

34th
ANNUAL REPORT
2015-16



Raasi Refractories Limited
(CIN:L26920TG1981PLC003339)

BOARD OF DIRECTORS

Sri. Konda Laxmaiah	- Director
Smt. Konda Padma	- Woman Director
Sri. Srishailam Vaddepally	- Independent Director
Sri Mohan Vijaya Krishna Tallapalli	- Independent Director
Sri Hemanth Tummalu	- Independent Director
Sri. Rajendra Prasad Kandikattu	- Nominee Director

STATUTORY COMMITTEES

AUDIT COMMITTEE

Sri Mohan Vijaya Krishna Tallapalli	- Chairman
Sri. Srishailam Vaddepally	- Member
Sri. Konda Laxmaiah	- Member

NOMINATION & REMUNERATION COMMITTEE:

Sri Mohan Vijaya Krishna Tallapalli	- Chairman
Sri. Srishailam Vaddepally	- Member
Sri. Konda Laxmaiah	- Member

STAKEHOLDERS RELATIONSHIP COMMITTEE:

Sri Mohan Vijaya Krishna Tallapalli	- Chairman
Sri. Srishailam Vaddepally	- Member
Sri. Konda Laxmaiah	- Member

STATUTORY AUDITORS

M/s.GMK Associates,
Chartered Accountants
ICAI Regn.No. 006945S
Hyderabad

REGISTRAR & TRANSFER AGENT:

M/s. Aarthi Consultants Pvt.Ltd
Regd.Office:1-2-285
Domalguda, Hyderabad - 500 029.
Phone Nos : 040-27638111, 27634445, 27642217, 66611921
Fax: 040-27632184,
Email: info@aarthiconsultants.com
Website: www.aarthiconsultants.com

REGISTERED OFFICE

RAASI REFRACTORIES LIMITED

15-145/9, Kodandaram Nagar,

Saroornagar, Near Sarada Talkies

Hyderabad - 500060

FACTORY

Lakshmipuram, Narketpally,

Nalgonda District,

Telangana State - 508254.

NOTICE

Notice is hereby given that the 34th Annual General Meeting of the members of the RAASI REFRAC TORIES LIMITED (CIN:L26920TG1981PLC003339) will be held on Friday, 30th December, 2016 at 11.00 a.m. at Kummara Samkshema Sangham, H No. 10-1-105, Trimurthy Colony, Lingoji Guda, Saroor Nagar, Hyderabad 500 035, to transact the following business:

Ordinary Business

1. To receive, consider and adopt the audited financial statements of the company for the financial year ended 31st March 2016 together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Sri. Srishailam Vadddepally (DIN07186971), who retires by rotation and offers himself for re-appointment.
3. To consider and if thought fit to pass with or without modifications(s), the following resolution as an ordinary resolution

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, consent of the members be and is hereby accorded to ratify the appointment of M/s.GMK Associates, Chartered Accountants, Hyderabad (Firm Registration No.006945S), as statutory auditors of the company for the financial year 2016-2017 (who has been appointed in the 33rd Annual General Meeting till conclusion of 38th AGM subject to ratification in the AGM) at such remuneration plus service tax, out-of pocket expenses as may be approved by the Board of Directors of the Company.”

By order of the Board

Sd/-

KONDA LAXMAIAH

Director

(DIN : 00573281)

