



Raasi Enterprises Limited



**29TH
ANNUAL REPORT
2012 - 2013**

CORPORATE INFORMATION**BOARD OF DIRECTORS**

Shri K.V.Vishnu Raju	-	Chairman
Shri R.Ravichandran	-	Wholetime Director
Shri P.V.R.L.Narasimha Raju	-	Director
Shri S.Ram Kumar	-	Director
Shri K.Hari Babu	-	Director

AUDITORS

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

BANKERS

Indian Bank
Indian Overseas Bank
Punjab National Bank

**REGISTRARS AND
SHARE TRANSFER AGENTS**

M/s. Karvy Computershare Private Limited
Plot No.17 to 24, Vithal Rao Nagar, Madhapur,
Hyderabad - 500 081.
Phone No(s): 040-23420815 - 24,
Fax No.040 - 23420814

LISTING

The Bombay Stock Exchange

ANNUAL GENERAL MEETING

Date: 31st August 2013,
Time: 11.00 AM
Venue: Administrative Building, Dr.B.V.Raju Foundation,
Vishnupur, Bhhimavaram, W.G.District

REGISTERED OFFICE

Vishnupur, Garagaparru Road, Bhimavaram - 534 202
West Godavari District

Message to the Shareholders

Dear Shareholders

Subject: Green Initiative – Electronic Mode of Service of Notices / Documents

The Ministry of Corporate Affairs, Government of India has taken, "Green Initiative in Corporate Governance" by allowing paperless compliances by Companies through electronic mode. As per the recent circular no.17/2011 dated 21.04.2011 and Circular No.18/2011 dated 29.04.2011 issued by the Ministry of Corporate Affairs, Companies can now send notices and documents, including annual report, to its shareholders through electronic mode to the registered e-mail address of shareholders. If Company sends communication through email, it will be in compliance with the Section 53 of the Companies Act, 1956. Your Company supports and welcomes this laudable initiative of the Government for e-communication. The Company is sure that shareholders too as responsible citizens of country will support this initiative by registering themselves with the Company for e-communication.

It is a welcome for the large society, as this will reduce paper consumption to a great extent and allow shareholders to contribute towards a Greener Environment. This is a Golden Opportunity for every shareholder of Raasi Enterprises Limited to contribute to the Corporate Social Initiative of the Company. You will be able to receive communications promptly and without loss in transit.

It is proposed that henceforth documents like Notices of Meetings, Annual Reports, Directors' Report, Auditors' Report and other Shareholders' Communications be sent electronically through email to the email addresses provided to Depository viz. NSDL/CDSL or to the Registrars and Transfer Agents.

We are sure that you would appreciate the "Green Initiative" taken by MCA and your Company's desire to participate in such initiatives.

You are requested to kindly update your email ID with DP with whom you have your demat account or to the Registrars and Transfer Agents (Shareholders holding the shares in the Physical Form) as and when there is a change in your email address.

Thanking you

Yours faithfully
For RAASI ENTERPRISES LIMITED

K.V.Vishnu Raju
Chairman

NOTICE

Notice is hereby given that the **Twenty Ninth** Annual General Meeting of the members of the Company will be held on 31st August 2013 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 2013 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 P.V.R.L. Narasimha Raju, Director who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Sri S.Ram Kumar, Director who retires by rotation and being eligible offers himself for re-appointment.
4. 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.

Special business:

5. To consider and, if thought fit, to pass with or without modifications, the following Resolution as an Special Resolution:

"Resolved that pursuant to the provisions of sections 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, Notification of MCA vide GSR No.534(E) dated 14th July 2011, other applicable provisions of the Notifications and Circulars issued by the Ministry of Corporate Affairs from time to time and in super session of the earlier resolution(s) passed in this regard and subject to the approval of the Central Government (if required), and subject to such approvals as may be required being read with the applicable provisions of Articles of Association of the company, the consent of the company be and is hereby accorded for the re-appointment of Mr. R.Ravichandran as whole-time director (Independent) of the company for the period from 01st November 2012 to 31st October 2015 with a remuneration to the extent of Rs.15,00,000/- per annum including basic, perquisites, commission and other benefits.

"FURTHER RESOLVED THAT in case of absence or inadequacy of profits during any financial year during the tenure of office of Shri R.Ravichandran, Wholetime Director, the above remuneration shall be payable subject to the limits prescribed under Section II, Part II of Schedule XIII to the Companies Act, 1956 and provisions of Notifications of MCA vide GSR No.534(E) dated 14th July 2011.

