



25th
Annual Report
2018-19

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 S. Siva Rama Prasad : Independent Director
- Sri Kathari Siddhardha : Independent Director
- Sri M. Kiran Phani Varma : Independent Director

COMPANY SECRETARY & COMPLIANCE OFFICER : Sri P. Lenin Babu

STATUTORY AUDITORS : M/s. Chevuturi Associates
Chartered Accountants, Vijayawada

INTERNAL AUDITORS : Sri Papolu Anjaneyulu,
Chartered Accountants

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 Fifth Annual General Meeting** of the members of the Company will be held on Thursday, 19th Day of September, 2019 at 11.00 A.M. at the registered office of the Company at D.No. 4-243, Chivatam, Near NH-5 Road, Tanuku - 534211, West Godavari District, Andhra Pradesh to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2019 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 dividend of Rs.1/- per Equity Share of Rs.10/- each to the shareholders for the financial year 2018-19.
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. **Appointment of M/s. K S Rao & Co. Chartered Accountants as Statutory Auditors of the Company**

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

"RESOLVED THAT pursuant to Sections 139,141,142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the Act and pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s.K.S.Rao & Co, Chartered Accountants (Firm Registration No.003109S), be and are hereby appointed as the Statutory Auditors of the Company, for a period of 5 years from conclusion of 25th Annual General Meeting until the conclusion of 30th Annual General Meeting, in place of M/s. Chevuturi Associates, the retiring auditors at a remuneration of Rs. 25,000/- per annum plus out of pocket expenses and taxes at the applicable rates."

Special Business:

5. **Re appointment of Shri M. Kiran Phani Varma as an Independent Director of the Company**

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

"RESOLVED that pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. M. Kiran Phani Varma(DIN: 03177698), who was appointed as an Independent Director of the Company at the 20th Annual General Meeting of the Company and who holds office of the Independent Director up to 19th September, 2019 and who is eligible for being re-appointed as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of Five consecutive years commencing from 20th September, 2019 to 19th September, 2024 whose term of office is not liable to retire by rotation."

6. **Approval of remuneration of Mr. G Raghu Rama Raju, Managing Director in terms of Regulation 17(6)(e) of SEBI Amended Listing Regulations for the remaining tenure of his appointment**

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

"RESOLVED THAT, pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 along with the provisions of Sections 196, 197, 198 and other applicable provision of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013, consent of the Members be and is hereby accorded for payment of remuneration to Mr. G Ragu Rama Raju (DIN: 00453895), Managing Director at such terms and conditions as approved by Members in its 23rd Annual General Meeting held on 25th September, 2017 even if the annual remuneration payable to Mr. G Raghu Rama Raju may exceed rupees 5 crores or 2.5 per cent of the net profits of the Company (whichever is higher) during the remaining tenure of his appointment.

RESOLVED FURTHER THAT the remuneration payable to Mr. G Ragu Rama Raju, Managing Director shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such limits as approved by members in the 23rd Annual General Meeting held on 25th September, 2017.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

7. Increase in Authorized Share Capital and consequent amendment to Memorandum and Articles of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of section 13, 61 and other applicable provisions of the Companies Act 2013 (the Act), Rules made thereunder, (including statutory modifications or re-enactment thereof), enabling provisions of the Memorandum and Articles of Association of the Company, and other law, notifications and regulations as may be applicable, the Authorised Share Capital of the Company be and is hereby increased from, Rs. 15,00,00,000 (Rupees Fifteen Crores) divided into 1,50,00,000 Equity Shares of face value of Rs 10 each to 27,00,00,000 (Rupees Twenty Seven Crores) divided into 2,70,00,000 (Two Crores Seventy Lakhs) Equity Shares of face value of Rs. 10 each, by creation of 1,20,00,000 equity shares of face value of Rs. 10 each.

RESOLVED FURTHER THAT pursuant to section 13 and applicable provisions of the Act and other applicable law, consequent to the aforesaid alteration, the existing Clause V of the Memorandum of Association of the Company relating to Authorised Share Capital be and is hereby altered by substituting the following as new Clause V in its place;

- V. The Authorised Share Capital of the Company is 27,00,00,000/- (Rupees Twenty Seven Crores only) divided into 2,70,00,000 (Two Core Seventy Lakhs) equity shares of Rs. 10 each with power to increase and reduce or consolidate or sub-divide the Capital of the Company and to divide the shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to verify, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act or provided by the Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to section 14 and applicable provisions of the Act and other applicable law, consequent to the aforesaid alteration, the existing Clause 3(a) of the Articles of Association of the Company relating to Authorised Share Capital be and is hereby altered by substituting the following as new Clause 3(a) in its place;

- 3 (a). The Authorised Share Capital of the Company is as per clause V of Memorandum of Association of the Company

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all

such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto."

8. Issue of Bonus Equity Shares:

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 63 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable provisions of regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) from time to time, the provisions of Article 85 of the Articles of Association of the Company, and pursuant to the recommendation of the Board of Directors of the Company (hereinafter referred to as "the Board", which expression shall be deemed to include a Committee of Directors or officer(s) of the Company duly authorized in this behalf), and subject to such approvals as may be required in this regard, approval of the Members be and is hereby accorded to the Board for capitalization of such sums standing to the credit of the free reserves, as may be considered necessary by the Board, for the purpose of the issue of bonus equity shares of Rs. 10/- each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company in consideration of their said holding and whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date as may be fixed in this regard by the Board, in the proportion of 1 (One) equity share for every 2 (Two) existing equity shares held by the Members.

RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees of the bonus equity shares and that the certificate(s) in respect of bonus equity shares shall be completed and thereafter be dispatched to the allottees, except in respect of those allottees who hold shares in dematerialized form, within the period prescribed or that may be prescribed in this behalf, from time to time

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank paripassu in all respects with the fully paid up equity shares of the Company as existing on such date as may be fixed in this regard by the Board.

RESOLVED FURTHER THAT in case of fractional shares, if any, arising out of the issue and allotment of the bonus equity shares, the Board be and is hereby authorized to make suitable arrangements to deal with such fractions for the benefit of the eligible Members, including but not limited to, allotting the total number of new equity shares representing such fractions to a person(s) to be appointed by the Board who would hold them in trust for such Members and shall as soon as possible sell such equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting the cost and the expenses in respect thereof, be distributed among such Members who are entitled to such fractions in the proportion of their respective fractional entitlements.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and determine all other terms and conditions of the issue of bonus equity shares as the Board may in its absolute discretion deem fit."

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

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

Place: Tanuku
Date : 13.08.2019

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 Monday, 16th September, 2019 to Thursday, 19th September, 2019 (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, Opp. Yashoda 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, Opp. Yashoda 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 herewith.
8. All the documents referred to in the Notice 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. 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 25th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services provided by Central Depository Services Limited (CDSL).
10. 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.
11. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
12. **The instructions for members for voting electronically are as under :-**
 - (i) The Voting period begins at 9.00 a.m. on Monday 16th September, 2019 and ends at 5.00 p.m. on Wednesday, 18th September, 2019. During this period shareholders of the company, holding shares either in physical form or in demat form as on the cutoff date ie. Thursday, 12th September, 2019

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 other 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* | <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 RA00000001 in the PAN field. |
| DOB# | <ul style="list-style-type: none"> 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 # | <ul style="list-style-type: none"> 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 to 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.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.