CSE) and The Metropolitan Stock Exchange of India Ltd. (MSE), Mumbai. The Company confirms that it has paid/has to be paid the Annual Listing Fees for the year 2018-2019 to The Stock Exchange where the Company's Shares are listed.

CORPORATE GOVERNANCE:

The Company adheres to the requirements set out by the Securities and Exchange Board of India's Corporate Governance Practices and have implemented all the stipulations prescribed. As per Schedule-V of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 a separate section of Corporate Governance together with certificate of practicing Company Secretary confirming compliance with the requirements of corporate governance form part of the Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

As required under SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, the Management Discussion and Analysis Report is enclosed as a part of this report.

INDUSTRY BASED DISCLOSURES AS MANDATED BY THE RESPECTIVE LAWS GOVERNING THE COMPANY

The Company is not a NBFC, Housing Companies etc., and hence Industry based disclosures is not required.

PARTICULARS OF EMPLOYEES:

Your Directors are pleased to record their sincere appreciation of the contribution by the staff at all levels in the improved performance of the Company. None of the employees is drawing Rs. 5,00,000/- and above per month or Rs.60,00,000/- and above in aggregate per annum, the limits prescribed under Section 134 of the Companies Act, 2013.

EMPLOYEE RELATIONS:

Rampur Fertilizers Ltd. aims at adopting the best practices for accomplishing competitive advantage through people and building profits by putting people first. It endeavors to devise strategies to attract the best talent and to ensure their retention by building trust and encouraging loyalty in them. We believe that to build a sound and growing business in a difficult and complex industry, employees are vital to the Company. Their skills, knowledge, ideas and enthusiasm drive our business. We have also achieved this by giving them development and advancement opportunities along-with competitive compensations and benefits that appropriately reward performance. Pay revisions and other benefits are also designed in such a way to compensate for good performance of the employees of the company.

ACKNOWLEDGMENTS & APPRECIATIONS

The Board places on record its appreciation for the continued co-operation and support extended to the Company by the Banks, Stock Exchanges. The Board wishes to express its grateful appreciation for the assistance and co-operation received from vendors, customers, banks, financial institutions, Central and State Government bodies, auditors, legal advisors, consultants, dealers, retailers and other business associates. The Board deeply acknowledges the trust and confidence placed by the consumers of the Company and, above all, the shareholders.

The Board of Directors would particularly like to place on record its appreciation for the dedicated efforts of the employees at all levels.

By order of the Board of Directors
For **RAMPUR FERTILIZERS LIMITED**

Place: New Delhi
Date: 30th May 2019

Sd/-	Sd/
Anshuman Khaitan (Managing Director) DIN- 00606546	Gangesh Khaitan (Wholetime Director) DIN- 00798110

Annexure-I
Form No. MR-3
Secretarial Audit Report
FOR THE FINANCIAL YEAR ENDED 31st MARCH 2019
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Management Personnel) Rules, 2014]

To,
The Members,
RAMPUR FERTILIZERS LIMITED
Judgesbareilly Road, Rampur,
Uttar Pradesh- 244901, India

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Rampur Fertilizers Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. Based on our verification of the **Rampur Fertilizers Limited** books, papers, minutes books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter;

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Rampur Fertilizers Limited** for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; 0
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
(no such incident occurred during the current reporting year)
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
(no such incident occurred during the current reporting year)
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
(no such incident occurred during the current reporting year)



- (d) The Securities and Exchange Board of India (Employee Stock Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
(no such incident occurred during the current reporting year)
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
(no such incident occurred during the current reporting year)
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients;
- (g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
(company has not brought back any securities during the current reporting year)
- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
(no such incident occurred during the current reporting year)
- (VI) Other applicable laws like Factories Act, 1948, the payments of Gratuity Act, 1972, Employees Provident Funds and Miscellaneous Provisions (Amendment) Act, 2012 etc.
We have also examined compliance with the applicable clauses of the following:
 - (i) Secretarial Standards has been issued by The Institute of Company Secretaries of India. *(The provisions of the notified Secretarial Standards have been complied with by the company during the audit period)*
 - (j) The Listing Obligation Disclosure Requirement (Regulations) 2015 entered into by the Company with Stock Exchange(s).

(The Company has complied with the listing obligation disclosure requirements (Regulations) 2015 entered into by the Company with Stock Exchange(s) during the Financial year.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company:

- 1) The Electricity Act, 2003 and the regulations framed there under
- 2) Environment laws
- 3) Labour laws

We further report that, the compliance by the Company of applicable financial laws, like Direct & Indirect Tax laws, has not been reviewed in this Audit since

the same have been subject to review by Statutory Financial Auditor and other designated professionals.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors, and the changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

All decisions at Board Meetings are carried out by majority as recorded in the minutes of the meetings of the Board of Directors

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

We further report that during the audit period under review, there was no specific events/actions in pursuance of the above referred laws, rules, regulations, guidelines, etc. having a major bearing on the Company's affairs.

For PANKAJ NIGAM & ASSOCIATES
Company Secretaries
Sd/-
(Pankaj Kumar Nigam)
Membership No. FCS-7343
Certificate of Practice No. 7979

Date: 30.05.2019
Place: Ghaziabad

Annexure A

To,
The Members
Rampur Fertilizers Limited

My report of even date is to be read along with this supplementary testimony.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, the company had followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.,
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For PANKAJ NIGAM & ASSOCIATES
Company Secretaries
Sd/-

(Pankaj Kumar Nigam)
Membership No. FCS-7343
Certificate of Practice No. 7979

Date: 30.05.2019
Place: Ghaziabad

Annexure-II

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO ETC:

Information on conservation of Energy, Technology absorption, Foreign Exchange earnings and outgo required to be disclosed under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are provided hereunder:

(A) Conservation of Energy:	Energy conservation continues to receive priority attention at all levels.
<ol style="list-style-type: none"> a. The steps taken or impact on conservation of energy b. The steps taken by the company for utilizing alternate sources of energy c. The capital investment on energy conservation equipments; 	<p>All efforts are made to conserve and optimize use of energy with continuous monitoring, improvement in maintenance and distribution systems and through improved operational techniques.</p> <p>NIL.</p> <p>NIL.</p>
<ol style="list-style-type: none"> (B) Technology absorption: <ol style="list-style-type: none"> a. The effort made towards technology absorption b. The benefits derived like product improvement, cost reduction, product development or import substitution in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) <ol style="list-style-type: none"> i. The detail of technology imported ii. The year of import; iii. Whether the technology been fully absorbed iv. If not fully absorbed, areas where absorption has not taken place, and the reasons thereof c. The expenditure incurred on Research and Development. 	

EXPENDITURE ON R & D

Company has not incurred any expenditure on R & D

FOREIGN EXCHANGE EARNING AND OUTGO

Particulars	Year ended 31.03.2019	Year ended 31.03.2018
Foreign exchange earned in terms of actual inflows	NIL	NIL
Foreign exchange outgo in terms of actual outflows	13,58,878	9,60,989

**Annexure-III
NOMINATION AND REMUNERATION POLICY**

1. PREAMBLE:

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company, this policy on nomination and remuneration of Directors, KMP and Senior Management has been formulated by the Nomination and Remuneration Committee ("NRC / Committee") and approved by the Board of Directors of the Company in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and regulation of SEBI (LODR) Regulation, 2015.

2. OBJECTIVE:

The Objective of this policy is to lay down a framework in relation to remuneration of Directors, KMP and Senior Management. The Key Objectives of the Committee would be:

- 2.1. To guide the Board in relation to appointment and removal of Directors, KMP and Senior Management.
- 2.2. Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration of Directors, KMP and Senior Management.
- 2.3. Formulation of criteria for evaluation of Independent Director and the Board.
- 2.4. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- 2.5. To recommend to the Board on Remuneration payable to the Directors, KMP and Senior Management.
- 2.6. To provide to KMP and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- 2.7. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- 2.8. To develop a succession plan for the Board and to regularly review the plan.
- 2.9. To assist the Board in fulfilling responsibilities.
- 2.10 To Implement and monitor policies and processes regarding principles of Corporate Governance.

3. DEFINITIONS:

"Act" means the Companies Act, 2013 and Rules framed there under, as amended from time to time.

"Board" means Board of Directors of the Company.

"Directors" mean Directors of the Company both executive and non-executive.

"Key Managerial Personnel (KMP)" means

- i. Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- ii. Chief Financial Officer;
- iii. Company Secretary; and
- iv. such other officer as may be prescribed.

"Senior Management" means the personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

4. APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL (KMP) AND SENIOR MANAGEMENT:

A. Appointment Criteria and Qualifications

- (i) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- (ii) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- (iii) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

B. Term / Tenure

(i) Managing Director / Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term

(ii) Independent Director:

- a) An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- b) No Independent Director shall hold office for more than two consecutive terms of upto maximum of five years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.
- c) At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

C. Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

D. Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

E. Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

5. REMUNERATION TO DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP) / SENIOR MANAGEMENT PERSONNEL:

The Committee to recommend to the Board on Remuneration payable to the Directors, KMP and Senior Management Personnel of the Company.

- a) The Remuneration / Compensation / Commission etc. to be paid to Managing Director, Whole-time / Executive Director, Non Executive Director / Independent Directors, KMP shall be governed as per applicable provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.
- b) The Non-Executive / Independent Director may receive remuneration by way of sitting fee for attending the meeting of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors. The amount of sitting fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force.
- c) The remuneration payable to Senior Management Personnel shall be governed by the Company's HR Policy.



6. DUTIES IN RELATION TO NOMINATION MATTERS:

The duties of the Committee in relation to nomination matters include:

- a) Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- b) Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the guidelines provided under the Companies Act, 2013;
- c) Identifying and recommending Directors who are to be put forward for retirement by rotation;
- d) Determining the appropriate size, diversity and composition of the Board;
- e) Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- f) Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- g) Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- h) Delegating any of its powers to one or more members of the Committee;
- I) Recommend any necessary changes to the Board; and
- j) Considering any other matters, as may be requested by the Board.

7. DUTIES IN RELATION TO REMUNERATION MATTERS:

The duties of the Committee in relation to remuneration matters include:

- a) Considering and determining the remuneration based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- b) Approving the remuneration of the Senior Management including KMP of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- c) Delegating any of its powers to one or more members of the Committee.
- d) Considering any other matters as may be requested by the Board.

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Structure and Development

Rampur Fertilizers Ltd. manufactures sulphuric acid and it is widely used in almost all industries, viz. Fertilizers, Power, Chemical, Petroleum, Detergent etc. Sulphuric Acid production is concentrated in the states of Rajasthan, Gujrat, Uttar Pradesh, Delhi, Haryana, Punjab and Madhya Pradesh. However, in India, many industries manufacture it and use it captively as an intermediary product for production of their other products. Sulphuric acid is a by-product of Zinc and copper smelting processes and the largest producers of Zinc namely Vedanta enterprises and Birla Copper are in Rajasthan and Gujrat which has led to the mass production of Sulphuric Acid.

Your Company is engaged in manufacturing of commercial grade Sulphuric Acid, purity 98.4% which is an intermediary product used by other industries. The Company has Sulphuric Acid production capacity of 33,000 MT and during the year under review, it has made production 34,327 MT (it was in last year 34,038 MT), i.e. it has worked at 104% of installed capacity as given in note no. 22.1 of balance sheet and it has made turnover 2722.05 Lakh (It was 1911.01 Lakh in last year) and it has hiked the turnover by 42% in comparison to previous year, as a result of favorable market and good management. The turnover of the Company is increasing gradually. The plant is based at Rampur in U.P.

Opportunity and Threats

The whole world economy is facing the recessionary trend since past few years. This has affected most of the industries, but the commodities of necessity. As Sulphuric Acid is not an essential commodity, Sulphuric Acid and related industries have faced a decrease in demand due to decreased purchasing power of consumers.

The studies indicate that the demand and supply of Sulphuric Acid both have drastically increased. The reasons which affect the demand and supply of Sulphuric Acid in the country are explained here:

- Increase of Acid production as a byproduct of metal production. Because there is an exponential growth of metal production hence the production of acid has increased drastically and grown the consumption.
- Disturbance in oil prices. The basic raw material for acid production is Sulfur which is a bi product of petroleum. Any disturbance in oil prices leads to a change in the raw material prices thereby disturbing the production pattern of sulfur.
- In case of less rainfall the fertilizer industry is badly affected thereby effecting the usage of acid adversely.
- Global Recession
- Other Sulphuric Acid Producing Nations
- Impact of Government Policies regarding taxes on Industry

Performance of the Company

Performance of the Company during last five years as follows

Year	Turnover (Rs. in Lacs)	Increase in %
2014-15	1704	72%
2015-16	1287	-24%
2016-17	2053	60%
2017-18	1911	-7%
2018-19	2722	42%

Business performance of the company is directly related with demand by other industries and also with production constraints viz. supply of raw material, performance of turbine, power, etc. Presently during the year under review, turnover have increased by 42% comparison to last year. However, lots of efforts are being taken by the company to more improve the business and we hope our turnover would grow more in the future.

Risk and Concerns

The recession in the trade during three years hugely affected the Sulphuric Acid sector in India which had an adverse effect on the industry.

Risk impact

Recent National meltdown in Industry might impede consumer goods market thereby affecting the production of Fertilizers, Washing Powder, etc. adversely affecting the Company's business and earnings.

Risk mitigation

Over the last several decades, the Sulphuric Acid industry has been greatly modernized to meet national standards. Sulphuric Acid processed in India have been used in large scale by the large fertilizers companies has immensely helped in revival of the Sulphuric Acid industry in India as the Fertilizer and Detergent sector has gained considerable momentum in the year under review.

Risk measurement

The Company's share in the premium quality Sulphuric Acid industry is likely to increase considerably as management hoped demand of sulphuric acid will be increased in the market and as processing plant of the company is at Rampur in Uttar Pradesh, this very near to Delhi, National Capital.

Internal Control Systems & their adequate

The Company has state of Sulphuric Acid processing plant at Rampur in Uttar Pradesh, which are comparable to the best in the Country, equipped with requisite machinery. A strict 100% inspection system is adopted. The Company maintains best quality standards to meet the ever changing expectations of buyers wide, be it in terms of product quality.

The Company is concentrating on continual improvement through implementation of total productive maintenance activities, thereby achieving optimum productivity and reduced costs.

The scope and authority of the Corporate Audit department is designed in a manner that the Audit Plan is focused on the following objectives:

Review of the identification and management of Risks

- All operational and related activities are performed efficiently and effectively.
- Significant financial, managerial and operating information is relevant, accurate and reliable and is provided timely.

- Resources are acquired economically, used efficiently and safeguarded adequately.
- Employees' actions are in accordance with the Company's policies, procedures, Code of Conduct and applicable laws and regulations.
- Significant legislative and regulatory provisions impacting the organization are recognized and addressed appropriately.
- Opportunities identified during audits for improving management control, business targets and profit- ability, process efficiency and the organization's image are communicated to the appropriate level of management.
- Shareholders' and other Stakeholders' wealth and welfare are preserved, protected and enhanced

Statutory Compliance

On obtaining confirmation from the various units/departments of the Company of having complied with all the statutory requirements, a declaration regarding compliance with the provisions of the various statutes is made by the Managing Director at each Board Meeting. The Compliance Officer for prevention of insider trading ensures compliance with the Company's Guidelines on Insider Trading.

Contingent Liabilities

Details of contingent liabilities are given in the Notes on Balance Sheet and Profit and Loss Account.

Material developments in Human Resources/Industrial Relations front, including number of people employed.

The key personnel manning the Sulphuric Acid unit, Marketing, Finance, Legal, Planning are technically and professionally qualified. The Company maintains cordial industrial relation with its employees and takes all possible care for their welfare.