"Further Resolved that the Board of Directors of the company be and is hereby authorised and empowered to make such improvements in the terms of remuneration to Mr. R.Ravichandran as may become permissible under and by any amendments to schedule XIII of the Companies Act, 1956 or by way of any Government guidelines or instructions, the intention being that no further approval of the Company will be required so long as remuneration of the whole-time director is not in excess of the maximum permissible under relevant law, rules, regulations, guidelines or instructions as may be promulgated or issued after the date of this meeting."

For Raasi Enterprises Limited

Place : Hyderabad
Date : 28.05.2013

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. As per the circular no. 18/2011 issued by The Ministry of Corporate Affairs with respect to the Green Initiative in the Corporate Governance members those who are having their e-mail ID's shall be sent the soft copies of the 29th Annual Report of the Company by e-mail. Physical copies shall be sent to those investors who are not having their e-mail ID's. A copy of the 29th Annual Report shall be sent by post to those members who make a specific request for physical copy. Hence members are requested to send their email-ID's to the Registrar and Share Transfer Agent / to the Company for proper correspondence.
4. The Register of members and Share Transfer Books of the Company will remain closed from 27th August 2013 to 31st August 2013 (both days inclusive).
5. 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
6. It may be noted that no claim will be entertained against the Company or the Investor Education and Protection Fund in respect of the said unclaimed dividend amount transferred to the fund. There were no outstanding unpaid dividends amount as at 31.03.2013
7. 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.
8. 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.
9. Members holding shares in dematerialisation form are requested to notify/send any changes in their address to the concerned depository participant (s).
10. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
11. 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.
12. 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.
13. 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.
14. 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.**

Explanatory Statement

[Pursuant to Section 173(2) of the Companies Act, 1956]

Item 5: Re-Appointment of Mr.R.Ravichandran as Wholetime Director of the Company

The present term of Mr.R.Ravichandran was valid upto 31st October 2012. The Board of Directors in its meeting held on 14th August 2012 re-appointed the term of Mr. R.Ravichandran, whole-time Director, upto 31st October 2015.

Approval of the Members by way of special resolution is sought at this Annual General Meeting for the extension of services of Mr. R.Ravichandran on terms as set out in the text of the resolution.

This statement read along with the resolution may be deemed as an abstract of the terms of extension in services of Mr. R.Ravichandran as Whole-time Director, to be sent to the Members of the Company in terms of section 302 of the Companies Act, 1956.

- | | |
|------------------------------------|---|
| 1. General Information | : The Company has commenced its operations. |
| 2. Information about the appointee | : He is IIM Ahmadabad and expert in Accounts and Information Technology |
| 3 Other Information | : The Company is planning to acquire a construction company to do more business |
| 4. Disclosure | : It is proposed to pay a remuneration of Rs.15,00,000/- p.a |

None of the Directors of the Company is interested in the resolution except Mr. R.Ravichandran, whose services are proposed to be re-appointed as a Whole-time Director.

By order of the Board

Place : Hyderabad
Date : 28.05.2013

K.V.Vishnu Raju
Chairman

Additional information

(As per Clause 49 of the Listing Agreement)

None of the Directors of the Company is interested in the resolution except Mr. R.Ravichandran, whose services are proposed to be re-appointed as a Whole-time Director.

Name		R.Ravichandran
Age	:	50 Years
Qualification	:	IIM - Calcutta
Expertise	:	Finance
Other Directorships	:	02
Shareholding in the Company	:	Nil
Name		S.Ram Kumar
Age	:	62 Years
Qualification	:	B.Com, IICA - Banking
Expertise	:	Finance
Other Directorships	:	02
Shareholding in the Company	:	Nil
Name		P.V.R.L. Narasimha Raju
Age	:	49 Years
Qualification	:	B.Com
Expertise	:	Industrialist
Other Directorships	:	05
Shareholding in the Company (No of shares)	:	800

DIRECTORS' REPORT

The Members of
M/s. Raasi Enterprises Limited

The Directors have pleasure in presenting the 29th Annual Report of the Company together with audited Annual Accounts for the year ended 31st March 2013.

