



CORPORATE INFORMATION

BOARD OF DIRECTORS

Shri K.V.Vishnu Raju	- Chairman
Shri R.Ravichandran	- Wholetime Director
Shri B.V.N.Satyanarayana Raju	- Director
Shri S.Ram Kumar	- Director
Shri P.V.R.L.Narasimha Raju	- Director

Shri Champak Kesari Burma - Company Secretary

AUDITORS

M.Bhaskara Rao & Co.,
5-4, 5th Floor, "Kautilya"
6-3-652, Somajiguda
Hyderabad – 500 482.

BANKERS

Andhra Bank,
Indian Bank
Indian Overseas Bank
Punjab National Bank

Registrars and Share Transfer Agents

M/s. Sathguru Management – Consultants Private Limited
Plot No.15, Hindi Nagar, Punjagutta, Hyderabad – 500 034.
Phone No(s): 040-23356507, 23356975
E-mail: sta@sathguru.com

REGISTERED OFFICE

Vishnupur,
Garagaparru Road
Bhimavaram – 534 202
West Godavari District

Listed : Bombay Stock Exchange Limited, Mumbai

Book Closure Dates: 20th September 2010 to 25th September 2010 (Both days inclusive)

"Your Company kept its focus on the simple things: Remain close to customers and help them enhance efficiency and enable growth; focus on execution to deliver a superior quality of experience; and manage costs and operations optimally."

NOTICE

Notice is hereby given that the **Twenty Sixth** Annual General Meeting of the members of the Company will be held on Saturday the 25th **September, 2010 at 10.30 AM** at Administrative Building, Dr.B.V.Raju Foundation, Vishnupur, Garagaparru Road, Bhimavaram, W.G.District, and Andhra Pradesh to transact the following items of business:

ORDINARY BUSINESS:

Ordinary business:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2010 and the Profit and Loss Account for the year ended on that date, Notes and Schedules to Accounts and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Sri B.V.N.Satyanarayana Raju, Director who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M. Bhaskara Rao & Co., Chartered Accountants, Hyderabad as auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting and authorise the Board of Directors to fix their remuneration.

Place: Hyderabad

Date: 14.08.2010

K. V. Vishnu Raju
Chairman

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.**
2. The relevant explanatory statement required by Section 173 (2) of the Companies Act, 1956, in respect of the special business set out above is annexed hereto.
3. The Register of members and Share Transfer Books of the Company will remain closed from 20th September, 2010 to 25th September, 2010 (both days inclusive).

4. Voting is by show of hands unless a poll is demanded by a member or members present in person, or by proxy, holding at least one-tenth of the total shares entitled to vote on the resolution, or by those holding paid-up capital of at least Rs 50,000. A proxy shall not vote except on a poll
5. Members who hold shares in dematerialized form are requested to write their client ID and DP ID. Those who hold shares in physical form are required to write their Folio Number in the Attendance slip for attending the meeting.
6. Members holding shares in physical form are requested to notify/send any change in their address to the Company's share transfer agents, or to the Company at its Registered Office.
7. Members holding shares in dematerialisation form are requested to notify/send any changes in their address to the concerned depository participant (s).
8. In case of joint holders attending the Meeting, only such joint holders who is higher in the order of names will be entitled to vote.
9. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the AGM.
10. Section 109A of the Companies Act, 1956 extends the nomination facility to individual shareholders of the Company. Therefore, the shareholders willing to avail this facility may make nomination in Form 2B.
11. Members/Proxies should bring duly filled in attendance slips sent herewith for attending the meeting along with the copies of annual reports to the Annual General Meeting.
12. Pursuant to the requirement of Corporate Governance code under the Listing Agreement entered into by the Company, the information about the Directors proposed to be appointed/re-appointed is given in the **Annexure to this Notice**.

**Additional information
(As per Clause 49 of the Listing Agreement)**

As required under the Listing Agreement, the particulars of Directors who seek appointment/re-appointment are given below:

Name	B.V.N.Satyanarayana Raju	
Age	:	61 years
Qualification	:	Graduation
Expertise	:	Commercial Activities
Other Directorships	:	Nil
Shareholding in the Company		

DIRECTORS' REPORT

The Members of

M/s. Raasi Enterprises Limited

The Directors have pleasure in presenting the 26th Annual Report of the Company together with audited Annual Accounts for the year ended 31st March 2010.