Shareholder value commitment and philosophy

The Company expects to protect and enhance shareholder value through several initiatives. The comprehensive nature of the Company's financial and business disclosures reflect its increasing transparency.

Cautionary Statement

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and incidental factors.

By order of the Board of Directors
For Rampur Fertilizers Ltd.

Place: New Delhi
Date: 30/05/2019

Sd/-	Sd/
Gangesh Khaitan	Anshuman Khaitan
(Wholetime Director)	(Managing Director)
DIN: 00798110	DIN: 00606546

CORPORATE GOVERNANCE

1. Company's Philosophy on Corporate Governance

The Company is committed to good Corporate Governance, which to us means protection of shareholders' rights, enhancement of shareholder value and equitable treatment of all other stakeholders such as customers, suppliers and employees. The Company is committed to reporting financial information transparently, objectively and accurately. A judicious mix of empowerment based on trust and accountability forms the foundation of our management philosophy.

For implementing the Corporate Governance practices, the Company has a well-defined policy framework consisting of the following:-

- Code of conduct and Ethics for Board of Directors and Senior Management personnel;
- Code of conduct for prohibition of insider trading.
- Committee of the Board viz., Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee.

2. Board of Directors

(a) The present composition of the Board of Directors is as follows:

Name of Director	Designation	Nature of Directorship
Mr. Anshuman Khaitan	Managing Director	Promoter, Executive & Non-Independent
Mr. Gangesh Khaitan	Whole Time Director	Promoter, Executive & Non-Independent
Mr. Pulak Wardhan Jain	Director	Independent Non Executive
Ms. Deeksha Rathour	Director	Independent Non Executive

The Directors bring to the Board wide range of experience and skills.

(b) Attendance of Directors at Board Meetings, Annual General Meeting and Extra Ordinary General Meeting and details of other Directorship and Membership/Chairmanship of Committee of each Director in various Companies.

Name of Director	Attendance Particulars			No. of Outside Directorship held		
	Board Meeting	Attendance at AGM	EGM	Director-ship	Committee Member-ship	Chairman-ship
Mr. Anshuman Khaitan,	4	Yes	-	4	-	4
Mr. Gangesh Khaitan	4	Yes	-	3	-	3
Ms. Deeksha Rathour	4	No	-	-	-	-
Mr. Pulak Wardhan Jain	4	Yes	-	-	-	-

C) Board Committees

The Board has constituted three committees consisting members of the Board. Details of the Committees and other related information are provided hereunder:

Name of Director	Name of Committee		
	Audit	Remuneration	Stakeholders Relationship
Mr. Anshuman Khaitan,	Yes	No	No
Mr. Gangesh Khaitan	No	Yes	Yes
Ms. Deeksha Rathour	Yes	Yes	Yes
Mr. Pulak Wardhan Jain	Yes	Yes	Yes

(d) Details of Board Meetings

Four Board Meetings were held during the year, as per the minimum requirement of four meetings. The dates on which meetings were held are 30.05.2018, 03.08.2018, 13.11.2018 and 13.02.2019.

3. Audit Committee

Keeping in view the provisions of section 177 of the Companies Act, 2013 and the provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the terms of reference of the Audit Committee include the following:

Statutory audit, internal audit, reporting and other aspects:

- The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process. The Committee acts as a link between the Management, Auditors and the Board of Directors of the Company and has full access to the financial information.
- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible and ensuring timely submission to statutory authorities.
- Reviewing the Management Discussion & Analysis of financial and operational performance.
- Reviewing with the management, the quarterly financial statements and annual financial statements and auditor's report thereon before submission to the board for approval.
- Review the adequacy and effectiveness of the company's system and internal control.
- Evaluation of internal financial controls and risk management systems.
- To review the functioning of the Whistle Blower mechanism.

Audit & other duties

- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- Discussion with internal auditors of any significant findings and follow up there on.
- Review and recommend to the Board the appointment/re-appointment of the Statutory Auditors and internal Auditors considering their independence and effectiveness and their replacement and removal.
- To recommend to the Board the remuneration of the Statutory Auditors and internal auditors.
- To grant approval for related party transactions which are in the ordinary course of business and on an arms length pricing basis and to review and approve such transactions subject to the approval of the Board.

Composition of Audit Committee and attendance of each Director during the meetings held in financial year 2018-19 are given below:

Name of Director	Designation	Nature of Directorship	Attendance
Mr. Pulak Wardhan Jain	Chairman	Independent Non Executive	4
Ms. Deeksha Rathour	Member	Independent Non Executive	4
Mr. Anshuman Khaitan	Member	Managing Director, Executive	4

All the members of the Audit Committee are financially literate.

The Audit committee met four times during the year on 30.05.2018, 03.08.2018, 13.11.2018 and 13.02.2019.

4. Nomination and Remuneration Committee:

The terms of reference of the committee are as follows:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

The remuneration policy as adopted by the company envisages payment of remuneration according to qualification, experience and performance at different levels of the organization. The workers at the factory as well as those rendering clerical, administrative and professional services are suitably remunerated according to the industry norms.

The details of the composition of the Remuneration Committee are as under:

Name of Director	Designation	Nature of Directorship
Mr. Pulak Wardhan Jain	Chairman	Independent Non Executive
Ms. Deeksha Rathour	Member	Independent Non Executive
Mr. Gangesh Khaitan	Member	Executive

No. of Meetings held during the year:

During the year the Committee had 2 meeting i.e. on 03.08.2018 and 13.02.2019.

Remuneration to Directors

The remuneration paid to Directors for the year ended 31st March 2019 is as follows:-

Non-Executive/Independent Directors:

Name of Director	Designation	Relationship with other Directors if any	Sitting fees	Commission	Total
Mr. Pulak Wardhan Jain	Non Executive Independent	-	20,000	-	20,000
Ms. Deeksha Rathour	Non Executive Independent	-	20,000	-	20,000

Managing Director and Whole Time Director:
(Rs. in Lakhs)

Name of Director	Designation	Relationship with other Directors if any	Salary & Allowances	Commission	Perquisites and other benefit	Total
Mr. Anshuman Khaitan	Managing Director	Relative of Mr. Gangesh Khaitan	50.50	0.00	5.05	55.55
Mr. Gangesh Khaitan	Whole Time Director	Relative of Mr. Anshuman Khaitan	42.00	0.00	21.00	63.00

Note:

- (i) Above remuneration is a fixed component.
- (ii) There is not any payment, named as performance linked incentives depend on the performance criteria.
- (iii) No stock option was provided to the Key Managerial Personnel.
- (iv) Service contract with Mr. Gangesh Khaitan and Mr. Anshuman Khaitan is for the 3 years. Notice Period is 30 days and there is no severance fee.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee performs following functions:

- Transfer/Transmission of shares
- Issue of Duplicate Share Certificates.
- Review of Share dematerialization and rematerialization.
- Monitoring the expeditious Redressal of Investor Grievances.
- Monitoring the performance of company's Registrar & Transfer Agent.
- All other matters related to the shares.

The Committee comprises of the following persons

Name of Director	Designation	Nature of Directorship
Mr. Pulak Wardhan Jain	Chairman	Independent Non Executive
Ms. Deeksha Rathour	Member	Independent Non Executive
Mr. Gangesh Khaitan	Member	Executive

Mr. Rajeev Kumar, the Company Secretary & Compliance Officer of the Company is nominated for this purpose. He looks into the investors' grievances and supervises and co-ordinates with M/s MAS Services Limited, Registrar & Transfer Agent of the Company for redressal of investor's grievances. Every quarter the Company publishes the status of the complaint received and their respective redressal.

The shares are compulsorily traded in demat mode which effects automatically through NSDL/CDSL. The approval of the Company is required for transfer of shares which are in physical mode. As on 31st March 2019 no share transfer request was pending. All the share transfers and other requirement have been completed during the year in the stipulated time period.

During the year, the Company have received 3 compliant from the investors and same was resolved. The Committee expressed satisfaction with the Company's performance in dealing with the investor grievances

INDEPENDENT DIRECTORS' MEETING:

During the year under review, the Independent Directors met on 13.02.2019 inter alia to discuss:

- review the performance of non-independent directors and the Board as a whole;
- review the performance of the Chairperson of the company, taking into account the views of executive directors and non executive directors;
- assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

6. PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as stakeholder relationship committee. The Directors expressed their satisfaction with the evaluation process.

RELATED PARTY TRANSACTIONS

All transactions entered into with Related Parties as defined under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the financial year were in the ordinary course of business and on an arms length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes to the Financial Statements.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company.

Disclosures

The company has always ensured fair code of conduct and maintained transparency. There were no instances of non-compliance by the company, penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years. In accordance with requirement of Companies Act as well as listing agreement a vigil mechanism has been adopted by the board of directors and accordingly a whistle blower policy has been formulated with a view to provide a mechanism for employees of the company to approach Internal Auditor or Chairman of the Audit Committee of the Company to report any grievance.

Compliances, rules & regulations as laid down by various statutory authorities has always been observed by the company since such change over both in letter as well as in spirit.

The Board has obtained certificates/disclosures from key management personnel confirming they do not have any material financial and commercial interest in transactions with the company at large.

Compliance with Accounting Standards

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant to Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provision of the Companies Act, 1956 read with General Circular 8/2014 dated April 04, 2014, issued by the Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

a) Compliance Officer

Mr. Rajeev Kumar, Company Secretary, is the Compliance Officer of the Company.

7. General Body Meeting

A. Annual General Meetings

Location, date and time of the Annual General Meeting held during the preceding three years are as follow:
Annual General Meeting held during the preceding three years are as follow:

Year	Location	Date	Time
2015-16	Judges Bareilly Road, Rampur-244901 U.P.	30 th September 2016	11.00 A.M
2016-17	Judges Bareilly Road, Rampur-244901 U.P.	29 th September 2017	9:30 A.M
2017-18	Judges Bareilly Road, Rampur-244901 U.P.	28 th September 2018	10:00 A.M

Four special resolutions were passed during the last three Annual General Meetings.

A. Extra Ordinary General Meetings

During the year under review, the Company has not conducted any Extra Ordinary General Meeting.

8. CEO/CFO Certification:

Mr. Anshuman Khaitan, Managing Director and Mr. Raghvendra Gupta, CFO of the Company have certified to the Board that:

- (a) They have reviewed financial statements and the cash flow statement for the year ended 31st March 2019 and that to the best of their knowledge and belief:
 - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.
- (c) They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) They have indicated to the auditors and the Audit committee
 - i) significant changes in internal control over financial reporting during the year;
 - ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting

9. Means of Communication

- (a) The Quarterly Un-audited Financial Results and Annual Financial Results are published in national newspapers, i.e. Pioneer Newspaper, Hindi/English.
- (b) SEBI has initiated SCORES for processing the investor complaints in a centralized web based redress system and online redressal of all the shareholders complaints. The Company is in compliance with the SCORES.
- (b) The Company has its own web site <http://www.rampurfert.com> where other information about the Company is available.
- (c) The Company keeps on updating its website to provide comprehensive relevant information. The Company believes that all the stakeholders should have access to adequate information about the Company and in today's electronics age website is the best media for such dissemination of information. All information, which could have a material bearing on the share prices, is released at the earliest.
- (d) The Company has not made any formal presentations to the institutional investors or to the analysts during the year.

10. General Shareholders Information:
(a) Annual General Meeting:

Date : Thursday, 26th September, 2019
 Time : 10:00 A.M.
 Venue : Judges Bareilly Road, Rampur-244901 U.P.

(b) Financial Calendar

-Financial Year : 1st April to 31st March
 -Financial Reporting for first Quarter Result : 1st/2nd Week of August,
 -Financial Reporting for second Quarter Result : 1st/2nd Week of November
 -Financial Reporting for third Quarter Result : 1st/2nd Week of February
 -Financial Reporting for fourth Quarter Result : 4th Week of May.
 -Annual General Meeting for the year ending March 31, 2019 : September 2019.

c) Book Closure Period: Friday, 20th September 2019 to Thursday, 26th September, 2019 (Both days inclusive) for the purpose of AGM.

(d) Stock Exchange: The equity shares of the Company is listed with following Stock Exchange:

S. No.	Name and address of the Stock Exchanges	Demat ISIN NO. in NSDL/CDSL for Equity Shares
1.	Metropolitan Stock Exchange of India Ltd., Mumbai (MSE)	INE671X01012
2.	Calcutta Stock Exchange Limited, Kolkata. (CSE)	INE671X01012

(e) Dematerialisation of Shares:

The Company has signed a tripartite agreement with NSDL, CDSL to provide for the trading of the shares in dematerialised form.

(f) Registrar & Share Transfer Agents:

MAS Services Limited, T-34, IIInd Floor, Okhla Industrial Area, Phase-II, New Delhi 110020, Phone No.:+91-11-26387281, 82, 83, Fax no.:+91-11-26387384, E-mail:info@masserv.com, Web: www.masserv.com

(h) Share Transfer system

The Company's Shares are traded at the Stock Exchanges in demat mode. All valid transfers lodged with the Company/Registrar and Share Transfer Agent are processed and returned to the Shareholders within the stipulated period, if the documents are complete in all respect.

However, SEBI has mandated, transfer of securities shall not be processed unless securities are held in dematerialized form with a depository w.e.f. 01.04.2019. Members, holding shares in physical form, should demat their shares.

(I) Shareholding Pattern as on 31.03.2019

S. No.	Type of Shareholders	No. of Share -holders	No. of Shares %
1	Promoter Group (Directors & their relatives, Group Companies)	12	58.43
2	Financial Institutions / Banks	16	2.83
3	Body Corporates	213	2.98
4	NRIs / Others	1832	2.95
5	General Public	33673	32.81
	Total	35746	100.00%

(j) Distribution of Shareholding (As on 31-03-2019)

RAMPUR FERTILIZER LTD.					
Distribution Schedule As On 31/03/2018					
Nominal Value of Each Share - Rs. 10/-					
No of Sh Holders	% Total	Shareholding of Nominal Value of Rs	No of share	Amount In Rs.	% To Total
33573	99.519	1 To 5000	1615604	16156040	32.651
97	0.271	5001 To 10000	66428	664280	1.342
39	0.109	10001 To 20000	54415	544150	1.1
7	0.02	20001 To 30000	16200	162000	0.327
5	0.014	30001 To 40000	17661	176610	0.357
4	0.011	40001 To 50000	18206	182060	0.368
5	0.014	50001 To 100000	37693	376930	0.762
16	0.045	100001 AND ABOVE	3121955	31219550	63.093
35746	100	TOTAL	4948162	49481620	100
Total Share Holders In NSDL	211		TOTAL SHARES IN NSDL		3067924
Total Share Holders In CDSL	59		TOTAL SHARES IN CDSL		4413
Total Share Holders In PHY	35477		TOTAL SHARES IN PHY		1875825
TOTAL SHARE HOLDERS	35747		TOTAL SHARES		4948162

1 Share holder is common in Demat & Physical

(k) Office/Plant Locations:

Registered & Corporate Office:

Judges Bareilly Road, Rampur-244901 U.P. Tele: 0595-2352028, Fax- 0595-2352030, Email:info@rampurfert.com, Website: http://www.rampurfert.com

Plant Locations: Rampur Fertilizers Ltd., Judges Bareilly Road, Rampur-244901 U.P.

