26th Annual Report

2019-20

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. K S Rao & Co. Chartered Accountants, Vijayawada
INTERNAL AUDITORS	: Sri Papolu Anjaneyulu, Chartered Accountants D No13-84, Kambalavari Street, Penugonda- 534320
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 Sixth Annual General Meeting** of the members of the Company will be held on Monday, 14thDay of September, 2020 at 11.00 a.m. through Video Conference ("VC") / Other Audio Visual Means ("OAVM") facility to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2020 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.0.50/- per Equity Share of Rs.10/- each to the shareholders for the financial year 2019-20.
3. To appoint a Director in the place of Sri. G. Ganapathi Rama PrabhakaraRaju, (DIN: 00454614) who retires by rotation and being eligible offers himself for re-appointment.
4. Increase in remuneration payable to Statutory Auditors of the Company

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

   "RESOLVED THAT pursuant to Sections 139,141,142 and other applicable provisions, if any, of theCompanies Act, 2013 ("Act") and Companies (Audit and Auditors) Rules, 2014 made thereunder and otherapplicable rules, if any, under the Act and pursuant to the SEBI (Listing Obligations and DisclosureRequirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for thetime being in force) ,remuneration payable to M/s. K.S.Rao& Co, Chartered Accountants (Firm Registration No.003109S),Statutory Auditors of the Company,for a remaining tenure of 4 years of their appointment from conclusion of 26th Annual General Meeting until the conclusion of 30th Annual General Meeting of the Company be and is hereby increased to Rs. 50,000/- per annum plus out of pocket expenses and taxes at the applicable rates".

SPECIAL BUSINESS:

5. **Re appointment of Mr. G Raghu Rama Raju as Managing Director of the Company**

To consider and if thought fit, to pass with or without modification(s) the following resolution as Special 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 Regulation17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and as recommended by Nomination Remuneration Committee approval of the Company, Mr. G Raghu Rama Raju be and is here by re appointed as Managing Director of the Company for a period of 3 years from 1st September, 2020 to 31st August, 2023 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.	Overall remuneration:	Overall remuneration including salaries, perquisites and other allowances shall not exceed an amount of Rs. 1,00,000 per month. Further, within the overall remuneration, the individual components may be changed as desired by Sri G Raghu Rama Raju and accepted by the Nomination and Remuneration Committee.
3.	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, 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. Re appointment of Shri Kathari Siddhardha as an Independent Director of the Company

To consider and if thought fit to pass the following with or without modification 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.Kathari Siddhardha (DIN: 07005720), who was appointed as an Independent Director of the Company at the 21st Annual General Meeting of the Company and who holds office of the Independent Director up to 27th September, 2020 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 14th September, 2020 to 13th September, 2025 and his term of office is not liable to retire by rotation."

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

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

Place: Tanuku
Date : 08.08.2020

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs has permitted the holding of the Annual General Meeting through Video conferencing mode, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020, SEBI Circular dated May 12, 2020 the AGM of the Company is being held through Video conferencing (VC).
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. **Since this AGM is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
3. The Explanatory Statement as required under section 102 of the Companies Act, 2013 is annexed hereto. Further, additional information with respect to Item No. 4, 5 and 6 is also annexed hereto.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to mohitkamdar@yahoo.co.in or radixindustries@gmail.com.
5. The Register of Members and Transfer Books of the Company will be closed from Monday, 7th September, 2020, to Monday 14th September, 2020 (both days inclusive).
6. The dividend, if declared at the Annual General Meeting, would be paid after 14th September, 2020 to those persons or their mandates:
   (a) whose names appear as Beneficial Owners as at the end of the business hours on Friday, 4th September, 2020 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
   (b) whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/its Registrar and Transfer Agents on or before 07th September, 2020.
7. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to RTA of the Company. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
8. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through the Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/Real Time Gross Settlement (RTGS)/Direct Credit, etc. As directed by SEBI, the Members holding shares in physical form are requested to submit particulars of their bank account along with the original cancelled cheque bearing the name of the Member to RTA/

Company to update their Bank Account details. Members holding shares in demat form are requested to update their Bank Account details with their respective Depository Participant.

9. SEBI has decided that securities of listed companies can be transferred only in dematerialised form. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form.

10. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder, the Notice calling the Annual General Meeting along with the Annual Report 2019-20 would be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company/RTA.. Members are requested to support this Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialised form) or with RTA (in case of Shares held in physical form). For any communication, the Members may also send requests to the Company's email id: radixindustries@gmail.com

11. Members desirous of getting any information about the accounts and / or operations of the company are requested to write to the company at least seven days before the date of the Meeting to enable the company to keep the information ready at the Meeting.

12. In Compliance with the MCA circulars and SEBI Circular dated 12th May, 2020 Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company. Members may note that the Notice and Annual Report 2019-20 will also be available on the website of the Company www.radixindustries.in, website of BSE i.e www.bseindia.com and on the website of CDSL, www.evotingindia.com

13. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

14. At the 25th AGM held on 19th September, 2019 the Members approved appointment of M/s. K S Rao & Co. as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 30th AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from 7th May, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at this AGM.

15. Members who have not yet encashed the dividend warrants from the financial year ended 31st March 2014 onwards are requested to forward their claims to the Company's Registrar and Share Transfer Agents without any further delay. It is in Members' interest to claim any un-encashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Members' account on time. It may be noted that once the unclaimed dividend is transferred to IEPF as above, no claim shall rest with the Company in respect of such amount.

16. Since the AGM will be held through VC, the Route Map is not annexed in this Notice.

17. Members are requested to:-

    (a) intimate to RTA, changes, if any, in their registered addresses at an early date, in case of shares held in physical form;

    (b) intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of shares held in dematerialised form;

    (c) quote their folio numbers/Client ID/DP ID in all correspondence;

(d) Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names; and

(e) register their Permanent Account Number (PAN) with their Depository Participants, in case of Shares held in dematerialised form and RTA/ Company, in case of Shares held in physical form, as directed by SEBI.

18. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

    A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to radixindustries@gmail.coom on or before 14th September, 2020. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

    Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to radixindustries@gmail.com. The aforesaid declarations and documents need to be submitted by the shareholders on or before 14th September, 2020.

CDSL e-Voting System - For Remote e-voting and e-votingduring AGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.radixindustries.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING :

(i) The voting period begins on Friday, September 11, 2020 at 09.00 hrs and ends on Sunday, September 13, 2020 at 17.00 hrs. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date ie., Monday, September, 7th may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Board of Directors have appointed Mr. Mohit Gurjar Practising Company Secretary, to act as Scrutinizer to conduct and scrutinize the electronic voting process in connection with the ensuing Annual General Meeting in a fair and transparent manner. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereunder.

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

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

(v) Click on "Shareholders" module.

(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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at https://www.cdslindia.com from Login - My easi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

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