Financial results

(Rs. in lakhs)

Particulars	Standalone	
	Year ended	
	31-03-2010	31-03-2009
Total income	101.65	89.26
Operating profit before interest, depreciation and tax	83.61	72.38
Interest and financial charges	22.34	39.18
Depreciation	13.00	13.28
Profit before taxation	48.27	19.92
Provisions for taxation	34.92	(122.12)
Profit after taxation	83.19	(102.20)
Transfer to General Reserves	-	-
Provision for dividend	-	-
Provision for dividend tax	-	-
Surplus carried to Balance Sheet	144.35	61.16

Outlook

We will strive to build customer and market delight, develop collaborative solutions and incubate disruptive solutions in the coming years. We constantly recognize the need to reinvent ourselves, as a result we continue to refine our operational processes while infusing greater efficiency into our systems. These measures enable us to offer exemplary service to our guests and make us what we are today.

Share Capital

The paid-up Share Capital of your Company stands at Rs.4,00,00,000/- (Rupees Four Crore only) as on 31st March, 2010.

As you are aware that during the financial year your Company has obtained the revocation of suspension order from Bombay Stock Exchange Limited, members holding shares in physical mode are advised to avail of the facility of dematerialisation on either of the Depositories.

OPERATIONS AND FUTURE PLANS

The Company could carry normal activities during the financial year under consideration. To serve the shareholders in the long run on a consistent basis, the Company has acquired a profit making unit in the food industry as a subsidiary company. Now the Company is expanding its horizon of activities. It has prepared a plan of action for undertaking construction, publication and other activities, which would endeavor to fully activate the company.

FUTURE OUTLOOK

A note on the future outlook of our Company is presented under Management Discussion and Analysis which forms part of this report.

DEPOSITS

The Company has not accepted any public deposits within the meaning of Section 58A and 58AA of the Companies Act, 1956, and the Companies (Acceptance of Deposit) Rules, 1975 and, as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the Balance Sheet.

DIRECTORS:

In accordance with the provisions of Section 255 & 256 the Companies Act, 1956 and the Articles of Association of the Company, Sri B.V.N. Satyanarayana Raju shall retire by rotation and being eligible offer himself for re-appointment.:

MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis of financial condition including the results of operations of the Company for the year under review as required under clause 49 of the listing agreement with the stock exchanges, is given as a separate statement in the Annual Report.

SUBSIDIARY COMPANIES

The statement pursuant to Section 212 of the Company's Act, 1956 and as per Accounting Standard – 21, containing details of subsidiary of the Company M/s. Sai Aditya Foods and Retail Private Limited forms part of the Annual Report.

Annual accounts of subsidiary Companies and the related detailed information are available for inspection at the Company's Registered Office. The same will be made available to the investors of the Companies upon request.

CASH FLOW ANALYSIS

The Cash Flow Statement for the year, under reference in terms of Clause 32 of the Listing Agreement entered by the Company with the Stock Exchanges, is annexed hereto.

CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the Accounting Standard AS – 21 on Consolidated Financial Statements read with Accounting Standard AS – 23 on Accounting for Investment in Associates and with reference in terms of Clause 32 of the Listing Agreement, your Directors provide the Audited Consolidated Financial Statements in the Annual Report

The Auditors' Report to the Board of Directors does not contain any qualifications.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956, with respect to Director's responsibility statement, it is hereby confirmed:

1. That in the preparation of the accounts for the year ended 31st March, 2010 the applicable accounting standards have been followed.
2. That such accounting policies have been selected and applied consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the financial year ended 31st March, 2010 and of the loss of the Company for that year.
3. The proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. That the annual accounts for the year ended 31st March 2010, have been prepared on a going concern basis.

CORPORATE GOVERNANCE

A separate section of Corporate Governance and a Certificate from the Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, forms part of this Report.

AUDITORS:

M/s. Bhaskara Rao & Co., Chartered Accountants, who are the Auditors of the Company, retire at the close of the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. The Company has received a certificate from them to the effect that their re – appointment, if made, would be within the limits prescribed under Section 224(1) of the Companies Act, 1956.

The notes to the accounts referred to in the Auditor's Report are self – explanatory and do not call for any further comments.

PARTICULARS OF EMPLOYEES:

There are no employees in the organization coming under the provisions of section 217(2A) of the Companies Act,

1956 read with the Companies (Particulars of employees) Rules, 1975 as amended.