(l) Address for Investors' Correspondence:

For any assistance regarding share transfer, transmissions, change of address, non receipt of dividend or any other query relating to shares, please write to: MAS Services Limited, T-34, IInd Floor, Okhla Industrial Area, Phase-II, New Delhi -110020, Phone No.: +91-11-2638 7281 82, 83, Fax no.:+91-11-2638 7384, E-mail:info@masserv.com, Web : www.masserv.com

NON-MANDATORY REQUIREMENTS

a) Chairman of the Board

The Company has an executive Chairman and the re-imbusement of expenses to executive Chairman Nil.

b) Remuneration Committee

A remuneration committee comprising one executive and two independent Directors is functioning in the Company.

c) Shareholder Rights

The financial performance of the Company is well published.

d) Audit Qualifications

The Auditors Report does not contain any qualifications to the accounts.

For & On behalf of the Board of
Rampur Fertilizers Limited

Place: New Delhi
Date: 30th May 2019

Anshuman Khaitan
Managing Director
DIN- 00606546
Address: 70-B, Friends Colony
(W), New Delhi-110065

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE CODE OF CONDUCT

This is to confirm that the Company has adopted a Code of Conduct for all Board members and senior management of the Company. This code has been posted on the Company's website.

I confirm that the Company has in respect of the financial year ended March 31, 2019, received from the Senior Management Team of the Company and the members of the Board a declaration of compliance with the code of Conduct as applicable to them. For the purpose of this declaration, Senior Management Team means the Chief Operating Officer.

For & On behalf of the Board of
Rampur Fertilizers Limited

Place: New Delhi
Date: 30th May 2019

Anshuman Khaitan
Managing Director
DIN- 00606546
Address: 70-B, Friends Colony
(W), New Delhi-110065

Certificate on compliance with the conditions of Corporate Governance under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

To,
The Members of Rampur Fertilizers Limited,

We have examined the compliance of conditions of Corporate Governance by Rampur Fertilizers Ltd. (the Company), for the year ended 31 March 2019, as stipulated in Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and the best of information, and according to the explanations given to me, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulation.

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 **PANKAJ NIGAM & ASSOCIATES,**
Company Secretaries

Date: 30/05/2019
Place: Ghaziabad

Sd/-
CS Pankaj Kumar Nigam
(Proprietor)
Membership No. 7343
Certificate of Practice No. 7979

INDEPENDENT AUDITOR'S REPORT

To the Members of M/s RAMPUR FERTILIZERS LIMITED.

Report on the Ind AS Standalone Financial Statements

Opinion

We have audited the Ind AS standalone financial statements of RAMPUR FERTILIZERS LIMITED ("the Company"), which comprise the balance sheet as at 31st March 2019, and the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and profit, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

There are no key audit matters to report.

Management's Responsibility for the Standalone Financial Statements

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

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - © The Balance Sheet, Statement of Profit and Loss, the Cash Flow Statement and the statement of changes in equity dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid Ind AS standalone financial statements comply with Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014, Companies (Indian Accounting Standards) Rules, 2015 as amended.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164(2) of the act.
 - (f) With respect to the adequacy of the internal financial controls over the financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in Annexure B; and.
 - (g) With respect to the other matters to be included in the Auditors' report in accordance with the Rule 11 of the Companies (Audit & Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :

i.

S. No.	Party	Pending at	Amount
1.	K C Sharma	Labour Court, Allahabad	Rs. 15 Lacs Approx
2.	U V Singh	Labour Court, Allahabad	Rs. 15 Lacs Approx

- ii. The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

Place : New Delhi

Date: The 30th day of May 2019

For **Patni PK & Co.**
Chartered Accountants
 Firm Reg. No: 030021N

Pankaj Kumar Jain
Partner

**ANNEXURE A REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING
“REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS”**

RAMPUR FERTILIZERS LIMITED (The Company)

- I. a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets
b) All the assets of the company were physically verified by the management at reasonable intervals. We have been informed that no material discrepancies have been noticed on such physical verification.
c) According to the information & explanations given to us and on the basis of our examination of records of the company, the title deeds of the immovable properties are held in the name of company.
- II. According to the information & explanations given to us, physical verification of stocks has been conducted by the management during the year at reasonable intervals and no material discrepancies have been noticed on such physical verification.
- III. The company has not granted loans to companies, Firms, LLPs or other parties covered in the register maintain under section 189 of the Companies Act, 2013
- IV. In our opinion and according to the information and explanations given to us, the company has complied with provisions of section 185 and 186 of Companies Act, 2013 in respect of Loans, Investments, Guarantees and Security.
- V. According to the information and explanations given to us, the Company has not accepted any deposit from the public.
- VI. We have broadly reviewed the cost records maintained by the company prescribed by the Central Government under sub section (1) of section 148 of the Companies Act, 2013 and are of the opinion that prima facie the prescribed cost records have maintained. We have however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- VII. (a) According to the records of the Company, the Company is regular in depositing with appropriate authorities statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and other statutory dues wherever applicable to it. No amounts payable in respect of the statutory dues as mentioned above were outstanding as at March 31, 2019 for a period of more than six months from the date they became payable.
(b) According to the information and explanations given to us, there are no dues of Income Tax, Sales Tax, Service Tax, Custom duty, Cess and Excise Duty which have not been deposited on account of any dispute.
- VIII. According to the information and explanations given to us, the company has not defaulted in repayment of loan or borrowing to a financial institution, bank, government or due to debenture holders.
- IX. The company did not raise any money by way of Initial Public Offer or Further Public Offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.
- X. Based upon audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information & explanations given to us, no material fraud by the company or on the company by its officers and employees has been noticed or reported during the year
- XI. According to the information and explanations given to us and based on our examination of the records of the company, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provision of section 197 read with schedule V to the Companies Act.
- XII. In our opinion and according to the information & explanations given to us, the company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the order is not applicable.
- XIII. According to the information and explanations given to us and based on our examination of the records of the company, all transactions with related parties are in compliance with section 177 and 188 of the Companies Act, 2013 where applicable and details of such transactions have been disclosed in the Ind AS standalone financial statements as required by applicable accounting standards.
- XIV. According to the information and explanations given to us and based on our examination of the records of the company, company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year
- XV. According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into any non cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- XVI. According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the company

Place: New Delhi

For **Patni PK & Co.**
Chartered Accountants
Firm Reg. No: 030021N

Date: The 30th day of May 2019

Pankaj Kumar Jain
Partner

**ANNEXURE B REFERRED TO IN PARAGRAPH 2(f) OF THE SECTION ON
“REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” OF OUR REPORT OF EVEN DATE**

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of section 143 of Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of **RAMPUR FERTILIZERS LIMITED** (“the Company”) as of March 31, 2019 which is based on criteria established in Internal Control – Integrated framework issued by the Committee of Sponsoring Organizations of the Tread way Commission (2013 framework) (the COSO criteria) in conjunction with our audit of the Ind AS standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the company has, in all material aspects, an adequate financial control system over financial reporting and such internal control over financial reporting were operating effectively as at 31st March 2019, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: New Delhi

Date: The 30th day of May 2019

For Patni PK & Co.
Chartered Accountants
Firm Reg. No: 030021N

Pankaj Kumar Jain
Partner
M. No: 058527

RAMPUR FERTILIZERS LIMITED
CIN : L15136UP1988PLC010084
Balance Sheet as at 31st March 2019

	<i>Particulars</i>	<i>Note No.</i>	<i>As at 31st March 2019</i>	<i>As at 31st March 2018</i>
I.	ASSETS			
(1)	Non-current assets			
	Property, Plant & Equipment	2	4,04,12,840.10	3,32,68,401.10
	Financial Assets			
	i. Non-Current investments	3(a)	6,77,15,593.00	9,37,04,744.94
	ii. Long term loans and advances	3(b)	4,49,54,912.00	74,22,971.00
	Total Non-Current Assets		15,30,83,345.10	13,43,96,117.04
(2)	Current assets			
	Inventories	4	1,86,79,372.98	1,42,96,661.92
	Financial Assets			
	i. Trade receivables	5(a)	89,21,780.53	99,58,081.38
	ii. Cash and cash equivalents	5(b)	3,93,15,605.74	1,40,03,435.57
	iii. Short term loans and advances	5(c)	2,01,10,176.00	89,82,150.00
	Total Current Assets		8,70,26,935.25	4,72,40,328.87
	TOTALASSETS		24,01,10,280.35	18,16,36,445.91
II.	EQUITY AND LIABILITIES			
(1)	EQUITY			
	Equity Share Capital	6	4,94,81,620.00	4,94,81,620.00
	Other Equity			
	i. Reserves and Surplus	7	6,72,75,347.63	2,31,73,021.96
	Total Equity		11,67,56,967.63	7,26,54,641.96
(2)	Non-current liabilities			
	Financial Liabilities			
	i. Borrowings	8	8,93,94,668.29	9,07,10,263.39
	Employee Benefit Obligation	9	49,55,136.00	43,80,317.00
	Deffered tax Liabilities (Net)	19.8	(3,57,347.00)	(1,14,055.00)
	Total Non-current Liabilities		9,39,92,457.29	9,49,76,525.39
(3)	Current Liabilities			
	Financial Liabilities			
	i. Trade payables	10(a)	59,87,135.43	64,20,176.56
	ii. Other current liabilities	10(b)	1,01,21,335.00	47,72,617.00
	Short-term provisions	11	1,32,52,385.00	28,12,485.00
	Total Current Liabilities		2,93,60,855.43	1,40,05,278.56
	Total Liabilities		12,33,53,312.72	10,89,81,803.95
	TOTAL		24,01,10,280.35	18,16,36,445.91

Notes referred above form an integral part of the Balance Sheet.

0.00

0.00

As per our separate report of even date attached.

4D/14, Basement, Old Rajinder Nagar
 New Delhi - 110060

Pankaj Kumar Jain
 (Partner)
 M. No. 058527

For Patni PK & Co
Chartered Accountants
 Firm Registration No. 030021N

Dated : The 30th Day of May 2019

RAJEEV KUMAR
 COMPANY SECRETARY
 ACS - 31409

RAGHVENDRA GUPTA
 CHIEF FINANCIAL OFFICER

ANSHUMAN KHAITAN
 MANAGING DIRECTOR
 DIN : 00606546

GANGESH KHAITAN
 WHOLE TIME DIRECTOR
 DIN : 00798110



RAMPUR FERTILIZERS LIMITED
CIN : LI5136UP1988PLC010084
Profit and loss statement for the year ended on 31st March 2019

	Particulars	Note No.		As at 31st March 2019		As at 31st March 2018
I.	Revenue from operations	12		27,22,05,283.90		19,11,01,072.00
II.	Other Income	13		1,21,73,993.24		68,91,770.60
III.	Total Revenue (I + II)			28,43,79,277.14		19,79,92,842.60
IV.	Expenses :					
	Cost of materials consumed	14		16,39,55,084.97		12,18,28,330.02
	Changes in inventories	15		(16,98,968.18)		(4,71,536.67)
	Employee Benefits Expenses	16		2,38,16,640.16		1,91,89,751.00
	Depreciation and amortization expense	2		51,51,531.00		62,13,793.00
	Other expenses	17		3,56,91,536.81		3,73,88,868.59
	Finance cost	18		4,04,418.71		3,06,332.75
	Total Expenses			22,73,20,243.47		18,44,55,538.69
V.	Profit before tax (III - IV)			5,70,59,033.67		1,35,37,303.91
VI.	Tax Expense			1,29,56,708.00		14,66,295.00
	(1) Current Tax		1,32,00,000.00		27,50,000.00	
	(2) Deferred tax		(2,43,292.00)		(12,83,705.00)	
VII.	Profit after Tax (V - VI)			4,41,02,325.67		1,20,71,008.91
VIII.	Earning per equity share					
	(1) Basic			8.91		2.44
	(2) Diluted			8.91		2.44

Notes referred above form an integral part of the Profit and loss statement.

As per our separate report of even date attached.

4D/14, Basement, Old Rajinder Nagar
New Delhi - 110060

Dated : The 30th Day of May 2019

ANSHUMAN KHAITAN
MANAGING DIRECTOR
DIN : 00606546

GANGESH KHAITAN
WHOLE TIME DIRECTOR
DIN : 00798110

For Patni PK & Co
Chartered Accountants
Firm Registration No. 030021N

RAJEEV KUMAR
COMPANY SECRETARY
ACS - 31409

Pankaj Kumar Jain
(Partner)
M. No. 058527

RAGHVENDRA GUPTA
CHIEF FINANCIAL OFFICER

RAMPUR FERTILIZERS LIMITED
CIN : L15136UP1988PLC010084
CASH FLOW STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH 2019

(Amount in Rs)

Particulars	Current Year	Previous Year
Cash Flow from Operating activities		
Net Profit before Tax & extra ordinary items	5,70,59,033.67	1,35,37,303.91
Adjustment for		
Depreciation	51,51,531.00	62,13,793.00
Loss/(Profit) on sale of Fixed Assets	-	-
Loss/(Profit) on sale of Investments	(59,67,723.88)	(13,29,831.23)
Interest Expenses	4,04,418.71	3,06,332.75
Long Term Provision	5,74,819.00	6,73,094.00
Interest Received	(54,06,827.00)	(49,42,186.59)
Operating Profit Before working capital change		
Adjustment for change in		
Inventories	(43,82,711.06)	(10,71,420.92)
Short term loans and advances	(1,11,28,026.00)	(30,30,504.07)
Trade and other receivables	10,36,300.85	34,31,058.52
Trade Payable	(4,33,041.13)	(4,30,813.08)
Other current liabilities	53,48,718.00	5,13,311.72
Cash generated from operating activities	4,22,56,492.16	1,38,70,138.01
Income Tax(Paid)/Refund	(27,60,100.00)	(25,37,515.00)
Fringe Benefit Tax Paid	-	-
Net cash flow from operating activities (A)	3,94,96,392.16	1,13,32,623.01
Cash flow from investing activities		
Interest received	54,06,827.00	49,42,186.59
Sale of Investments	-	-
Purchase of Investments	3,19,56,875.82	(1,96,96,594.37)
Purchase of fixed assets	(1,22,95,970.00)	(1,05,17,043.00)
Share Capital	-	-
Sale of Fixed Assets	-	-
Loans and Advances	(3,75,31,941.00)	2,12,99,197.00
Net cash flow from investing activities (B)	(1,24,64,208.18)	(39,72,253.78)
Cash Flow from financing activities		
Decrease in long term borrowing	(13,15,595.10)	34,89,925.62
Interest paid	(4,04,418.71)	(3,06,332.75)
Net cash flow from financing activities (C)	(17,20,013.81)	31,83,592.87
Net Increase/(decrease) in cash and cash equivalents (A+B+C)	2,53,12,170.17	1,05,43,962.10
Cash and Cash equivalents at the beginning of the year	1,40,03,435.57	34,59,473.47
Cash and Cash equivalents at the end of year	3,93,15,605.74	1,40,03,435.57

We have examined the attached cash flow statement of Rampur Fertilizers Ltd for the period year ended 31st March, 2019. The statement has been prepared by the company in accordance with the requirements of listing agreement and is based on and in agreement with the corresponding profit & loss account and Balance Sheet of the Company covered by our report to the members of the company.