Place : Hyderabad

Date : 14th November, 2016

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT A MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED. PROXY FORM IN ORDER TO BE EFFECTIVE, DULY COMPLETED, MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.
2. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of persons seeking appointment/ re-appointment as Directors at the Annual General Meeting is annexed hereto.
3. Members / proxies are requested to bring with them the Attendance slip sent with the Annual Report duly completed and signed and hand it over at the entrance.
4. Pursuant to Sec.91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed for 7 days i.e. from 24th December, 2016 to 30th December, 2016 (both days inclusive).
5. Non-resident Indian Shareholders are requested to inform us immediately the change in Residential status on return to India for permanent settlement the particulars of Bank NRE Account, if not furnished earlier.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Aarthi Consultants Pvt Ltd.
7. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
8. Members desiring any information on the financial statements at the Annual General Meeting are requested to write to the Company at least seven days in advance so as to enable the Company to keep the information ready.
9. Members are requested to quote Folio Number/ Client ID No in all correspondence. Members are requested to update their Email ID with their respective depository participant and with the company's Registrar and Transfer Agents.
10. As the Company's Equity shares are compulsorily traded in demat mode, shareholders holding shares in physical form are requested to dematerialize the same.
11. In accordance with the MCA's "Green Initiative in Corporate Governance" allowing companies to share documents with its shareholders in the electronic mode and related amendments to the Listing Agreement with the Stock Exchanges, the company is sharing all documents with shareholders in the electronic mode, wherever the same has been agreed to by the shareholders. Shareholders are requested to support this green initiative by registering/updating their e-mail addresses for receiving electronic communications.

12. E-VOTING

Pursuant to Section 108 of the Companies Act, 2013 read with relevant Rules of the Act and Regulations 44 of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility the members to exercise their right to vote by electronic means.

The e-voting period will commence at 9:00 a.m. on 27thDecember, 2016 and will end at 5:00 p.m. on 29thDecember, 2016.The Company has appointed Mr.Naga Kishore

Mittapalli(FCS No-7684, CP No-13597), Practicing Company Secretary to act as the Scrutinizer to scrutinize the voting and remote e-voting process (including the ballot form received from the members who do not have access to the e-voting process) in a fair and transparent manner. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

The e-voting facility is available at the link:

EVSN (e-voting Sequence Number)	Commencement of e-voting	End of e-voting
161216004	27-12-2016	29-12-2016

Members have an option to vote either through e-voting or through physical ballot form. If a member has opted for e-voting, then he/she should not vote by physical ballot also and vice versa. However, in case members cast their vote both via physical ballot and e-voting then e voting shall prevail and voting done through physical ballot shall be treated as in valid. The Company has signed an agreement with CDSL for facilitating e-voting.

The Scrutinizer shall, immediately after the conclusion of voting at the Annual General meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later than three (3) days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman and/or Managing Director or a person authorized by him in writing who shall counter sign the same.

The Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL and communicated to Stock Exchange where the shares are listed.

13. The instructions for members for voting electronically are as under:

The voting period begins on Tuesday, the 27th December, 2016 at 9:00 a.m and ends on Thursday the 29th December, 2016 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd December, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Shareholders who have already voted through e-voting prior to the meeting date would not be entitled to vote at the meeting venue.

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)-</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA000000001 in the PAN field.
Dividend Bank Details OR Date of Birth	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant RAASI REFRAC TORIES Limited on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Shareholders can also cast their vote using CDSL's mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from google play store. iphone and windows phone users can download the app from app store and the windows phone store respectively on or after 30th June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

BRIEF PROFILES OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

Name of the Director	SRISHAILAM VADDEPALLY
Date of Birth	04-04-1974
Date of appointment / re-appointment	16 th May, 2015
Qualification	B.COM
Expertise in specific functional area	He is an entrepreneur engaged in the business of real estate and construction
List of public ltd. companies in which outside directorships held	NIL
Membership/Chairman-ships of committees of other public companies (includes only audit committee and stakeholders relationship committee)	NIL

DIRECTORS' REPORT

To

Dear Members,

Your directors have pleasure in presenting the 34th Directors' Report on the business and operations of your company for the financial year ended 31st March 2016.

