23rd Annual Report

2016-17

RADIX INDUSTRIES (INDIA) LIMITED

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CORPORATE INFORMATION

BOARD OF DIRECTORS

- Sri. G. Raghu Rama Raju : Managing Director
- Smt. G. Parvathi : Director
- Sri. G. Ganapathi Rama Prabhakara Raju : Director & CFO
- Sri V. Viswanada Raju : Independent Director (Resigned w.e.f.14.02.2017)
- Sri S. Siva Rama Prasad : Addtional Director (Appointed w.e.f. 14.02.2017)
- Sri Kathari Siddhardha : Independent Director
- Sri M. Kiran Phani Varma : Independent Director

COMPANY SECRETARY : Sri P. Lenin Babu

AUDITORS : M/s CHEVUTURI ASSOCIATES
Chartered Accountants, Vijayawada

CIN : L37200AP1993PLC016785

REGISTERED OFFICE : Door No. 4-243
Chivatam, Near NH-5 Road
Tanuku - 534211, West Godavari Dist,
Andhra Pradesh, India

BANKERS : State Bank of India, Tanuku
Axis Bank, Tanuku

LISTED AT : The BSE Limited, Mumbai

REGISTRARS & SHARE TRANSFER AGENTS : M/s. Bigshare Services Private Limited
Local office at 306, Right Wing, Amrutha Ville, Opp. Yashoda Hospital, Somajiguda, Rajbhavan Road, Hyderabad - 500 082

SECRETARIAL AUDITORS : M/s. P. S. Rao & Associates
Company Secretaries
Flat No.10, 4th Floor, D. No.6-3-347/22/2
Ishwarya Nilayam, Opp. Sai Baba Temple,
Dwarakapuri Colony, Punjagutta,
Hyderabad - 500 082,
Telangana, India.

NOTICE

Notice is hereby given that the **Twenty Third Annual General Meeting** of the members of the Company will be held on Monday, 25th Day of September, 2017 at 11.00 A.M. at the registered office of the Company at 4-243, Chivatam, Near NH-5 Road,Tanuku - 534211, West Godavari District, Andhra Pradeshto transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2017 and the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date along with the Report of the Board of Directors and the Auditors thereon.
2. To declare final dividend for the financial year 2016-17.
3. To appoint a Director in the place of Smt. G. Parvathi, (DIN : 00453965) who retires by rotation and being eligible offers herself for re-appointment.
4. 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 Sections 139, 141 and 142 of the Companies Act, 2013, the appointment of M/s Chevuturi Associates, Chartered Accountants, Vijayawada (ICAI Firm Registration No 000632S), who were appointed as the Statutory Auditors of the Company till the conclusion of 25th Annual General Meeting, be and is hereby ratified and confirmed, on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company for the financial year ending 31st March, 2018

SPECIAL BUSINESS:

5. **Change in terms of Appointment of Managing Director**

   To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary 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 and as recommended by Nomination Remuneration Committee approval of the Company be and is hereby accorded for fixing the remuneration of Sri G. Raghu Rama Raju, Chairman and Managing Director (holding DIN:00453895) as detaled below for a period of 3 years from 1st September, 2017 to 31st August, 2020 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 between the Board/ Nomination and Remuneration Committee and Sri G. Raghu Rama Raju.

1.	Monthly Remuneration (Basic Salary Other Perquisites and Allowances)	Rs.1,00,000/- per month
2.	Commission	Not exceeding 5% of net profit of the company calculated in terms of Section 198 of Companies Act, 2013
3.	Overall remuneration:	The overall remuneration (i.e. salary, perquisites and commission) in any one financial year shall not exceed 5% of the net profits or any such other limits prescribed from time to time under section 197 read with the rules made there under (including any statutory modification(s) or re-

		enactment thereof for the time being in force) along with the schedule V of the Companies Act 2013 as may for the time being, be in force and any amendments thereto. In case of any doubts/discrepancy/clarification that may arise with respect to payment of remuneration, the same shall be determined and decided by the Nomination and Remuneration Committee of Directors. Further, within the overall remuneration, the individual components may be changed as desired by Sri G Raghu Rama Raju and as accepted by the Nomination and Remuneration Committee.
4.	Minimum remuneration:	In the event of inadequacy or absence of profits in any financial year, during the currency of the tenure of his office, he shall be paid the above remuneration (Except Commisson), as minimum remuneration subject to the ceiling mentioned in Schedule V of the Companies Act 2013 from time to time

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

6. Appointment of Sri. Sivarama Prasad Surapaneni as Independent Director of the Company:

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 section 149 and 152, 162 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, Sri. Sivarama Prasad Surapaneni (Holding DIN : 07736609) who was appointed by the Board of Directors of the company as additional director of the company whose term of office is upto conclusion of this AGM and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 proposing his candidature for the office of the Directror of the company be and is hereby appointed as Independent Director of the company, whose period of office shall not be liable to retire by rotation to hold the office for the period of five consecutive years with effect from 25th September 2017 upto 24th September 2022.