As per our report of even date annexed

Dated : The 30th Day of May 2019

ANSHUMAN KHAITAN
MANAGING DIRECTOR
DIN : 00606546

GANGESH KHAITAN
WHOLE TIME DIRECTOR
DIN : 00798110

RAJEEV KUMAR
COMPANY SECRETARY
ACS - 31409

For Patni PK & Co
Chartered Accountants
 Firm Registration No. 030021N

Pankaj Kumar Jain
(Partner)
 M. No. 058527

RAGHVENDRA GUPTA
CHIEF FINANCIAL OFFICER

RAMPUR FERTILIZERS LIMITED
STATEMENT OF CHANGES IN EQUITY AS ON 31ST MARCH, 2019
A. Equity Share Capital
(Amount in Lacs)

	<i>Balance at the beginning of the reporting period i.e. 1st April, 2017</i>	<i>Changes in equity share capital during the year 2017-18</i>	<i>Balance at the end of the reporting period i.e. 31st March, 2018</i>	<i>Changes in equity share capital during the year 2018-19</i>	<i>Balance at the end of the reporting period i.e. 31st March, 2019</i>
<i>Amount of Share Capital</i>	494.82	0.00	494.82	-	494.82
<i>No of Shares</i>	49,48,162	-	49,48,162	-	49,48,162

B. Other Equity
For the year ended 31st March, 2018

<i>Particulars</i>	<i>Reserves and Surplus</i>				
	<i>Retained Earnings</i>	<i>Securities Premium</i>	<i>General Reserve</i>	<i>Capital Reserve</i>	<i>Total</i>
<i>Balance as at 01.04.2017</i>	-6,95,85,563.95	5,51,25,615.00	2,43,12,000.00	12,49,962.00	1,11,02,013.05
<i>Profit/(Loss) for the year</i>	1,20,71,008.91	-	-	-	1,20,71,008.91
<i>Other Comprehensive Income</i>	-	-	-	-	-
<i>Balance as at 31.03.2018</i>	-5,75,14,555.04	5,51,25,615.00	2,43,12,000.00	12,49,962.00	2,31,73,021.96

For the year ended 31st March, 2019

<i>Particulars</i>	<i>Reserves and Surplus</i>				
	<i>Retained Earnings</i>	<i>Securities Premium</i>	<i>General Reserve</i>	<i>Capital Reserve</i>	<i>Total</i>
<i>Balance as at 01.04.2018</i>	-5,75,14,555.04	5,51,25,615.00	2,43,12,000.00	12,49,962.00	2,31,73,021.96
<i>Profit/(Loss) for the year</i>	4,41,02,325.67	-	-	-	4,41,02,325.67
<i>Other Comprehensive Income</i>	-	-	-	-	-
<i>Balance as at 31.03.2019</i>	-1,34,12,229.37	5,51,25,615.00	2,43,12,000.00	12,49,962.00	6,72,75,347.63

The accompanying notes form an integral part of the Financial Statements
As per our report of even date

For and on behalf of the Board

Dated : The 30th Day of May 2019

ANSHUMAN KHAITAN
MANAGING DIRECTOR
DIN : 00606546

GANGESH KHAITAN
WHOLE TIME DIRECTOR
DIN : 00798110

RAJEEV KUMAR
COMPANY SECRETARY
ACS - 31409

RAGHVENDRA GUPTA
CHIEF FINANCIAL OFFICER

For Patni PK & Co
Chartered Accountants
Firm Registration No. 030021N

Pankaj Kumar Jain
(Partner)
M. No. 058527

NOTE 1 : SIGNIFICANT ACCOUNTING POLICIES**A. Basis of Preparation of Financial Statements****(i) Compliance with Ind AS**

The Financial Statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act 2013 (the Act)[Companies (Indian Accounting Standard) Rules 2015] and other relevant provisions of the Act.

The Financial Statements up to year ended 31 March 2017 were prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules 2006(as amended) and other relevant provisions of the Act.

(ii) Historical Cost Convention

The Financial Statements have been prepared on a historical cost basis, except for the following :

- a) certain financial assets and liabilities (including derivative instruments) and contingent consideration that is measured at fair value

B. Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/ materialised.

C. Property, Plant and Equipment

Fixed Assets are stated at cost net of recoverable taxes , less accumulated depreciation and impairment loss, if any. All costs, including financing costs till commencement of commercial production, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the fixed assets are capitalised.

D. Depreciation and Amortisation

Cost of leasehold land is amortised over the period of lease.

Depreciation has been provided as per the useful life specified in the schedule II of the Companies Act, 2013.

Residual value of the asset has been fixed by the management at 5% of the original cost of the asset and any shortfall in this account will be adjusted from retained earnings

E. Investments and other financial assets**(I) Classification**

The company classifies its financial assets in the following measurement categories :

- a) those to be measured subsequently at fair value (through profit or loss), and
- b) those measured at amortised cost

The classification depends on whether the financial assets are quoted or unquoted investments, quoted investments are measured at fair value and unquoted investments are measured at amortised cost.

F. Inventories

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition. Cost of raw materials, process chemicals, stores and spares, packing materials, trading and other products are determined on Cost basis.

G. Revenue Recognition

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from operations includes sale of goods, services, sales tax, service tax, excise duty and sales during trial run period, adjusted for discounts (net), Value Added Tax (VAT), GST and gain / loss on corresponding hedge contracts. Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

H. Employee Benefits

- i) Short-term employee benefits are recognised as an expense at the undiscounted amount in the Profit and Loss account of the year in which the related service is rendered.
- ii) Post employment and other long term employee benefits are recognised as an expense in the Profit and Loss account for the year in which the employee has rendered services. The expense is recognised at the present value of the amounts payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of post employment and other long term benefits are charged to the Profit and Loss account.

I. Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to Profit and Loss account.

J. Deferred Tax

Deferred tax resulting from “timing difference” between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deferred tax asset is recognised and carried forward only to the extent that there is a virtual certainty that the asset will be realised in future.

K. Taxation

Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1956.

L. Contingencies

Liabilities which are material and whose future outcome cannot be ascertained with reasonable certainty are treated as contingent and disclosed by way of notes to the accounts

RAMPUR FERTILIZERS LIMITED
Note No - 2 - Property, Plant & Equipment

S.No.	PARTICULARS	Life	Rate	GROSS BLOCK			DEPRECIATION			NET BLOCK		
				As at 31st March 2018	Addition/ (Deletion) during the year	As at 31st March 2019	As at 31st March 2018	During the year	Written Back (Deletion)	As at 31st March 2019	As at 31st March 2019	As at 31st March 2018
1	Leasehold Land			26,33,253.00	-	26,33,253.00	6,06,533.00	11,440.00		6,17,973.00	20,15,280.00	20,26,720.00
2	Factory Building	30	3.17%	3,29,97,413.00	-	3,29,97,413.00	3,00,30,000.00	13,17,543.00		3,13,47,543.00	16,49,870.00	29,67,413.00
3	Non Factory Building	30	3.17%	99,13,758.20	-	99,13,758.20	73,92,494.50	6,92,205.00		80,84,699.50	18,29,058.70	25,21,263.70
4	Plant & Machinery	8	11.88%	10,80,42,840.59	47,73,103.00	11,28,15,943.59	9,89,69,408.59	7,68,493.00		9,97,37,901.59	1,30,78,042.00	90,73,432.00
5	Furniture & Fittings	10	9.50%	14,15,165.14	1,57,026.00	15,72,191.14	10,92,736.00	45,593.00		11,38,329.00	4,33,862.14	3,22,429.14
6	Office Equipment	5	19.00%	22,05,728.00	1,91,392.00	23,97,120.00	15,60,597.00	1,54,261.00		17,14,858.00	6,82,262.00	6,45,131.00
7	Electrical Machinery & Equipment	10	9.50%	24,59,747.26	5,01,000.00	29,60,747.26	12,07,380.00	1,54,363.00		13,61,743.00	15,99,004.26	12,52,367.26
8	Vehicles	8	11.88%	1,35,07,609.00	60,64,779.00	1,95,72,388.00	30,59,937.00	16,06,677.00		46,66,614.00	1,49,05,774.00	1,04,47,672.00
9	Electric Installations	10	9.50%	1,03,51,454.00	-	1,03,51,454.00	89,10,356.00	96,767.00		90,07,123.00	13,44,331.00	14,41,098.00
10	Tubewell	15	6.33%	3,28,324.00	-	3,28,324.00	3,11,908.00	-		3,11,908.00	16,416.00	16,416.00
11	Workshop Equipments	15	6.33%	2,72,902.00	-	2,72,902.00	2,59,257.00	-		2,59,257.00	13,645.00	13,645.00
12	Refrigerators, Air conditioners & Safety Machines	5	19.00%	6,75,511.00	1,10,451.00	7,85,962.00	5,28,936.00	46,983.00		5,75,919.00	2,10,043.00	1,46,575.00
13	Weigh Bridge & Weighing Machine	15	6.33%	28,30,734.00	-	28,30,734.00	7,22,580.00	1,33,659.00		8,56,239.00	19,74,495.00	21,08,154.00
14	Computer & Peripherals	3	31.67%	34,65,513.00	4,98,219.00	39,63,732.00	31,79,428.00	1,23,547.00		33,02,975.00	6,60,757.00	2,86,085.00
				19,10,99,952.19	1,22,95,970.00	20,33,95,922.19	15,78,31,551.09	51,51,531.00		16,29,83,082.09	4,04,12,840.10	3,32,68,401.10

Anshuman Khaitan
Managing Director
DIN : 00606546

Gangesh Khaitan
Whole Time Director
DIN : 00798110

Rajeev Kumar
Company Secretary
ACS - 31409

Raghendra Gupta
Chief Financial Officer



RAMPUR FERTILIZERS LIMITED

CIN : L15136UP1988PLC010084

Notes to Financial statement for the year ended on 31st March 2019

3(b) Long term loans and advances

S. No.	Particulars	As at 31st March 2019	As at 31st March 2018
Unsecured, considered good			
1	Security deposits	15,93,359.00	14,19,959.00
2	Other loan and advances	4,33,61,553.00	60,03,012.00
	Total	4,49,54,912.00	74,22,971.00

4 Inventories

1	Raw material	37,30,175.79	37,30,175.79
2	Work-in-progress	17,80,295.71	13,91,825.43
3	Stock-in-trade	22,71,901.57	9,61,403.67
4	Store and spares	1,08,96,999.91	82,13,257.03
	Total	1,86,79,372.98	1,42,96,661.92

Mode of valuation :

At Cost or Market price, whichever is lower

5(a) Trade receivables

Unsecured, considered good

1	For period exceeding six months	19,06,719.00	19,51,211.00
2	Less than six months	70,15,061.53	80,06,870.38
	Total	89,21,780.53	99,58,081.38

5(b) Cash and cash equivalents

1	Balances with banks	3,85,51,700.12	1,37,73,324.95
2	Cash on hand	2,22,182.62	2,96,288.12
3	Imprest	5,41,723.00	(66,177.50)
	Total	3,93,15,605.74	1,40,03,435.57

5(c) Short term loans and advances

Unsecured, considered good

1	Other loan and advances	2,01,10,176.00	89,82,150.00
	Total	2,01,10,176.00	89,82,150.00

6 *Equity Share Capital*

S. No.	Particulars	As at 31st March 2019	As at 31st March 2018
1	Authorised Share Capital 5,000,000 Equity Shares of Rs. 10/- each	5,00,00,000.00	5,00,00,000.00
2	Issued Share Capital 4,948,162 Equity Shares of Rs. 10/- each	4,94,81,620.00	4,94,81,620.00
3	Subscribed and Paid-up Share Capital 4,948,162 Equity Shares of Rs. 10/- each	4,94,81,620.00	4,94,81,620.00
	Total	4,94,81,620.00	4,94,81,620.00
a)	Reconciliation of No. of shares		
	Opening no. of shares	49,48,162	49,48,162
	Add : Issued during the year	-	-
	Closing no. of shares	49,48,162	49,48,162
b)	Details of shareholders holding more than 5% share		
		(No. of shares)	
1	Gangesh Khaitan	300632	3,00,632.00
2	Anshuman Khaitan	444184	4,44,184.00
3	Vedant Khaitan	477774	4,77,774.00
4	M/s Aadra Agencies Pvt. Ltd. (Fully Paidup Shares) (Formerly known as Khaitan Coldstorage Pvt. Ltd.)	424755	424755
5	M/s Progressive Intermediary Pvt. Ltd. (Formerly known as Khaitan Polyfabs Pvt. Ltd.)	490850	490850
	Total	2138195	2138195
7	Reserve & Surplus		
1	Profit and loss account		
	Opening balance	(5,75,14,555.04)	(6,95,85,563.95)
	Add : Addition during the year	4,41,02,325.67	1,20,71,008.91
	Add : Reversal of Depreciation	-	-
	Closing balance	(1,34,12,229.37)	(5,75,14,555.04)
2	General Reserves		
	Opening balance	2,43,12,000.00	2,43,12,000.00
	Add : Addition during the year	-	-
	Less : Deduction during the year	-	-
	Closing balance	2,43,12,000.00	2,43,12,000.00



S. No.	Particulars	As at 31st March 2019	As at 31st March 2018
3	Share Premium		
	Opening balance	5,51,25,615.00	5,51,25,615.00
	Add : Addition during the year	-	-
	Less : Deduction during the year	-	-
	Closing balance	<u>5,51,25,615.00</u>	<u>5,51,25,615.00</u>
4	Capital Reserve		
	Opening balance	12,49,962.00	12,49,962.00
	Add : Addition during the year	-	-
	Less : Deduction during the year	-	-
	Closing balance	<u>12,49,962.00</u>	<u>12,49,962.00</u>
	Total Reserve & Surplus	<u>6,72,75,347.63</u>	<u>2,31,73,021.96</u>
8	Long term borrowings		
	Secured Long term borrowings		
1	Term Loans		
	From Banks	35,64,000.29	56,37,483.39
	Unsecured Long term borrowings		
1	Deposits	25,86,542.00	18,28,654.00
2	Loans and advances from related parties	-	-
3	Other Loans and advances	8,32,44,126.00	8,32,44,126.00
	Total	<u>8,93,94,668.29</u>	<u>9,07,10,263.39</u>
9	Employee Benefit Obligation		
1	Provision for Employee benefits	49,55,136.00	43,80,317.00
	Total	<u>49,55,136.00</u>	<u>43,80,317.00</u>
10(a)	Trade payables		
1	Sundry creditors	59,87,135.43	64,20,176.56
	Total	<u>59,87,135.43</u>	<u>64,20,176.56</u>
10(b)	Other Current Liabilities		
1	Other payables	1,01,21,335.00	47,72,617.00
	Total	<u>1,01,21,335.00</u>	<u>47,72,617.00</u>



11 Short Term Provisions

S. No.	Particulars	As at 31st March 2019	As at 31st March 2018
1	Income Tax Provision	1,32,52,385.00	28,12,485.00
	Total	1,32,52,385.00	28,12,485.00

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2019

NOTE '3(a)' : NON CURRENT INVESTMENTS

A PORTFOLIO MANAGEMENT ACCOUNT

IIFL Special Opportunities Fund Series 5

TOTAL (A)

B QUOTED EQUITY SHARES

Lupin Ltd

(30,000 Shares ; Previous year : NIL)

C QUOTED MUTUAL FUNDS

ICICI Prudential Balance Advantage Fund (G)

(72762.69 Units ; Previous year : 45068.53 Units)

Invesco India Contra Fund Growth

(44716.211 Units ; Previous year : 44716.21 Units)

Kotak Select Focus Fund Growth

(58862.181 Units ; Previous year : 58862.18 Units)

Aditya Birla Sun Life Balance Fund

(NIL ; Previous year : 18141.50 Units)

Aditya Birla Sun Life Equity Fund

(2149.182 Units ; Previous year : 2149.18 Units)

Sundaram Rural India Fund

(21756.21 Units ; Previous year : 21756.21 Units)

Tata Equity P E Fund

(10411.244 Units ; Previous year : 10411.244 Units)

L & T Infrastructure RP Fund

(46674.446 Units ; Previous year : 46674.45 Units)

DSP Black Rock Equity Saving Fund

(NIL ; Previous year : 404596.213 Units)

Reliance Equity Saving Funds

(NIL ; Previous year : 400025.602 Units)

TOTAL (C)