PERSONNEL

The relationship between the management and staff was very cordial throughout the year under review. Your directors take the opportunity to record their appreciation for the co operation and loyal services rendered by the employees.

COMPANIES (DISCLOSURE OR PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988.**A. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The particulars as prescribed under section 217(1)(e) of the Act, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, are set out in an Annexure to this Report.

RESEARCH & DEVELOPMENT

- | | |
|---|------------------|
| B. Technology absorption (e) | : Not Applicable |
| C. Foreign Exchange Earnings and outgo
f) Activities relating to exports | : |
| g) Total Foreign exchange used and
Earned foreign exchange outgo | : |

ACKNOWLEDGEMENTS

The Directors thank the Company's customers, vendors, investors, business associates, bankers and academic institutions for their support to the Company.

The Directors also thank the Government of India, the concerned State Governments, Government Departments and Governmental Agencies for their co-operation.

The Directors appreciate and value the contributions made by every member of the Company across the world.

The Directors wish to place on record their sincere appreciation of the dedicated services rendered by all the employees of the Company.

By order of the Board

K. V. VISHNU RAJU
Chairman

Place: Hyderabad
Date: 14.08.2010

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate governance helps to serve corporate purposes by providing a framework within which stakeholders can pursue the objectives of the organisation most effectively. Corporate governance signifies acceptance by management of the inalienable rights of shareholders as the true owners of the organisation and of their own role as trustees on behalf of the shareholders.

By combining ethical values with business acumen, globalisation with national interests and core business with emerging business, the Company aims to be amongst the largest and most respected global organisations. The Company will continue to focus its resources, strengths and strategies to achieve its vision of becoming a truly global leader, while upholding the core values of excellence, integrity, responsibility, unity and understanding, which are fundamental to the growth of the business company.

The Company is in compliance with the requirements of the guidelines on corporate governance stipulated under Clause 49 of the Listing Agreements with the Stock Exchanges. The Company has moved ahead in its pursuit of excellence in corporate governance.

Your company believes in adhering to the code of corporate governance in true spirit, by complying with total transparency, disclosure norms and good corporate practice while dealing with the Shareholders, customers, creditors, lenders and others.

BOARD OF DIRECTORS:

The Board of Directors ("the Board") has adequate representation of professional, Non-Executive and Independent Directors. For the matters requiring special attention and also for proper and effective disposal of such matters, the Board has constituted various committees of Directors. The Board and Committee meetings have been held as required. Adequate disclosures and information are provided to the Board as well as to the Committees. All the Directors attending the Board and Committee Meetings actively participate in their proceedings. Decisions at the Board and Committee meetings are taken unanimously.

The Board of the Company presently consists of five Directors, One Non-Executive Chairman, One Whole-time Director and Three Independent and Non-Executive Directors.

The details of Composition and categories of Directors are given here under.

Sr.No.	Name of the Director	Category
01.	Sri K.V.Vishnu Raju	Promoter, Chairman
02.	Sri R.Ravi Chandran	Whole-time Director
03.	Sri B.V.N.Satyanarayana Raju	Independent and Non-Executive
04.	Sri S.Ram Kumar	Independent and Non Executive
05.	Sri P.V.R.L.Narasimha Raju	Independent and Non Executive

Brief profile of Directors seeking re-appointment at the forthcoming Annual General Meeting pursuant to Clause 49 of the Listing Agreement.

B.V.N. Satyanarayana Raju is a Non-executive Independent Director. The brief profile of the Director is attached as Annure tot the Notice of AGM.

None of the Directors on the Board, are Members of more than ten Committees or Chairman of more than five Committees across all the companies in which they are Directors. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2010 have been made by the Directors.

BOARD PROCEDURE:
BOARD MEETINGS:

The details about performance of the Company, financial position, statutory compliance's market environment and all other aspects of the Company, which are relevant for review of the Board of Directors, are being given in a structured format at each meeting. The said information substantially complies with the requirements of the code of Corporate Governance with regard to the information to be placed before the Board of Directors.

During the financial year 2009-10, the Board of Directors met six times in the following dates. 29th April, 2009, 30th June, 2009, 31st July, 2009, 29th October, 2009, 12th November, 2009, 29th January, 2010.

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanships/Memberships held by them in other companies are given herein below. Other directorships do not include alternate directorships, directorships of private limited companies, Section 25 companies and of companies incorporated outside India. Chairmanships/Memberships of Board Committees include only Audit and Shareholders/ Investors Grievance Committees.