BY THE ORDER OF THE BOARD
For Radix Industries (India) Limited

Sd/-
G. Raghu Rama Raju
Managing Director
(DIN: 00453895)

Place: Tanuku
Date : 10.08.2017

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND TO VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies in order to be effective must be received at the Company's Registered Office not less than 48 hours before the meeting. A person cannot act as proxy for more than 50 members and holding in aggregate not more than 10% of the total share capital of the Company.
2. The Register of Members and the Share Transfer Books will remain closed from 19th September, 2017 to 25th September, 2017 (both days inclusive)
3. Members / Proxies are requested to bring their copies of Annual Report with them for the Annual General Meeting and the attendance slip duly filled in for attending the Meeting. No copies of the Annual Report will be distributed at the meeting.
4. Members are requested to quote their Registered Folio No or Demat Account No and Depository Participant Identification Number (DPID No) on all correspondence with the Company.
5. Members are requested to send all communication relating to shares to the Company's RTA, M/s Bigshare Services Pvt. Ltd. 306, Right Wing Amrutha Ville OppYashoda Hospital Rajbhavan Road Somajiguda, Hyderabad - 500 082
6. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by companies and has issued circular stating that service of notice/documents including annual report can be sent by e-mail to its members. We fully support the Ministry's green initiative. Accordingly, the members are requested to inform their e-mail addresses to RTA - M/s Bigshare Services Pvt. Ltd. 306, Right Wing Amrutha Ville OppYashoda Hospital Rajbhavan Road Somajiguda, Hyderabad - 500 082
7. The information pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 with respect to the details of the Directors seeking appointment / re-appointment in this Annual General Meeting is annexed.
8. All the documents referred to in the Notice and explanatory statement will be available to the members at the registered office of the company between 10.30 A.M to 12.30 P.M on all working days from the date hereof up to the date of the Meeting.
9. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
10. Voting through electronic means:

    In Compliance with provisions of Section 108 of the companies Act, 2013 and Rule 20 of the companies (Management and Administration) Rule, 2014 the company is pleased to provide members facility to exercise their vote at the 23rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services provided by Central Depository Services Limited (CDSL).
11. The Company has appointed Mr. Mohit Gurjar, Practicing Company Secretary as scrutinizer for conducting the e-voting process for the Annual General Meeting in fair and transparent manner.
12. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
13. **The instructions for members for voting electronically are as under :-**

(i) The Voting period begins on 22.09.2017 at 9.00 am and ends on 24.09.2017 at 5.00 pm. During this period shareholders of the company, holding shares either in physical form or in demat form as on the cutoff date 18.09.2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.

(iv) Click on "Shareholders" tab.

(v) Now, select **"RADIX INDUSTRIES (INDIA) LIMITED"** from the drop down menu and click on "SUBMIT"

(vi) 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.

(vii) Next enter the Image Verification as displayed and Click on Login.

(viii) 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.

(ix) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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 RA00000001 in the PAN field.
DOB#	• Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details #	• Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

(x) After entering these details appropriately, click on "SUBMIT" tab.

(xi) Members holding shares in physical form will then reach directly 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.

(xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xiii) Click on the EVSN of **"RADIX INDUSTRIES (INDIA) LIMITED"** to vote.

(xiv) 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.

(xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xvi) 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.

(xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xviii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xix) 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.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.co.in and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(xx) 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xxi) 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.comand 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.radixindustries.in and on the website of CDSL www.evoting.cdsl.com within two days of the passing of the resolutions at the 23rd AGM of the Company on or before 27th September, 2017 and communicated to the BSE Limited,, where the shares of the Company are listed.

BY THE ORDER OF THE BOARD
For Radix Industries (India) Limited

Sd/-
G. Raghu Rama Raju
Chairman & Managing Director
(DIN: 00453895)

Place: Tanuku
Date : 10.08.2017