QTY	As at 31.3.2019		As at 31.3.2018		
	RATE	AMOUNT	QTY	RATE	AMOUNT
		1,19,57,573.31			60,83,209.00
		1,19,57,573.31			60,83,209.00
30,000.00	739.6	2,21,88,000.00	-	-	-
		2,21,88,000.00	-	-	-
72,762.69	35.34	25,71,433.46	45,068.53	33.11	14,92,219.03
44,716.21	48.77	21,80,809.61	44,716.21	44.94	20,09,546.52
58,862.18	35.48	20,88,312.46	58,862.18	31.82	18,72,818.01
-	-	-	18,141.50	49.74	9,02,358.41
2,149.18	730.61	15,70,213.86	2,149.18	688.39	14,79,475.40
21,756.21	41.98	9,13,308.29	21,756.21	41.06	8,93,373.08
10,411.24	135.33	14,08,978.64	10,411.24	134.31	13,98,311.28
46,674.45	16.03	7,48,191.37	46,674.45	17.14	8,00,000.00
-	-	-	4,04,596.21	12.25	49,57,921.99
-	-	-	4,00,025.60	12.39	49,56,437.22
		1,14,81,247.69			2,07,62,460.94

FMV

4,56,26,821.00

2,68,45,669.94

Cost of Purchase

4,44,66,591.26

2,61,37,726.56

Other Comprehensive Income / (Loss)

11,60,229.74

7,07,943.38

D. FIXED DEPOSITS

Fixed Deposit (PNB)

10,69,277.00

12,29,340.00

Fixed Deposit (Federal Bank)

2,05,04,720.00

6,51,14,960.00

TOTAL (D)

2,15,73,997.00

6,63,44,300.00

E. UNQUOTED SHARES

A K Buildmart Ltd (4900 Shares of Rs.10/- ; Previous year : 5500 shares)	49,000.00	49,000.00
A K Garments Ltd (4900 Shares of Rs.10/- ; Previous year : 5500 shares)	49,000.00	49,000.00
Hind Container Pvt Ltd (159100 Shares of Rs.10/- ; Previous year : 159100 shares)	39,775.00	39,775.00
Khaitan Eduserve Pvt Ltd (48000 Shares of Rs.10/- ; Previous year : 48000 shares)	12,000.00	12,000.00
Premia Impex Pvt Ltd (Formerly known as Khaitan International Pvt Ltd) (150000 Shares of Rs.10/- ; Previous year : 150000 shares)	37,500.00	37,500.00
Progressive Intermediary Pvt Ltd(Formerly knowns as Khaitan Polyfab Pvt Ltd) (1100000 Shares of Rs.10/- ; Previous year : 1100000 shares)	2,75,000.00	2,75,000.00
Shiva Fiscal Services Pvt Ltd (210000 Shares of Rs.10/- ; Previous year : 210000 shares)	52,500.00	52,500.00
TOTAL (E)	5,14,775.00	5,14,775.00
TOTAL NON CURRENT INVESTMENTS (A+B+C+D+E)	6,77,15,593.00	9,37,04,744.94

RAMPUR FERTILIZERS LIMITED
CIN : L15136UP1988PLC010084
Notes to Financial statement for the year ended on 31st March 2019
12 Revenue from operations

S. No.	Particulars	As at 31st March 2019	As at 31st March 2018
1	Sale of products	27,22,05,283.90	19,11,01,072.00
	Total	27,22,05,283.90	19,11,01,072.00
13	Other Income		
1	Interest income	54,06,827.00	49,42,186.59
2	Net gain on financial assets mandatorily measured at fair value through profit or loss	4,52,286.36	3,15,533.74
3	Other non-operating income	63,14,879.88	16,34,050.27
	Total	1,21,73,993.24	68,91,770.60

14 Cost Of Material Consumed
Material Consumed

Opening Stock	1,19,43,432.82	1,13,43,548.57
Add: Purchases	16,31,58,655.97	12,35,41,380.09
	<u>17,51,02,088.79</u>	<u>13,48,84,928.66</u>
Less: Closing Stock	1,46,27,175.70	1,19,43,432.82
Less: Amount Transferred To Repair & Maintainance	1,33,98,159.96	1,37,11,191.30
	<u>14,70,76,753.13</u>	<u>10,92,30,304.54</u>
Direct Expenses	1,68,78,331.84	1,25,98,025.48
Sulphuric Acid (Self Consumption)	16,39,55,084.97	12,18,28,330.02

15 Changes in Inventories
1 Opening Stock

Finished goods	9,61,403.67	7,64,196.03
Work-in-progress	13,91,825.43	11,17,496.40

Total

	<u>23,53,229.10</u>	<u>18,81,692.43</u>
--	---------------------	---------------------

2 Closing Stock

Finished goods	22,71,901.57	9,61,403.67
Work-in-progress	17,80,295.71	13,91,825.43

Total

	<u>40,52,197.28</u>	<u>23,53,229.10</u>
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Changes in inventories

	<u>(16,98,968.18)</u>	<u>(4,71,536.67)</u>
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16 Employee Benefit Expenses

S. No.	Particulars	As at 31st March 2019	As at 31st March 2018
1	Salaries, Wages & Bonus	1,98,67,268.00	1,61,13,793.00
2	Contract Labour Charges	1,88,677.00	1,19,830.00
3	Gratuity	3,53,767.00	6,94,329.00
4	Contribution to Provident and other funds	19,32,832.00	12,55,435.00
5	Contribution under Employees State Insurance Scheme	2,39,239.00	2,01,896.00
6	Staff Welfare Expenses	12,34,857.16	8,04,468.00
	Total	2,38,16,640.16	1,91,89,751.00

17 Other Expenses

1	Advertisement Expenses	9,81,714.00	56,453.00
2	Auditor's Remuneration		
	Audit Fees	1,50,000.00	1,50,000.00
	Tax Audit Fees	30,000.00	30,000.00
	Other Matter	59,000.00	1,35,600.00
3	Commission paid	8,90,157.00	-
4	Donation	22,652.00	31,203.00
5	Entertainment Expenses	12,835.00	10,650.00
6	Guest House Expenses	4,26,629.17	2,86,116.75
7	Interest & Penalty on TDS & Service Tax	66,048.00	1,316.00
8	Insurance	2,24,652.00	2,56,477.00
9	Stamp Duty paid on share purchase	4,35,282.03	-
10	Other Expenses	41,58,706.49	23,59,646.94
11	Power and fuel	79,00,072.64	84,43,417.00
12	Professional Expenses	17,90,998.00	47,69,377.00
13	Rates and taxes	1,92,556.00	1,74,456.00
14	Rent	21,31,000.00	21,14,300.00
15	Rebate discount and allowance	1,74,338.00	9,58,536.00
16	Repairs to Buildings	24,94,667.81	26,17,811.39
17	Repairs to Machinery	93,17,841.09	1,12,61,492.51
18	Sales Promotion	-	64,000.00
19	Subscription	2,78,947.00	5,49,588.00
20	Store Transportation & Handling Charges	1,71,803.00	1,64,695.00
21	Telephone Expenses	2,29,322.58	2,22,935.00
22	Travelling & Conveyance Expenses	35,52,315.00	27,30,798.00
	Total	3,56,91,536.81	3,73,88,868.59

18 Finance Cost

1	Interest Expense on:		
	Term Loan	3,84,523.80	2,56,393.62
	Others	-	27,824.00
2	Bank Charges & Incidental Expenses	19,894.91	22,115.13
	Total	4,04,418.71	3,06,332.75



RAMPUR FERTILIZERS LIMITED

CIN : L15136UP1988PLC010084

NOTES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT(2018-19)

19 NOTES ON ACCOUNTS

	CURRENT YEAR 2018-19	PREVIOUS YEAR 2017-18
19.1 Estimated amount of capital commitment not provided for	0	0
19.2 Contingent liabilities not provided for	0	0
19.3 In the opinion of the management and to the best of their knowledge and belief, the value on realization of current assets, loan and advances in the ordinary course of business would not be less than the amount at which they are stated in the balance sheet.		
19.4 Remuneration / Sitting Fess to Directors		
Salary & Allowances	9250000	7700000
Contribution to provident fund & other funds	1009250	527750
Value of benefits, calculated as per income tax rules	0	0
Commission	0	0
Director Sitting Fess	85000	49000
19.5 Previous years figures have been regrouped/rearranged wherever considered necessary.		
19.6 Sundry debtors, creditors and loans and advances are subject to confirmation		
19.7 As stipulated in accounting standard for impairment of assets the company has carried out a broad review of the useful life of the fixed assets and their value in use. The recoverable amount exceed the carrying amount no impairment has been provided.		
19.8 DEFERRED TAX LIABILITY (NET)		
	CURRENT YEAR 2018-19 (Rs. In Lacs)	PREVIOUS YEAR 2017-18 (Rs. In Lacs)
Major Components of net deferred tax liability as per AS-22		
Deferred Tax Liability:-		
a Difference between WDV as per book and I.Tax Act	10.92	13.06
b Deferred Tax Assets:		
Bonus Payable	0.71	0.67
Provision for gratuity	9.77	9.75
Provision for leave encashment	4.02	3.78
Add: Interest disallow u/s 43B	-	-
Add: Due to unpaid PF & S.Tax as per Sec. 43B (as per I.Tax Act)	-	-
Less: Expenses allowed as per 43B	-	0.00
	<hr/>	<hr/>
	14.50	14.20
Closing Deferred Tax Liability (1-2)	-3.58	-1.14
Opening Deferred Tax Liability	-1.14	11.69
Additional net Deferred Tax Liability debited to P&LA/c	-2.44	-12.83
	<hr/>	<hr/>
19.9 Based on the information available with the company there are no dues to Micro, Small and Medium Enterprises as defined in the Micro, Small and Medium Enterprises		

**19.10 PAYMENT TO AUDITORS**

a	For audit	1,50,000.00	1,50,000.00
b	For Tax audit	30,000.00	30,000.00
c	For Certification of statement and other consultation	59,000.00	1,35,600.00
d	For expenses for audit	-	-

20 RELATED PARTY DISCLOSURES:**20.1 RELATIONSHIP****(A) ASSOCIATE COMPANIES :**

A K Buildmart Private Limited
A K Garments Private Limited

(C) OTHER RELATED PARTIES WHERE CONTROL EXISTS:

Khaitan Coldstorage (P) Ltd.
Khaitan International (P) Ltd.
Khaitan Polypackaging (P) Ltd.
Honeyline Collections (P) Ltd.

(B) KEY MANAGEMENT PERSONNEL:

Shri Gangesh Khaitan
Shri Anshuman Khaitan
Shri Pulak Wardhan Jain
Smt Sunita Gupta

(A) (B) (C) TOTAL

20.2 LOANS**Receivable**

Balance as at 01.04.18	-	-	-
Given during the year	-	-	-
Returned during the year	-	-	-
Balance as at 31.03.19	-	-	-

Payable

Balance as at 01.04.18	-	-	-
Received during the year	-	-	-
Given during the year	-	-	-
Balance as at 31.03.19	-	-	-

OTHERS**Receivable**

Balance as at 01.04.18	-	-	-
Given during the year	-	-	-
Returned during the year	-	-	-
Balance as at 31.03.19	-	-	-

Payable

Balance as at 01.04.18	-	-	1,57,500.00	1,57,500.00
Received during the year	-	-	21,00,000.00	21,00,000.00
Given during the year	-	-	21,00,000.00	21,00,000.00
Balance as at 31.03.19	-	-	1,57,500.00	1,57,500.00

21. SEGMENT REPORTING POLICIES
21.1 IDENTIFICATION OF SEGMENTS

- Primary Segments Business Segment: The Company's operation businesses are organized and managed separately/jointly according to the nature of products. The Company is into the manufacturing of Fertilizer and Sulphuric Acid both of which are different identifiable segments.
- Inter Divisional transfers of goods as marketable products produced by separate division of the Company, for captive consumption are made as sales and are included in the turnover.
- Unallocated Items: Corporate income, expenses, capital and reserves are considered as part of un-allocable items which are not identifiable to any business segment.

BUSINESS SEGMENT	Rupees in Lacs							
	SSP		SULPHURIC ACID		UNALLOCATED		TOTAL	
	01.04.18 To 31.03.19	01.04.17 To 31.03.18	01.04.18 To 31.03.19	01.04.17 To 31.03.18	01.04.18 To 31.03.19	01.04.17 To 31.03.18	01.04.18 To 31.03.19	01.04.17 To 31.03.18
Segment Revenue Sales to External Customers	-	-	2,722.05	1,911.01	-	-	2,722.05	1,911.01
Intersegment Sales	-	-	-	-	-	-	-	-
Unallocated Revenue	-	-	-	-	121.74	68.92	121.74	68.92
Total Revenue	-	-	2,722.05	1,911.01	121.74	68.92	2,843.79	1,979.93
Total Expenses	-	-	1,670.37	1,272.93	-	-	1,670.37	1,272.93
Segment Result	-	-	1,051.68	638.08	121.74	68.92	1,173.42	707.00
Unallocated Expenses	-	-	-	-	598.79	568.57	598.79	568.57
Operating Profit	-	-	1,051.68	638.08	(477.05)	(499.65)	574.63	138.43
Finance Costs	-	-	-	-	4.04	3.06	4.04	3.06
Share of profit of Unconsolidated Associates	-	-	-	-	-	-	-	-
Profit Before Tax	-	-	1,051.68	638.08	(481.09)	(502.71)	570.59	135.37
Tax Expenses (including tax on discontinuing operation)	-	-	-	-	129.57	14.66	129.57	14.66
Minority Interest, Net of Taxes, Gain of Disposition of Assets of Discounting of operation (Net Assets)	-	-	-	-	-	-	-	-
Profit from Ordinary Activities	-	-	1,051.68	638.08	(610.66)	(517.37)	441.02	120.70
Extraordinary Items	-	-	-	-	-	-	-	-
Net Profit	-	-	1,051.68	638.08	(610.66)	(517.37)	441.02	120.70
Segment Assets	-	-	730.35	562.24	166.83	117.01	897.18	679.25
Investments in Subsidiary	-	-	-	-	-	-	-	-
Unallocated Assets	-	-	-	-	1,503.93	1,137.11	1,503.93	1,137.11
Total Assets	-	-	730.35	562.24	1,670.75	1,254.13	2,401.10	1,816.36
Segment Liabilities	-	-	210.64	155.73	-	-	210.64	155.73
Unallocated Liabilities	-	-	-	-	1,022.90	934.09	1,022.90	934.09
Total Liabilities	-	-	-	-	1,022.90	934.09	1,233.53	1,089.82
Other Segment Information Capital Expenditure	-	-	52.74	38.97	70.22	66.20	122.96	105.17
Depreciation	-	-	47.81	59.36	3.70	2.78	51.52	62.14
Amortization	-	-	-	-	-	-	-	-
Impairment Losses	-	-	-	-	-	-	-	-
Other Non Cash Expenses (other than Depreciation)	-	-	-	-	-	-	-	-
Provisioning for Restructuring	-	-	-	-	-	-	-	-

22 Additional information required under Para 3 & 4 of Part II of Schedule VI of the Companies Act, 1956
22.1 PARTICULARS OF LICENSED CAPACITIES, INSTALLED CAPACITIES AND PRODUCTION

CLASS OF GOODS	UNIT	LICENSED CAPACITY PER ANNUM	INSTALLED CAPACITY * PER ANNUM	PRODUCTION 01.04.17-31.03.18
A Single Super Phosphate	MT	66000 (66000)	66000 (66000)	0 (0)
B Sulphuric Acid	MT	33000 (33000)	33000 (33000)	34327 (34038)
C Sodium Silica Flouride	MT	198 (198)	198 (198)	0 (0)
D Ferric Alum	MT	33000 (33000)	33000 (33000)	0 (0)

*As certified by the management and not verified by the auditors.