S.No	Name	No of Board Meetings Attended	No of Director ship in other Public Companies	Membership held in Committee of other public Companies	Chairman ship held in Committee of other public Compponies	Attendance of each Director at Last AGM
01.	Sri K.V.Vishnu Raju	06	07			Yes
02.	Sri R.Ravi Chandran	06	01			Yes
03.	Sri B.V.N.Satayanarayana Raju	03	-			Yes
04.	Sri S.Ram Kumar	06	-			Yes
05.	Sri P.V.R.L.Narasimha Raju	03	04			Yes

None of the Non-Executive Directors have any material pecuniary relationship or transactions with the Company.

AUDIT COMMITTEE

To adhere to the principles of transparent governance a qualified and independent Audit Committee has been constituted comprising of two independent, non-executive directors and a promoter non-executive director to exercise and discharge functions as stipulated in Section 292 A of the Companies Act, 1956.

Meetings: The Audit Committee met 5 times during the year under review on the following dates: 20th April 2009, 30th June 2009, 31st July 2009, 29th October 2009, 29th January 2010. The necessary quorum was present for all the meetings.

Name of the Director	Category	No of Meetings Attended
Sri S.Ram Kumar	Independent and Non-Executive	5
Sri B.V.N. S.Raju	Independent and Non Executive	5
Sri K.V.Vishnu Raju	Promoter and Non-Executive	5

Sri.S.Ram Kumar is the Chairman of the committee having financial and accounting knowledge.

The Audit Committee has power to investigate any activity within its terms of reference seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

Sri S. Ram Kumar, Chairman of the Audit Committee had attended the previous 25th Annual General Meeting. The Audit Committee invites such of the executives as it considers appropriate (particularly the head of the finance function), representatives of the Statutory Auditors and representatives of the Internal Auditors to be present at its meetings.

The terms of reference of the Audit Committee also includes the following:

01. Overseeing of the Company's financial reporting process and the disclosure of the financial information to ensure that the financial statements are correct, sufficient and credible.
02. Recommending the appointment and removal of external auditor, fixation of audit fee and also approval for payment for any other services.
03. Reviewing with management the annual financial statements before submission to the Board, focusing primarily on:
 - a) Any changes in accounting policies and practices.
 - b) Major accounting entries based on exercise of judgment to management.
 - c) Qualifications in draft audit report.
 - d) Significant adjustments arising out of audit.
 - e) The going concern assumption.
 - f) Compliance with accounting standards.
 - g) Compliance with stock exchanges and legal requirement concerning financial statements.
 - h) Any related party transactions.
04. Discussion with external auditors before the audit commences, nature and scope of audit as well as post audit discussion to ascertain any area of concern.
05. Reviewing the Company's financial and risk management policies.
06. Such other matters as may be entrusted to the Committee from time to time.

REMUNERATION COMMITTEE

The Company has a Remuneration Committee of Directors. The committee comprises of the following Non-Executive and Independent Members of the Board.

01. Sri.P.V.R.L.Narasimha Raju
02. Sri.S.Ram Kumar
03. Sri B.V.N.Satyanarayana Raju

During the year from 1st April 2009 to 31st March 2010 the Remuneration Committee met once on 12th November, 2009 which was attended by all members of the Committee.

The Company does not have any Employee Stock Option Scheme. The details of Shares held by the Directors of the Company are as follows.

Sl.No.	Name of the Director	No. of Shares Held.
01.	Sri K.V.Vishnu Raju	13,20,400
02.	Sri R.Ravichandran	-
03.	Sri S.Ram Kumar, Chairman	-
04.	Sri B.V.N.Satyanarayana Raju	-
05.	Sri P.V.R.L.Narasimha Raju	800

The broad function of the Committee is to look after the Remuneration policies of the Managerial Personnel and such other activities related to the Remuneration.

The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component) and commission (variable component) to its whole-time Director. Annual increments are decided by the Remuneration Committee within the salary scale approved by the Members and are effective April 1, each year. The Remuneration Committee decides on the commission payable to the whole-time Director and the Executive Directors out of the profits for the financial year and within the ceilings prescribed under the Companies Act, 1956, based on the performance of the Company as well as that of the Executive Director.

During the year, 2009-10, the Company paid Sitting Fees per meeting to its Non-Executive Directors for attending meetings of the Board and meetings of Committees of the Board.