Financial results

(` in lakhs)

Particulars	Consolidated		Standalone	
	Year ended		Year ended	
	31-03-2013	31-03-2012	31-03-2013	31-03-2012
Total income	1649.45	1426.78	110.35	105.82
Operating profit before interest, depreciation and tax	181.09	173.09	72.91	75.92
Interest and financial charges	105.47	86.36	56.85	58.04
Depreciation	53.57	43.66	12.50	12.76
Profit before taxation	22.32	43.07	3.56	5.12
Provisions for taxation	20.39	15.39	33.94	2.53
Profit after taxation	42.72	27.68	37.50	2.59
Less: Minority interest	1.36	6.54	-	-
Transfer to General Reserves	-	-	-	-
Provision for dividend	-	-	-	-
Provision for dividend tax	-	-	-	-
Surplus carried to Balance Sheet	41.36	21.14	37.50	2.59

Results of operations

Effective operations are instrumental in driving the success of any organization. Our company has continued to show robust triple digit growth with Sales up from Rs. 13.00 Crs to Rs.16.49 Crs giving us a strong 27% increase. Our goal is to increase EBIDTA margins in the long run though we are prepared to sacrifice margins on the short run in exchange for more rapid growth. Detailed planning coupled with a strong financial base, forms the elixir of success. The strength of our financials imparts confidence in our actions that lead us to our success. We continue to explore innovative financing routes that can optimise the financial engineering of our growth.

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, 2013.

SUBSIDIARIES

We have one subsidiary Company i.e. M/s. Sai Aditya Foods and Retail Private Limited. As per Section 212 of the Companies Act, 1956, we are required to attach the Directors' Report, Balance Sheet and Profit and Loss Account of our subsidiaries. The Ministry of Corporate Affairs, Government of India vide its circular no. 2/2011 dated February 8, 2011 has provided and exemption to Companies from complying with Section 212, provided such Companies publish the audited consolidated financial statements in the Annual Report. Accordingly, the Annual Report 2012-13 does not contain the financial statements of your subsidiaries. The audited annual accounts and related information of our subsidiaries, where applicable, will be made available upon request. These documents will also be available for inspection during business hours at our registered office.

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.

OPERATIONS AND FUTURE PLANS

The Company could carry normal activities during the financial year under consideration. As you are aware of that the Company has acquired a profit making unit in the food industry as a subsidiary company. To serve the shareholders in the long run on a consistent basis, now the Company is planning to merge with the subsidiary company. It has prepared a plan of action for merging with subsidiary 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. P.V.R.L.Narasimha Raju and Sri. S.Ram Kumar shall retire by rotation and being eligible offer themselves for re-appointment.:

GREEN INITIATIVE WITH RESPECT TO CORPORATE GOVERNANCE:

As per the circular no. 18/2011 issued by The Ministry of Corporate Affairs with respect to the Green Initiative in the Corporate Governance members those who are having their e-mail ID's shall be sent the soft copies of the 29th Annual Report of the Company by e-mail. Physical copies shall be sent to those investors who are not having their e-mail ID's. A copy of the 29th Annual Report shall be sent by post to those members who make a specific request for physical copy.

In addition to that the soft copies of the Annual Report in electronic mode are posted on the website of the company. News paper advertisement about the availability of the same is made in both English and Telugu News paper in compliance with circular no. 18/2011 issued by Ministry of Corporate Affairs.

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.



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 and 41 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

The Board of Directors accepts responsibility for integrity and objectivity of the financial statements. The Board has taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956. 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, 2013 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, 2013 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 2013, have been prepared on a going concern basis.

CORPORATE GOVERNANCE

We continue to be a pioneer in benchmarking our corporate governance policies with the best in the world. Our efforts are widely recognized by the investors. We have documented our internal policies on corporate governance in line with the committee's recommendations. Our code of conduct was updated to make it relevant and responsive to the changing needs of our business. 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 them-selves 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

Employees are our vital and most valuable assets. We have created a favorable work environment that encourages innovation and meritocracy. 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.

CERTIFICATE

The Company has obtained a compliance certificate in accordance with the provisions of Section 383A of the Companies Act, 1956. The certificate is attached there to.

COMPANIES (DISCLOSURE OR PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988.

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

ACKNOWLEDGEMENTS

We place on record our appreciation of the contribution made by our employees at all levels. Our consistent growth was made possible by their hard work, solidarity, cooperation and support. The Board of 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

Place : Hyderabad
Date : 28.05.2013

K.V.Vishnu Raju
Chairman