22.2 OPENING STOCK, CLOSING STOCK & TURNOVER

UNIT	OPENING STOCK 01.04.2018		CLOSING STOCK 31.03.2019		TURNOVER 01.04.2018 To 31.03.2019	
	Quantity	Value	Quantity	Value	Quantity	Value
A Single Super Phosphate MT	0 (0)	0 (0)	0 (0)	0 (0)	0 (0)	0 (0)
B Sulphuric Acid MT	210 (181)	961404 (764196)	393 (210)	2271902 (961404)	34144 (34008)	27,22,05,284 (191101072)
C Others MT						0 (0)
D Sulphuric Acid (Trading) MT						0 (0)
Total		961404 (764196)		2271902 (961404)		272205284 (191101072)

22.3 CONSUMPTION OF RAW MATERIALS	UNIT	QUANTITY	VALUE (Rs.)
A Rock Phosphate	MT	0 (0)	0 (0)
B Sulphur	MT	11459 -11,433	145905220 (106035559)
C Self Consumption Sulphuric Acid	MT	0 (0)	0 (0)

22.4 VALUE OF IMPORTS CALCULATED ON CIF BASIS:

Raw Materials 0
(0)

22.5 EXPENDITURE IN FOREIGN CURRENCY ON ACCOUNT OF

Foreign Travel & Subscriptions 1358878
(960989)

Technical Know How 0
(0)

22.6 EARNING IN FOREIGN EXCHANGE - EXPORT OF GOODS ON FOB BASIS

0
(0)

Note: Figures in brackets are those of previous year

Place : New Delhi
Dated : The 30th Day of May 2019

Anshuman Khaitan
Managing Director
DIN : 00606546

Gangesh Khaitan
Whole Time Director
DIN : 00798110

Rajeev Kumar
Company Secretary
ACS - 31409

**As Per our Report
on Even Date**

**For Patni PK & Co
Chartered Accountants**
F. R No. 030021N

**Pankaj Kumar Jain
(Partner)**
M. No. 058527

Form AOC-1

(Pursuant to first proviso to sub section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES/ASSOCIATE COMPANIES/JOINT VENTURES
Part "A": Subsidiaries

Company does not have any subsidiary/ associate companies/ joint ventures.

Sl. No.	Particulars	Details
1.	Name of the subsidiary	N.A.
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	
4.	Share capital	
5.	Reserves & surplus	
6.	Total assets	
7.	Total Liabilities	N.A
8.	Investments	
9.	Turnover	
10.	Profit before taxation	
11.	Provision for taxation	
12.	Profit after taxation	
13.	Proposed Dividend	
14.	% of shareholding	

Notes:

- Names of subsidiaries which have been liquidated or sold during the year :

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of associates/Joint Ventures	A K Buildmart Pvt. Ltd	A K Garments Pvt. Ltd.
1. Latest audited Balance Sheet Date	31.03.2019	31.03.2019
2. Shares of Associate/Joint Ventures held by the company on the year end		
No.	4900	4900
Amount of Investment in Associates/Joint Venture	49,000	49,000
Extend of Holding%	49%	49%
3. Description of how there is significant influence	Associate	Associate
4. Reason why the associate/joint venture is not consolidated	NA	NA
5. Net worth attributable to shareholding as per latest audited Balance Sheet	13,20,640	11,77,329
6. Profit/Loss for the year	9,47,060	10,37,052
i. Considered in Consolidation	4,64,059	5,08,155
ii. Not Considered in Consolidation	-	-

Date : 30th May 2019

ANSHUMAN KHAITAN
MANAGING DIRECTOR
DIN : 00606546
GANGESH KHAITAN
WHOLE TIME DIRECTOR
DIN : 00798110
RAJEEV KUMAR
COMPANY SECRETARY
ACS - 31409
RAGHVENDRA GUPTA
CHIEF FINANCIAL OFFICER

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

During the year under review, the Company has not entered into any related party transaction falling under sub-section (1) of Section 188 of the Companies Act, 2013

1. Details of contracts or arrangements or transactions not at arm's length basis: NA

Nature of Transaction	Nature of contracts/arrangements/transactions	Duration of the contracts / arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	date (s) of approval by the Board	Amount paid as advances, if any:	Date on which the special resolution was passed in general meeting as required under first proviso to section 188

2. Details of material contracts or arrangement or transactions at arm's length basis: NA

Name of related party and nature of relationship	Nature of contracts/arrangements/transactions	Duration of the contracts / arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	date (s) of approval by the Board	Amount paid as advances, if any:

Date : 30th May 2019

Anshuman Khaitan
Managing Director
DIN : 00606546

Gangesh Khaitan
Whole Time Director
DIN : 00798110

**Consolidated Financial
Statements with
Associate Companies**

INDEPENDENT AUDITOR'S REPORT

To the Members of Rampur Fertilizers Limited Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Rampur Fertilizers Limited (hereinafter referred to as the 'Holding Company') and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), its associates and jointly controlled entities, which comprise the consolidated Balance Sheet as at March 31, 2019, and the consolidated statement of Profit and Loss, the consolidated statement of changes in equity and the consolidated cash flows Statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of their consolidated state of affairs of the Company as at March 31, 2019, of consolidated profit, consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by ICAI, and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Companies Act, 2013. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

There are no key audit matters to report.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

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

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for assessing the ability of the Group and of its associates and jointly controlled entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for overseeing the financial reporting process of the Group and of its associates and jointly controlled entities.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error; and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2019 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, associate companies and jointly controlled companies incorporated in India, none of the directors of the Group companies, its associate companies and jointly controlled companies incorporated in India is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure A.
- With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us: The group have following pending litigation which would impact its financial position :
 - The group have following pending litigation which would impact its financial position :

S. No.	Party	Pending at	Amount
1.	K C Sharma	Labour Court, Allahabad	Rs. 15 Lacs Approx
2.	U V Singh	Labour Court, Allahabad	Rs. 15 Lacs Approx

- The Group, its associates and jointly controlled entities did not have any material foreseeable losses on long-term contracts including derivative contracts.
- There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies, associate companies and jointly controlled companies incorporated in India.

Place: New Delhi

Dated : The 30th Day of May 2019

For Patni PK & Co
Chartered Accountants
 Firm Registration No. 030021N

Pankaj Kumar Jain
(Partner)
 M. No. 058527

ANNEXURE A TO THE AUDITORS' REPORT**Report on the Internal Financial Controls under Clause (i) of sub-section 3 of section 143 of Companies Act, 2013 ('the Act')**

In our conjunction with our audit of the consolidated Financial Statements of the Company as of and for the year ended on March, 31 2019, we have audited the internal financial controls over financial reporting of **RAMPUR FERTILIZERS LIMITED** ("the Parent Company") and its Associate company namely A K Buildmart Pvt Ltd & A K Garments Pvt Ltd as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Parent company and its Associate have, in all material aspects, an adequate financial control system over financial reporting and such internal control over financial reporting were operating effectively as at 31st March 2018, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place : New Delhi

Dated : The 30th Day of May 2019

For Patni PK & Co
Chartered Accountants
Firm Registration No. 030021N

Pankaj Kumar Jain
(Partner)
M. No. 058527



RAMPUR FERTILIZERS LIMITED
CIN : L15136UP1988PLC010084
Consolidated Balance Sheet as at 31st March 2019

	Particulars	Note No.	As at 31st March 2019	As at 31st March 2018
I.	ASSETS			
(1)	Non-current assets			
	Property, Plant & Equipment	2	4,04,12,840.10	3,32,68,401.10
	Financial Assets			
	i. Non-Current investments	3(a)	7,01,15,562.00	9,51,32,499.94
	ii. Long term loans and advances	3(b)	4,49,54,912.00	74,22,971.00
	Total Non-Current Assets		15,54,83,314.10	13,58,23,872.04
(2)	Current assets			
	Inventories	4	1,86,79,372.98	1,42,96,661.92
	Financial Assets			
	i. Trade receivables	5(a)	89,21,780.53	99,58,081.38
	ii. Cash and cash equivalents	5(b)	3,93,15,605.74	1,40,03,435.57
	iii. Short term loans and advances	5(c)	2,01,10,176.00	89,82,150.00
	Total Current Assets		8,70,26,935.25	4,72,40,328.87
	TOTAL ASSETS		24,25,10,249.35	18,30,64,200.91
II.	EQUITY AND LIABILITIES			
(1)	EQUITY			
	Equity Share Capital	6	4,94,81,620.00	4,94,81,620.00
	Other Equity			
	i. Reserves and Surplus	7	6,96,75,316.63	2,46,00,776.96
	Total Equity		11,91,56,936.63	7,40,82,396.96
(2)	Non-current liabilities			
	Financial Liabilities			
	i. Borrowings	8	8,93,94,668.29	9,07,10,263.39
	Employee Benefit Obligation	9	49,55,136.00	43,80,317.00
	Deffered tax Liabilities (Net)	19.8	(3,57,347.00)	(1,14,055.00)
	Total Non-current Liabilities		9,39,92,457.29	9,49,76,525.39
(3)	Current Liabilities			
	Financial Liabilities			
	i. Trade payables	10(a)	59,87,135.43	64,20,176.56
	ii. Other current liabilities	10(b)	1,01,21,335.00	47,72,617.00
	Short-term provisions	11	1,32,52,385.00	28,12,485.00
	Total Current Liabilities		2,93,60,855.43	1,40,05,278.56
	Total Liabilities		12,33,53,312.72	10,89,81,803.95
	TOTAL		24,25,10,249.35	18,30,64,200.91

Notes referred above form an integral part of the Balance Sheet.

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0.00

As per our separate report of even date attached.

4D/14, Basement, Old Rajinder Nagar New Delhi - 110060

For Patni PK & Co Chartered Accountants
Firm Registration No. 030021N

Dated : The 30th Day of May 2019

Pankaj Kumar Jain (Partner) M. No. 058527

RAJEEV KUMAR
COMPANY SECRETARY
ACS - 31409

RAGHVENDRA GUPTA
CHIEF FINANCIAL OFFICER

ANSHUMAN KHAITAN
MANAGING DIRECTOR
DIN : 00606546

GANGESH KHAITAN
WHOLE TIME DIRECTOR
DIN : 00798110

RAMPUR FERTILIZERS LIMITED
CIN : LI5136UP1988PLC010084
Consolidated Profit and loss statement for the year ended on 31st March 2019

	Particulars	Note No.		As at 31st March 2019		As at 31st March 2018
I.	Revenue from operations	12		27,22,05,283.90		19,44,45,222.00
II.	Other Income	13		1,21,73,993.24		67,19,078.60
III.	Total Revenue (I + II)			28,43,79,277.14		20,11,64,300.60
IV.	Expenses :					
	Cost of materials consumed	14		16,39,55,084.97		12,18,28,330.02
	Changes in inventories	15		(16,98,968.18)		(4,71,536.67)
	Employee Benefits Expenses	16		2,38,16,640.16		1,98,46,734.00
	Depreciation and amortization expense	2		51,51,531.00		62,18,887.00
	Other expenses	17		3,56,91,536.81		3,75,68,814.59
	Finance cost	18		4,04,418.71		3,06,686.75
	Total Expenses			22,73,20,243.47		18,52,97,915.69
V.	Profit before tax (III - IV)			5,70,59,033.67		1,58,66,384.91
VI.	Tax Expense			1,29,56,708.00		21,12,702.00
	(1) Current Tax		1,32,00,000.00		33,96,407.00	
	(2) Deferred tax		(2,43,292.00)		(12,83,705.00)	
VII.	Profit after Tax (V - VI)			4,41,02,325.67		1,37,53,682.91
VIII.	Profit from Associate Companies			9,72,214.00		-
IX.	Net Profit (VII - VIII)			4,50,74,539.67		1,37,53,682.91
X.	Earing per equity share					
	(1) Basic			9.11		2.78
	(2) Diluted			9.11		2.78

Notes referred above form an integral part of the Profit and loss statement.
As per our separate report of even date attached.

4D/14, Basement, Old Rajinder Nagar
New Delhi - 110060

Dated : The 30th Day of May 2019

For Patni PK & Co
Chatered Accountants
Firm Registration No. 030021N

Pankaj Kumar Jain
(Partner)
M. No. 058527

ANSHUMAN KHAITAN
MANAGING DIRECTOR
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GANGESH KHAITAN
WHOLE TIME DIRECTOR
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RAJEEV KUMAR
COMPANY SECRETARY
ACS - 31409

RAGHVENDRA GUPTA
CHIEF FINANCIAL OFFICER

RAMPUR FERTILIZERS LIMITED
CIN : L15136UP1988PLC010084

CONSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH 2019

(Amount in Rs)

Particulars	Current Year	Previous Year
Cash Flow from Operating activities		
Net Profit before Tax & extra ordinary items	5,70,59,033.67	1,35,37,303.91
Adjustment for		
Depreciation	51,51,531.00	62,13,793.00
Loss/(Profit) on sale of Fixed Assets	-	-
Loss/(Profit) on sale of Investments	(59,67,723.88)	(13,29,831.23)
Interest Expenses	4,04,418.71	3,06,686.75
Long Term Provision	5,74,819.00	6,73,094.00
Interest Received	(54,06,827.00)	(49,42,186.59)
Operating Profit Before working capital change		
Adjustment for change in		
Inventories	(43,82,711.06)	(10,71,420.92)
Short term loans and advances	(1,11,28,026.00)	(30,30,504.07)
Trade and other receivables	10,36,300.85	34,31,058.52
Trade Payable	(4,33,041.13)	(4,30,813.08)
Short Term Provisions	-	-
Other current liabilities	53,48,718.00	5,13,311.72
Cash generated from operating activities	4,22,56,492.16	1,38,70,492.01
Income Tax(Paid)/Refund	(27,60,100.00)	(25,37,515.00)
Fringe Benefit Tax Paid	-	-
Net cash flow from operating activities (A)	3,94,96,392.16	1,13,32,977.01
Cash flow from investing activities		
Interest received	54,06,827.00	49,42,186.59
Purchase of Investments	3,19,56,875.82	(1,96,96,594.37)
Purchase of fixed assets	(1,22,95,970.00)	(1,05,17,043.00)
Share Capital	-	-
Sale of Investment	-	-
Loans and Advances	(3,75,31,941.00)	2,12,99,197.00
Net cash flow from investing activities (B)	(1,24,64,208.18)	(39,72,253.78)
Cash Flow from financing activities		
Decrease in long term borrowing	(13,15,595.10)	34,89,925.62
Interest paid	(4,04,418.71)	(3,06,686.75)
Net cash flow from financing activities (C)	(17,20,013.81)	31,83,238.87
Net Increase/(decrease) in cash and cash equivalents (A+B+C)	2,53,12,170.17	1,05,43,962.10
Cash and Cash equivalents at the beginning of the year	1,40,03,435.57	34,59,473.47
Cash and Cash equivalents at the end of year	3,93,15,605.74	1,40,03,435.57

We have examined the attached cash flow statement of Rampur Fertilizers Ltd for the period year ended 31st March, 2019. The statement has been prepared by the company in accordance with the requirements of listing agreement and is based on and in agreement with the corresponding profit & loss account and Balance Sheet of the Company covered by our report to the members of the company.