SHARE TRANSFER & SHARE HOLDERS GRIEVANCE COMMITTEE:

The Company has a Shareholders/Investors Grievance Committee of Directors to look into the redressal of complaints of investors such as transfer or credit of shares, non-receipt of dividend/notices/annual reports, etc.

The composition of the Shareholders/Investors Grievance Committee and the details of meetings attended by its members are given below:

S.No	Name of the Director	No of Meetings held	No of Meetings attended
01.	Sri S.Ram Kumar, Chairman	4	4
02.	Sri R.Ravichandran	4	4
03.	Sri B.V.N.Satyanarayana Raju	4	4

Ch.Surya Prakash is the Compliance Officer of the Investor Grievance Committee.

There are no complaints / letters received during the financial year and no pending complaints as of now.

Terms of Reference:

1. The shares transfer committee ratifies the transfer of shares, deals with split and consolidation of shares, issue of duplicate shares etc.,
2. The shares holders grievance committee is to look into investors complaints such as Non-Receipt of Balance Sheet, Transfer of shares, Non-Receipt of declare dividend etc.,

GENERAL BODY MEETINGS:

Year	Location	Date	Time
2006-2007	Administrative Building, Dr.B.V.Raju Foundation, Vishnupur, Bhimavaram, W.G.District	29 th September 2007	10.30 AM
2007-2008	Administrative Building, Dr.B.V.Raju Foundation, Vishnupur, Bhimavaram, W.G.District	30 th September 2008	10.30 AM
2008-2009	Administrative Building, Dr.B.V.Raju Foundation, Vishnupur, Bhimavaram, W.G.District	09 th September 2009	10.30 AM

DISCLOSURES

Disclosure regarding materially significant related party transactions:

No transaction of material nature has been entered into by the Company with its promoters, directors or the management, subsidiaries or relatives etc. that may have potential conflict with the interest of the Company.

The Chairman of the Company has given certificate to the Board as per Clause 49 of the Listing Agreement.

Disclosure of non-compliance by the Company:

There were no instances of non-compliance or penalty, strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets, during the year.

Compliance of non-mandatory clause:

Board has noted the non-mandatory requirements and is taking steps for its implementation.

MEANS OF COMMUNICATIONS:

- a) Quarterly financial results of the Company and distribution of shareholding as required under Clause 35 of the listing agreement is made available in Stock Exchange website i.e.bseindia.com.
- b) The quarterly results of the Company were published during the financial year in leading news papers namely Business Standards/ The Financial Express and Andhra Boomi / Andhra Prabha (Regional Language)

SHAREHOLDER INFORMATION

This Annual Report includes yearly financial statement, key financial data and a section on shareholder information giving required information.

a) **Annual General Meeting:**

The Twenty-sixth Annual General Meeting ("the AGM") of the Company will be held on Saturday, the 25th September, 2010 at 10.30 AM at Administrative Building, Dr.B.V.Raju Foundation, Vishnupur, Bhimavaram, W.G.District, Andhra Pradesh.

b) **Financial Calendar 2010-2011**

(Tentative Schedule)

Annual General Meeting	:	September, 2011
Approval of quarterly results for the	:	
Quarter ending	:	
June 30, 2010	:	15 th August, 2010 (Tentative)
September 30, 2010	:	15 th November, 2010 (Tentative)
December 31, 2010	:	15 th February, 2011(Tentative)
March 31, 2011	:	15 th May 2011(Tentative)

Quarterly results will be approved & Disclosed by the Board in compliance with the Clause 41 of the Listing Agreement.

c) **Dates of Book Closure:**

The Register of Members and share transfer books will remain closed from the 20th September, 2010 to 25th September, 2010 (both days inclusive)

d) **Listing on Stock Exchanges:**

The Equity Shares of the company are listed with **Bombay Stock Exchange Limited**

e) **Stock Code:**

The Stock Code of the Company is: **511153**

The ISIN number of the Equity Shares of the company is as follows.

ISIN	Description	Company	Type
INE096I01013	RAASI ENTERPRISES LIMITED EQ	RAASI ENTERPRISES LIMITED	EQUITY SHARE

f) **Market Price Data:**

The trading of the Equity Shares of the Company commenced with effect from 28.04.2010 after obtaining the revocation of suspension from the Bombay Stock Exchange Limited. The details of High, Low during each Month in last financial year is as follows.