FINANCIAL HIGHLIGHTS :

Particulars	Amount in lacs Year ended	
	31.03.2016	31.03.2015
Gross Income	9,72,65,844	13,20,78,810
Profit before interest and depreciation	(1,47,80,904)	(15,83,41,082)
Finance Charges	2,81,64,585	5,00,089
Depreciation	1,06,61,568	1,03,92,000
Net Profit before tax	(2,40,45,249)	(16,92,33,170)

PERFORMANCE:

The income from operations is Rs.9,72,65,844/- as against Rs.13,20,78,810/- for the corresponding previous year. The profit before tax stood at Rs.(2,40,45,249)/- as against Rs.(16,92,33,170) for the previous year.

DIVIDEND:

Your Directors did not recommend dividend for the financial year 2015-16.

DEPOSITS

The Company has not accepted or invited any Deposits and consequently no deposit has matured / become due for re-payment as on 31st March 2016.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There are no material changes and commitments affecting the financial position of the Company which occurred between the end of the financial year to which the financial statements relate and the date of this report.

PARTICULARS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:
Appointments:

In accordance with the provisions of Section 152(6) of the Companies Act, 2013 and the Articles of Association of the Company, Sri.Srishailam Vaddepally, Director of the Company retire by rotation at this Annual General Meeting and being eligible offer themselves for reappointment.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, there has been no change in the circumstances which may affect their status as independent director during the year.

The brief particulars of the Directors seeking appointment / re-appointment at this Annual General Meeting are being annexed to the Corporate Governance Report as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forming part of this Annual Report.

Except as stated above, there is no change in the key managerial personnel during the year.

Board evaluation and assessment

Evaluation of all Board members is done on an annual basis. The evaluation is done by the Board, Nomination and Remuneration committee and Independent Directors with specific focus on the performance and effective functioning of the Board and individual Directors.

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out performance evaluation taking into consideration of various aspects of the Board's functioning, composition of Board, and its Committees, execution, and performance of specific duties, obligations and governance.

The Performance of evaluation of Independent Directors was completed. The Performance evaluation of Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with evaluation process.

Policy on directors' appointment and remuneration and other details

The Board has, on the recommendation of the Nomination and Remuneration Committee framed a policy which lays down a framework in relation to selection, appointment and remuneration to directors, key managerial personnel and senior management of the Company. The Company's policy on directors and KMP appointment and remuneration and other matters provided in section 178(3) of the Act have been disclosed in the corporate governance report, which forms part of the directors' report.

Number of board meetings during the year

During the year, 5 meetings of the Board and 4 meetings of Audit Committee were convened and held, the details of which form part of the report on corporate governance.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The particulars of loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 have been disclosed as notes in the financial statements.

RELATED PARTY TRANSACTIONS

All transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. All Related Party Transactions are placed before the Audit Committee as also the Board for approval, where ever required. Prior omnibus approval

of the Audit Committee is obtained for the transactions which are of a foreseeable and repetitive nature. A statement giving details of all related party transactions entered into pursuant to the omnibus approval so granted are placed before the Audit Committee and the Board of Directors on a quarterly basis. The Company has developed a Policy on Related Party Transactions for the purpose of identification and monitoring of such transactions. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURT:

There are no significant and material orders passed by the Regulators/ Courts that would impact the going concern status of the Company and its future operations.

AUDITORS & OBSERVATIONS

Statutory Auditors

At the Annual General Meeting held on 30th December, 2015, M/s.GMK Associates, Chartered Accountants, Hyderabad, were appointed as statutory Auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2020. In terms of the first provision to Section 139 of the Companies Act, 2013, the appointment of the Auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of M/s GMK Associates, Chartered Accountants, Hyderabad, as Statutory Auditors for the Financial Year 2016-17 of the Company, is placed for ratification of shareholders. In this regard, the Company has received a certificate from the Auditors to the effect that if they are appointed, it would be in accordance with the provision of the Section 141 of the Companies Act, 2013.

Accordingly, requisite resolution forms part of the notice convening the AGM.

There are no qualifications or adverse remarks in the Auditors' Report which require any clarification / explanation.