4D/14, Basement, Old Rajinder Nagar
New Delhi - 110060

Dated : The 30th Day of May 2019

For Patni PK & Co
Chartered Accountants
Firm Registration No. 030021N

Pankaj Kumar Jain
(Partner)
M. No. 058527

ANSHUMAN KHAITAN
MANAGING DIRECTOR
DIN : 00606546

GANGESH KHAITAN
WHOLE TIME DIRECTOR
DIN : 00798110

RAJEEV KUMAR
COMPANY SECRETARY
ACS - 31409

RAGHVENDRA GUPTA
CHIEF FINANCIAL OFFICER



RAMPUR FERTILIZERS LIMITED

STATEMENT OF CHANGES IN EQUITY AS ON 31ST MARCH, 2018

A. Equity Share Capital

(Amount in Lacs)

	Balance at the beginning of the reporting period i.e. 1st April, 2017	Changes in equity share capital during the year 2017-18	Balance at the end of the reporting period i.e. 31st March, 2018	Changes in equity share capital during the year 2018-19	Balance at the end of the reporting period i.e. 31st March, 2019
Amount of Share Capital	494.82		494.82	-	494.82
No of Shares	49,48,162	-	49,48,162	-	49,48,162

B. Other Equity

For the year ended 31st March, 2018

Particulars	Reserves and Surplus					
	Retained Earnings	Securities Premium	General Reserve	Capital Reserve	Minority Interest	Total
	-6,90,05,387.95	5,51,25,615.00	2,43,12,000.00	12,49,962.00	5,67,844.00	1,22,50,033.05
Profit/(Loss) for the year	1,37,53,682.91	-	-	-	2,63,941.00	1,40,17,623.91
Less : Transferred to Minority	8,35,095.00					8,35,095.00
Less : Derecognized					14,02,939.00	
Other Comprehensive Income	-	-	-	-	-	-
Balance as at 31.03.2018	-5,60,86,800.04	5,51,25,615.00	2,43,12,000.00	12,49,962.00	-5,71,154.00	2,54,32,561.96

For the year ended 31st March, 2019

Particulars	Reserves and Surplus					
	Retained Earnings	Securities Premium	General Reserve	Capital Reserve	Minority Interest	Total
Balance as at 01.04.2018	-5,60,86,800.04	5,51,25,615.00	2,43,12,000.00	12,49,962.00	(5,71,154.00)	2,40,29,622.96
Profit/(Loss) for the year	4,41,02,325.67	-	-	-	-	4,41,02,325.67
Less : Transferred to Minority	-					-
Less : Derecognized					14,02,939.00	14,02,939.00
Other Comprehensive Income	-	-	-	-	-	-
Balance as at 31.03.2019	-1,19,84,474.37	5,51,25,615.00	2,43,12,000.00	12,49,962.00	-19,74,093.00	6,67,29,009.63

The accompanying notes form an integral part of the Financial Statements
As per our report of even date

For and on behalf of the Board

For Patni PK & Co
Chartered Accountants
Firm Registration No. 030021N

Pankaj Kumar Jain
(Partner)
M. No. 058527

ANSHUMAN KHAITAN
MANAGING DIRECTOR
DIN : 00606546

GANGESH KHAITAN
WHOLE TIME DIRECTOR
DIN : 00798110

RAJEEV KUMAR
COMPANY SECRETARY
ACS - 31409

RAGHVENDRA GUPTA
CHIEF FINANCIAL OFFICER

NOTE 1 : SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Preparation of Financial Statements

(i) Compliance with Ind AS

The Financial Statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act 2013 (the Act)[Companies (Indian Accounting Standard) Rules 2015] and other relevant provisions of the Act.

The Financial Statements up to year ended 31 March 2017 were prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules 2006(as amended) and other relevant provisions of the Act.

(ii) Historical Cost Convention

The Financial Statements have been prepared on a historical cost basis, except for the following :

- a) certain financial assets and liabilities (including derivative instruments) and contingent consideration that is measured at fair value

B. Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/ materialised.

C. Property, Plant and Equipment

Fixed Assets are stated at cost net of recoverable taxes , less accumulated depreciation and impairment loss, if any. All costs, including financing costs till commencement of commercial production, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the fixed assets are capitalised.

D. Depreciation and Amortisation

Cost of leasehold land is amortised over the period of lease.

Depreciation has been provided as per the useful life specified in the schedule II of the Companies Act, 2013.

Residual value of the asset has been fixed by the management at 5% of the original cost of the asset and any shortfall in this account will be adjusted from retained earnings

E. Investments and other financial assets

(I) Classification

The company classifies its financial assets in the following measurement categories :

- a) those to be measured subsequently at fair value (through profit or loss), and
- b) those measured at amortised cost

The classification depends on whether the financial assets are quoted or unquoted investments, quoted investments are measured at fair value and unquoted investments are measured at amortised cost.

F. Inventories

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from operations includes sale of goods, services, sales tax, service tax, excise duty and sales during trial run period, adjusted for discounts (net), Value Added Tax (VAT) and gain / loss on corresponding hedge contracts. Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

G. Revenue Recognition

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from operations includes sale of goods, services, sales tax, service tax, excise duty and sales during trial run period, adjusted for discounts (net), Value Added Tax (VAT), GST and gain / loss on corresponding hedge contracts. Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

H. Employee Benefit

- i) Short-term employee benefits are recognised as an expense at the undiscounted amount in the Profit and Loss account of the year in which the related service is rendered.

- ii) Post employment and other long term employee benefits are recognised as an expense in the Profit and Loss account for the year in which the employee has rendered services. The expense is recognised at the present value of the amounts payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of post employment and other long term benefits are charged to the Profit and Loss account.

I. Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to Profit and Loss account.

J. Deferred Tax

Deferred tax resulting from “timing difference” between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deferred tax asset is recognised and carried forward only to the extent that there is a virtual certainty that the asset will be realised in future.

K. Taxation

Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1956.

L. Contingencies

Liabilities which are material and whose future outcome cannot be ascertained with reasonable certainty are treated as contingent and disclosed by way of notes to the accounts.

M. Equity Method

Investment in Associate companies have been measured under equity method as per Ind AS 28.

RAMPUR FERTILIZERS LIMITED

Note No - 2 - Property, Plant & Equipment

S.No.	PARTICULARS	Life	Rate	GROSS BLOCK			DEPRECIATION			NET BLOCK		
				As at 31st March 2018	Addition/ (Deletion) during the year	As at 31st March 2019	As at 31st March 2018	During the year	Written Back (Deletion)	As at 31st March 2019	As at 31st March 2019	As at 31st March 2018
1	Leasehold Land			26,33,253.00	-	26,33,253.00	6,06,533.00	11,440.00	-	6,17,973.00	20,15,280.00	20,26,720.00
2	Factory Building	30	3.17%	3,29,97,413.00	-	3,29,97,413.00	3,00,30,000.00	13,17,543.00	-	3,13,47,543.00	16,49,870.00	29,67,413.00
3	Non Factory Building	30	3.17%	99,13,758.20	-	99,13,758.20	73,92,494.50	6,92,205.00	-	80,84,699.50	18,29,058.70	25,21,263.70
4	Plant & Machinery	8	11.88%	10,80,42,840.59	47,73,103.00	11,28,15,943.59	9,89,69,408.59	7,68,493.00	-	9,97,37,901.59	1,30,78,042.00	90,73,432.00
5	Furniture & Fittings	10	9.50%	14,15,165.14	1,57,026.00	15,72,191.14	10,92,736.00	45,593.00	-	11,38,329.00	4,33,862.14	3,22,429.14
6	Office Equipment	5	19.00%	22,05,728.00	1,91,392.00	23,97,120.00	15,60,597.00	1,54,261.00	-	17,14,858.00	6,82,262.00	6,45,131.00
7	Electrical Machinery & Equipment	10	9.50%	24,59,747.26	5,01,000.00	29,60,747.26	12,07,380.00	1,54,363.00	-	13,61,743.00	15,99,004.26	12,52,367.26
8	Vehicles	8	11.88%	1,35,07,609.00	60,64,779.00	1,95,72,388.00	30,59,937.00	16,06,677.00	-	46,66,614.00	1,49,05,774.00	1,04,47,672.00
9	Electric Installations	10	9.50%	1,03,51,454.00	-	1,03,51,454.00	89,10,356.00	96,767.00	-	90,07,123.00	13,44,331.00	14,41,098.00
10	Tubewell	15	6.33%	3,28,324.00	-	3,28,324.00	3,11,908.00	-	-	3,11,908.00	16,416.00	16,416.00
11	Workshop Equipments	15	6.33%	2,72,902.00	-	2,72,902.00	2,59,257.00	-	-	2,59,257.00	13,645.00	13,645.00
12	Refrigerators, Air conditioners & Safety Machines	5	19.00%	6,75,511.00	1,10,451.00	7,85,962.00	5,28,936.00	46,983.00	-	5,75,919.00	2,10,043.00	1,46,575.00
13	Weigh Bridge & Weighing Machine	15	6.33%	28,30,734.00	-	28,30,734.00	7,22,580.00	1,33,659.00	-	8,56,239.00	19,74,495.00	21,08,154.00
14	Computer & Peripherals	3	31.67%	34,65,513.00	4,98,219.00	39,63,732.00	31,79,428.00	1,23,547.00	-	33,02,975.00	6,60,757.00	2,86,085.00
				19,10,99,952.19	1,22,95,970.00	20,33,95,922.19	15,78,31,551.09	51,51,531.00	-	16,29,83,082.09	4,04,12,840.10	3,32,68,401.10

ANSHUMAN KHAITAN
MANAGING DIRECTOR
DIN : 00606546

GANGESH KHAITAN
WHOLE TIME DIRECTOR
DIN : 00798110

RAJEEV KUMAR
COMPANY SECRETARY
ACS - 31409

RAGHVENDRA GUPTA
CHIEF FINANCIAL OFFICER

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2019

NOTE '3(a)' : NON CURRENT INVESTMENTS	As at 31.3.2019			As at 31.3.2018		
	QTY	RATE	AMOUNT	QTY	RATE	AMOUNT
A <u>PORTFOLIO MANAGEMENT ACCOUNT</u> IIFL Special Opportunities Fund Series 5			1,19,57,573.31			60,83,209.00
TOTAL (A)			1,19,57,573.31			60,83,209.00
B <u>QUOTED EQUITY SHARES</u> Lupin Ltd (30,000 Shares ; Previous year : NIL)	30,000.00	739.6	2,21,88,000.00	-	-	-
			2,21,88,000.00	-	-	-
C <u>QUOTED MUTUAL FUNDS</u> ICICI Prudential Balance Advantage Fund (G) (72762.69 Units ; Previous year : 45068.53 Units)	72,762.69	35.34	25,71,433.46	45,068.53	33.11	14,92,219.03
Invesco India Contra Fund Growth (44716.211 Units ; Previous year : 44716.21 Units)	44,716.21	48.77	21,80,809.61	44,716.21	44.94	20,09,546.52
Kotak Select Focus Fund Growth (58862.181 Units ; Previous year : 58862.18 Units)	58,862.18	35.48	20,88,312.46	58,862.18	31.82	18,72,818.01
Aditya Birla Sun Life Balance Fund (NIL ; Previous year : 18141.50 Units)	-	-	-	18,141.50	49.74	9,02,358.41
Aditya Birla Sun Life Equity Fund (2149.182 Units ; Previous year : 2149.18 Units)	2,149.18	730.61	15,70,213.86	2,149.18	688.39	14,79,475.40
Sundaram Rural India Fund (21756.21 Units ; Previous year : 21756.21 Units)	21,756.21	41.98	9,13,308.29	21,756.21	41.06	8,93,373.08
Tata Equity P E Fund (10411.244 Units ; Previous year : 10411.244 Units)	10,411.24	135.33	14,08,978.64	10,411.24	134.31	13,98,311.28
L & T Infrastructure RP Fund (46674.446 Units ; Previous year : 46674.45 Units)	46,674.45	16.03	7,48,191.37	46,674.45	17.14	8,00,000.00
DSP Black Rock Equity Saving Fund (NIL ; Previous year : 404596.213 Units)	-	-	-	4,04,596.21	12.25	49,57,921.99
Reliance Equity Saving Funds (NIL ; Previous year : 400025.602 Units)	-	-	-	4,00,025.60	12.39	49,56,437.22
TOTAL (C)			1,14,81,247.69			2,07,62,460.94
FMV			4,56,26,821.00			2,68,45,669.94
Cost of Purchase			4,44,66,591.26			2,61,37,726.56
Other Comprehensive Income / (Loss)			11,60,229.74			7,07,943.38
D. <u>FIXED DEPOSITS</u> Fixed Deposit (PNB)			10,69,277.00			12,29,340.00
Fixed Deposit (Federal Bank)			2,05,04,720.00			6,51,14,960.00
TOTAL (D)			2,15,73,997.00			6,63,44,300.00

E. UNQUOTED SHARES

<i>A K Buildmart Ltd</i> (4900 Shares of Rs.10/- ; Previous year : 4900 shares)	13,20,640.00	6,69,174.00
<i>A K Garments Ltd</i> (4900 Shares of Rs.10/- ; Previous year : 4900 shares)	11,77,329.00	8,56,581.00
<i>Hind Container Pvt Ltd</i> (159100 Shares of Rs.10/- ; Previous year : 159100 shares)	39,775.00	39,775.00
<i>Khaitan Eduserve Pvt Ltd</i> (48000 Shares of Rs.10/- ; Previous year : 48000 shares)	12,000.00	12,000.00
<i>Premia Impex Pvt Ltd (Formerly known as Khaitan International Pvt Ltd)</i> (150000 Shares of Rs.10/- ; Previous year : 150000 shares)	37,500.00	37,500.00
<i>Progressive Intermediary Pvt Ltd (Formerly knowns as Khaitan Polyfab Pvt Ltd)</i> (1100000 Shares of Rs.10/- ; Previous year : 1100000 shares)	2,75,000.00	2,75,000.00
<i>Shiva Fiscal Services Pvt Ltd</i> (210000 Shares of Rs.10/- ; Previous year : 210000 shares)	52,500.00	52,500.00
	TOTAL (E)	
	29,14,744.00	19,42,530.00
TOTAL NON CURRENT INVESTMENTS (A+B+C+D+E)	7,01,15,562.00	9,51,32,499.94

RAMPUR FERTILIZERS LIMITED
CIN : L15136UP1988PLC010084
Notes to Financial statement for the year ended on 31st March 2019
3(b) Long term loans and advances

S. No.	Particulars	As at 31st March 2019	As at 31st March 2018
	Unsecured, considered good		
1	Security deposits	15,93,359.00	14,19,959.00
2	Other loan and advances	4,33,61,553.00	60,03,012.00
	Total	4,49,54,912.00	74,22,971.00
	4 Inventories		
1	Raw material	37,30,175.79	44,61,573.30
2	Work-in-progress	17,80,295.71	13,91,825.43
3	Stock-in-trade	22,71,901.57	9,61,403.67
4	Store and spares	1,08,96,999.91	74,81,859.52
	Total	1,86,79,372.98	1,42,96,661.92
	Mode of valuation : At Cost or Market price, whichever is lower		

**5(a) Trade receivables****Unsecured, considered good**

1	For period exceeding six months	19,06,719.00	19,51,211.00
2	Less than six months	70,15,061.53	80,06,870.38
	Total	89,21,780.53	99,58,081.38

5(b) Cash and cash equivalents

1	Balances with banks	3,85,51,700.12	1,37,73,324.95
2	Cash on hand	2,22,182.62	2,96,288.12
3	Imprest	5,41,723.00	(66,177.50)
	Total	3,93,15,605.74	1,40,03,435.57

5(c) Short term loans and advances**Unsecured, considered good**

1	Other loan and advances	2,01,10,176.00	89,82,150.00
	Total	2,01,10,176.00	89,82,150.00

6 Equity Share Capital

1	Authorised Share Capital 5,000,000 Equity Shares of Rs. 10/- each	5,00,00,000.00	5,00,00,000.00
2	Issued Share Capital 4,948,162 Equity Shares of Rs. 10/- each	4,94,81,620.00	4,94,81,620.00
3	Subscribed and Paid-up Share Capital 4,948,162 Equity Shares of Rs. 10/- each	4,94,81,620.00	4,94,81,620.00
	Total	4,94,81,620.00	4,94,81,620.00

a) Reconciliation of No. of shares

	Opening no. of shares	49,48,162	49,48,162
Add:	Issued during the year	-	-
	Closing no. of shares	49,48,162	49,48,162

b) Details of shareholders holding more than 5% share

	(No. of shares)	
1 <i>Gangesh Khaitan</i>	300632	3,00,632.00
2 <i>Anshuman Khaitan</i>	444184	4,44,184.00
3 <i>Vedant Khaitan</i>	477774	4,77,774.00
4 <i>M/s Aadra Agencies Pvt. Ltd. (Fully Paidup Shares)</i> <i>(Formerly known as Khaitan Coldstorage Pvt. Ltd.)</i>	424755	424755
5 <i>M/s Progressive Intermediary Pvt. Ltd.</i> <i>(Formerly known as Khaitan Polyfabs Pvt. Ltd.)</i>	490850	490850
Total	2138195	2138195

7 Reserve & Surplus
1 Profit and loss account

<i>Opening balance</i>	(5,75,14,555.04)	(6,95,85,563.95)
<i>Add : Addition during the year</i>	4,41,02,325.67	1,20,71,008.91
<i>Add : Reversal of Depreciation</i>	-	-
<i>Closing balance</i>	(1,34,12,229.37)	(5,75,14,555.04)

2 General Reserves

<i>Opening balance</i>	2,43,12,000.00	2,43,12,000.00
<i>Add : Addition during the year</i>	-	-
<i>Less : Deduction during the year</i>	-	-
<i>Closing balance</i>	2,43,12,000.00	2,43,12,000.00

3 Share Premium

<i>Opening balance</i>	5,51,25,615.00	5,51,25,615.00
<i>Add : Addition during the year</i>	-	-
<i>Less : Deduction during the year</i>	-	-
<i>Closing balance</i>	5,51,25,615.00	5,51,25,615.00

4 Capital Reserve

<i>Opening balance</i>	12,49,962.00	12,49,962.00
<i>Add : Addition during the year</i>	-	-
<i>Less : Deduction during the year</i>	-	-
<i>Closing balance</i>	12,49,962.00	12,49,962.00

Total Reserve & Surplus

6,96,75,316.63	2,46,00,776.96
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8 Long term borrowings
Secured Long term borrowings

1	Term Loans		
	From Banks	35,64,000.29	56,37,483.39

Unsecured Long term borrowings

1	Deposits	25,86,542.00	18,28,654.00
2	Loans and advances from related parties	-	-
3	Other Loans and advances	8,32,44,126.00	8,32,44,126.00
	Total	8,93,94,668.29	9,07,10,263.39

9 Employee Benefit Obligation

1	Provision for Employee benefits	49,55,136.00	43,80,317.00
	Total	49,55,136.00	43,80,317.00

10(a) Trade payables

1	Sundry creditors	59,87,135.43	64,20,176.56
	Total	59,87,135.43	64,20,176.56

10(b) Other Current Liabilities

1	Other payables	1,01,21,335.00	47,72,617.00
	Total	1,01,21,335.00	47,72,617.00

11 Short Term Provisions

1	Income Tax Provision	1,32,52,385.00	28,12,485.00
	Total	1,32,52,385.00	28,12,485.00

12 Revenue from operations

1	Sale of products	27,22,05,283.90	19,11,01,072.00
2	Sale of Service	-	33,44,150.00
	Total	27,22,05,283.90	19,44,45,222.00

**13 Other Income**

1	Interest income	54,06,827.00	49,42,186.59
2	Net gain on financial assets mandatorily measured at fair value through profit or loss	4,52,286.36	3,15,533.74
3	Other non-operating income	63,14,879.88	14,61,358.27
	Total	1,21,73,993.24	67,19,078.60

14 Cost Of Material Consumed**Material Consumed**

Opening Stock	1,19,43,432.82	1,13,43,548.57
Add: Purchases	16,31,58,655.47	12,35,41,380.09
	17,51,02,088.29	13,48,84,928.66
Less: Closing Stock	1,46,27,175.70	1,19,43,432.82
Less: Amount Transferred To Repair & Maintainance	-	1,37,11,191.30
	16,04,74,912.59	10,92,30,304.54
Direct Expenses	34,80,172.38	1,25,98,025.48
Sulphuric Acid (Self Consumption)	16,39,55,084.97	12,18,28,330.02

15 Changes in Inventories**1 Opening Stock**

Finished goods	9,61,403.67	7,64,196.03
Work-in-progress	13,91,825.43	11,17,496.40
Total	23,53,229.10	18,81,692.43

2 Closing Stock

Finished goods	22,71,901.57	9,61,403.67
Work-in-progress	17,80,295.71	13,91,825.43
Total	40,52,197.28	23,53,229.10

Changes in inventories

(16,98,968.18)	(4,71,536.67)
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16 Employee Benefit Expenses

1	Salaries, Wages & Bonus	1,98,67,268.00	1,67,70,776.00
2	Contract Labour Charges	1,88,677.00	1,19,830.00
3	Gratuity	3,53,767.00	6,94,329.00
4	Contribution to Provident and other funds	19,32,832.00	12,55,435.00
5	Contribution under Employees State Insurance Scheme	2,39,239.00	2,01,896.00
6	Staff Welfare Expenses	12,34,857.16	8,04,468.00
	Total	2,38,16,640.16	1,98,46,734.00

17 Other Expenses

1	Advertisement Expenses	9,81,714.00	56,453.00
2	Auditor's Remuneration		
	Audit Fees	1,50,000.00	2,09,000.00
	Tax Audit Fees	30,000.00	30,000.00
	Other Matter	59,000.00	1,35,600.00
3	Commission paid	8,90,157.00	-
4	Donation	22,652.00	31,203.00
5	Entertainment Expenses	12,835.00	10,650.00
6	Guest House Expenses	4,26,629.17	2,86,116.75
7	Interest & Penalty on TDS & Service Tax	66,048.00	1,316.00
8	Insurance	2,24,652.00	2,56,477.00
9	Stamp Duty paid on share purchase	4,35,282.03	-
10	Other Expenses	41,58,706.49	23,79,274.94
11	Power and fuel	79,00,072.64	84,43,417.00
12	Professional Expenses	17,90,998.00	47,84,585.00
13	Rates and taxes	1,92,556.00	1,74,456.00
14	Rent	21,31,000.00	21,24,300.00
15	Rebate discount and allowance	1,74,338.00	9,58,536.00
16	Repairs to Buildings	24,94,667.81	26,17,811.39
17	Repairs to Machinery	93,17,841.09	1,12,61,492.51
18	Sales Promotion	-	64,000.00
19	Subscription	2,78,947.00	5,49,588.00
20	Store Transportation & Handling Charges	1,71,803.00	1,64,695.00
21	Telephone Expenses	2,29,322.58	2,44,335.00
22	Travelling & Conveyance Expenses	35,52,315.00	27,85,508.00
	Total	3,56,91,536.81	3,75,68,814.59

18 Finance Cost

1	Interest Expense on:		
	Term Loan	3,84,523.80	2,56,393.62
	Others	-	27,824.00
2	Bank Charges & Incidental Expenses	19,894.91	22,469.13
	Total	4,04,418.71	3,06,686.75

19 NOTES ON ACCOUNTS

	CURRENT YEAR	PREVIOUS YEAR
	2018-19	2017-18
19.1 Estimated amount of capital commitment not provided for	0	0
19.2 Contingent liabilities not provided for	0	0
19.3 In the opinion of the management and to the best of their knowledge and belief, the value on realization of current assets, loan and advances in the ordinary course of business would not be less than the amount at which they are stated in the balance sheet.		

**19.4 Remuneration / Sitting Fess to Directors**

Salary & Allowances	9250000	7700000
Contribution to provident fund & other funds	1009250	527750
Value of benefits, calculated as per income tax rules	0	0
Commission	0	0
Director Sitting Fess	85000	49000

19.5 Previous years figures have been regrouped/rearranged wherever considered necessary.

19.6 Sundry debtors, creditors and loans and advances are subject to confirmation

19.7 As stipulated in accounting standard for impairment of assets the company has carried out a broad review of the useful life of the fixed assets and their value in use. The recoverable amount exceed the carrying amount no impairment has been provided.

19.8 DEFERRED TAX LIABILITY (NET)

	CURRENT YEAR 2018-19 (Rs. In Lacs)	PREVIOUS YEAR 2017-18 (Rs. In Lacs)	
<i>Major Components of net deferred tax liability as per AS-22</i>			
Deferred Tax Liability:-			
a	Difference between WDV as per book and I.Tax Act	10.92	13.06
b	Deferred Tax Assets:		
	Bonus Payable	0.71	0.67
	Provision for gratuity	9.77	9.75
	Provision for leave encashment	4.02	3.78
Add:	Interest disallow u/s 43B	-	-
Add:	Due to unpaid PF & S.Tax as per Sec. 43B (as per I.Tax Act)	-	-
Less:	Expenses allowed as per 43B	-	0.00
		14.50	14.20
	Closing Deferred Tax Liability (1-2)	-3.58	-1.14
	Opening Deferred Tax Liability	-1.14	11.69
	Additional net Deferred Tax Liability debited to P&LA/c	-2.44	-12.83

19.9 Based on the information available with the company there are no dues to Micro, Small and Medium Enterprises as defined in the Micro, Small and Medium Enterprises

19.10 PAYMENT TO AUDITORS

a	For audit	1,50,000.00	1,50,000.00
b	For Tax audit	30,000.00	30,000.00
c	For Certification of statement and other consultation	59,000.00	1,35,600.00
d	For expenses for audit	-	-



20 **RELATED PARTY DISCLOSURES:**

20.1 **RELATIONSHIP**

(A) **ASSOCIATE COMPANIES :**

A K Buildmart Private Limited
A K Garments Private Limited

(C) **OTHER RELATED PARTIES WHERE CONTROL EXISTS:**

Khaitan Coldstorage (P) Ltd.
Khaitan International (P) Ltd.
Khaitan Polypackaging (P) Ltd.
Honeyline Collections (P) Ltd.

(B) **KEY MANAGEMENT PERSONNEL :**

Shri Gangesh Khaitan
Shri Anshuman Khaitan
Shri Pulak Wardhan Jain
Smt Sunita Gupta

(A) (B) (C) **TOTAL**

20.2 **LOANS**

Receivable

Balance as at 01.04.18	-	-	-
Given during the year	-	-	-
Returned during the year	-	-	-
Balance as at 31.03.19	-	-	-

Payable

Balance as at 01.04.18	-	-	-
Received during the year	-	-	-
Given during the year	-	-	-
Balance as at 31.03.19	-	-	-

OTHERS

Receivable

Balance as at 01.04.18	-	-	-
Given during the year	-	-	-
Returned during the year	-	-	-
Balance as at 31.03.19	-	-	-

Payable

Balance as at 01.04.18	-	-	1,57,500.00	1,57,500.00
Received during the year	-	-	21,00,000.00	21,00,000.00
Given during the year	-	-	21,00,000.00	21,00,000.00
Balance as at 31.03.19	-	-	1,57,500.00	1,57,500.00

RAMPUR FERTILIZERS LIMITED

MGT-11

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

FORM OF PROXY

Folio No.	
DP ID No	
Client ID No	
Name of Member(s)	
Registered Address	

I/We, being member(s), holding _____ shares of RAMPUR FERTILIZERS LIMITED hereby appoint:

- 1 Name: _____ E-mail Id _____
Address: _____
or failing him/her
- 2 Name: _____ E-mail Id _____
Address: _____
or failing him/her
- 3 Name: _____ E-mail Id _____
Address: _____

as my/ our Proxy to vote for me/ us, on my/ our behalf at the 31st ANNUAL GENERAL MEETING of the Company held on Thursday, the 26th September 2019 at 10:00 a.m. at Judges Bareilly Road, Rampur-244901 and at any adjournment thereof in respect of the following resolutions:
Ordinary Business

- Adoption of Financial Statement including consolidated Financial Statement for the year ended on 31/03/2019.
- Re-appointment of Shri Anshuman Khaitan as Managing Director who is retiring by rotation.
- Ratification of appointment of M/s. Patni PK & Co., Chartered Accountants, as Statutory Auditor of the Company.

Special Business

- Increase in the Remuneration to Shri Gangesh Khaitan, Wholetime Director, w.e.f 1st April 2019 to 31st Dec. 2019.
- Increase in the remuneration of Shri Anshuman Khaitan, Managing Director, w.e.f. 1st April 2019 to 30th September 2021
- Reappoint to Shri Gangesh Khaitan, Wholetime Director, for further period from 1st Jan. 2020 to 31st Dec. 2022 and fix the remuneration.
- Authorisation to Board for providing Loan/Guarantee/Investment.
- Ratify the remuneration to be paid to the Cost Auditor, M/s. TYPSGO & Co

Signed this _____ day of _____ 2019. Signature of Member _____

Signature of Proxyholder(s): 1. _____ 2. _____ 3. _____

NOTE: The Form of Proxy duly completed must be deposited at the Registered Office of the Company Judges Bareilly Road, Rampur-244901, UP not later than 48 hours before the time for holding the meeting.

Revenue
Stamp

RAMPUR FERTILIZERS LIMITED

Regd. off: Judges Bareilly Road, Rampur-244901 U.P. Ph. No. 0595-2352028 & Fax-No. 0595-2352030
CIN: L15136UP1988PLC010084 Email ID: info@rampurfert.com Website: www.rampurfert.com

ATTENDANCE SLIP

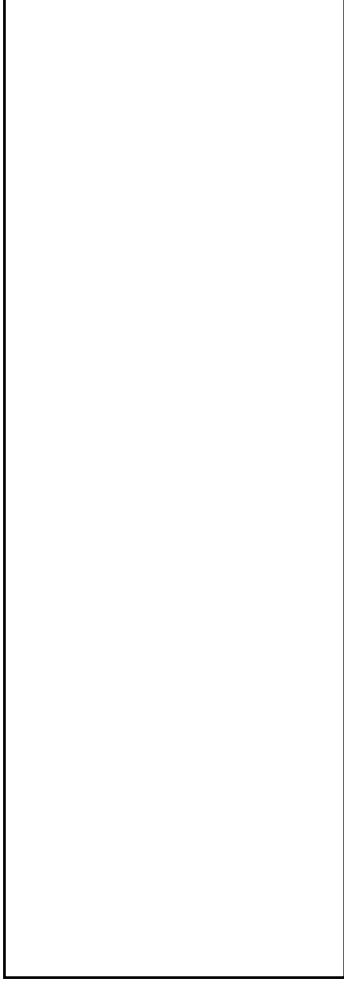
(To be handed over at the entrance of the Meeting Hall)

Folio No.	
DP No.	
Client ID No.	
Name of Member(s)	
Registered address	
Number of shares held	

I certify that am a member/proxy/authorized representative for the members of the Company.
I hereby record my presence of the **31th ANNUAL GENERAL MEETING** of the Company held on Thursday, the 26th September 2019 at 10.00 a.m. at Judges Bareilly Road, Rampur-244901.

Signature of the Member / Representative / Proxy Holder* * Strike out whichever is not applicable

Registered Post / Courier



If undelivered, please return to :
RAMPUR FERTILIZERS LIMITED
Judges Bareilly Road, Rampur-244901 (U.P.)