



RAGHAVA
estates & properties ltd

**Twenty-Seventh Annual Report
2014 - 2015**

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TWENTY-SEVENTH ANNUAL GENERAL MEETING

at 11.00 a.m.

On Tuesday 29th September, 2015

at 64-9-2, Kanuru Subbaiah Buildings, Beside Eenadu

Vijayawada - 520 010.

Regd. Office : 64-9-2, Kanuru Subbaiah Buildings, Beside Eenadu, Vijayawada - 520 010.

BOARD OF DIRECTORS

| | |
|--------------------------------|----------------------|
| Sri Lingam Ravindra Rao | Managing Director |
| Sri Lingam Tulasi Prasad | Whole-time- Director |
| Sri Kilaru Harischandra Prasad | Director |
| Sri Koteswara Rao Kanuru | Director |
| Sri Anjaneyulu Chunchu | Independent Director |
| Sri Tummala Sri Rambabu | Independent Director |
| Smt. Poorvaja Lingam | Independent Director |
| Sri. Sudhakara Rao Puvvada | Independent Director |
| Sri. Sridhar Babu Nagalla | Independent Director |

AUDITORS

Suresh and Babu
Chartered Accountants
36-14-3/1, Moghalrajapuram
Vijayawada- 5200 10.

BANKERS

State Bank of India
Yes Bank Limited

REGISTRAR

XL Softech Systems Limited
3, Sagar Society, Road No.2
Banjara Hills,Hyderbad-34

REGISTERED OFFICE

D.No.64-9-2, Patamatalanka
Vijayawada-10

NOTICE IS HEREBY GIVEN THAT THE TWENTY SEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S. RAGHAVA ESTATES & PROPERTIES LIMITED (L70102AP1988PLC009300) WILL BE HELD ON TUESDAY, 29TH SEPTEMBER, 2015 AT 11.00 A.M. D.NO. 64-9-2, KANURU SUBBAIAH BUILDING, BESIDE ENADU, VIJAYAWADA - TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2015 and the Balance Sheet as at that date together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Sri.Lingam Ravindra Rao (00465464) who retires by rotation being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Sri.Lingam Tulasi Prasad (00186910) who retires by rotation being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Sri.Koteswara Rao Kanuru (00786431) who retires by rotation being eligible, offers himself for re-appointment.
5. To ratify the appointment of M/s. Suresh and Babu., Chartered Accountants, Guntur (Firm Registration No.004254S) as approved by Members at the Twenty Six Annual General Meeting as Statutory Auditors of the Company, to hold office until the conclusion of Twenty-Eighth Annual General Meeting of the company to be held in the Year 2016, and to fix their remuneration for the financial year ending 31st March, 2016.

SPECIAL BUSINESS

6. RE-APPOINTMENT OF SRI. LINGAM RAVINDRA RAO AS MANAGING DIRECTOR OF THE COMPANY

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

RESOLVED THAT in modification to the earlier resolutions passed in this regard and as per recommendation of the Remuneration Committee , pursuant to the provisions of Sections 197 and 198 read with the Schedule V and other applicable provisions, if any of the companies Act, 2013 (here in after referred to as “the said Act”(including any statutory modification(s), enactment(s) or re-enactments thereof for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to the approval of the Central Government, if any, approval of the members, be and is hereby accorded for payment of Remuneration up to Rs.1,00,000/- per month to Sri. Lingam Ravindra Rao, Managing Director of the Company resulting in revision of remuneration payable with effect from 01st October, 2015, for his remaining tenure with the existing terms for his appointment and others remaining unaltered.

7. RE-APPOINTMENT OF SRI.LINGAM TULASI PRASAD AS WHOLE TIME DIRECTOR OF THE COMPANY

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

RESOLVED THAT in modification to the earlier resolutions passed in this regard and as per recommendation of the Remuneration Committee , pursuant to the provisions of Sections 197 and 198 read with the Schedule V and other applicable provisions, if any of the companies Act, 2013 (here in after referred to as “the said Act”(including any statutory modification(s), enactment(s) or re-enactments thereof for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to the approval of the central government, if any, approval of the members , be and is hereby accorded for payment of Remuneration up to Rs.1,00,000/- per month to Sri. Lingam Tulasi Prasad, Whole Time Director of the Company resulting in revision of remuneration payable with effect from 01st October, 2015, for his remaining tenure with the existing terms for his appointment and others remaining unaltered.

8. REGULARISATION OF SMT. LINGAM POORVAJA AS NON ROTATIONAL INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass with or without modification, the following resolution as a Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149,152 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, and Clause 49 of the Listing Agreement Smt. Lingam Poorvaja (DIN: 07030616), who was appointed as an Additional Director of the Company by the Board of Directors in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for a period of five consecutive years from 29th September 2015 to 28th September 2020.”

9. APPOINTMENT OF SRI NAGELLA SRIDHAR BABU AS NON ROTATIONAL INDEPENDENT DIRECTOR

To Consider and, if thought fit, to pass with or without modification, the following resolution as a Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149,152 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, and Clause 49 of the Listing Agreement Sri. Nagella Sridhar Babu (DIN: 07017057), who was appointed as an Additional Director of the Company by the Board of Directors in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for a period of five consecutive years from 29th September 2015 to 28th September 2020.”

10. REGULARISATION OF SRI.PUVVADA SUDHAKAR RAO AS NON ROTATIONAL INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Sections 149,152 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, and Clause 49 of the Listing Agreement Sri. Puvvada Sudhakar Rao (07017442) who was appointed as an Additional Director of the Company by the Board of Directors in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for a period of five consecutive years from 29th September 2015 to 28th September 2020.”

11. POWER TO BORROW IN EXCESS OF PAID UP CAPITAL AND RESERVES

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

“RESOLVED THAT pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re- enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow monies in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company’s Bankers in the ordinary course of business, shall not be in excess of Rs. 50 Crores (Rupees Fifty crores) and the Board be and is hereby authorized to decide all terms and conditions in relation to such borrowing, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required”.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient.”

12. POWER TO MORTGAGE ASSETS 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 Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company for mortgaging and/or charging in such form and manner and on such terms and at such time(s) as the Board of Directors may deem fit, the movable and / or immovable assets and properties of the Company, wherever situate, present and future, whether presently belonging to the Company or not, in favour of any person including, but not limited to, financial / investment institution(s), bank(s), insurance company(ies), mutual fund(s), corporate body(ies), trustee(s) to secure the loans, borrowings, debentures, hire purchase and / or working capital facilities and other credit facilities up to a sum not exceeding Rs. 50 Crores (Rupees Fifty crores)”.

“RESOLVED FURTHER THAT the Board of Directors or such Committee or person/(s) as may be authorized by the Board be and is hereby authorized to finalise the form, extent and manner of, and the documents and deeds, as may be applicable, for creating the appropriate mortgages and/or charges on such of the immovable and / or movable properties of the Company on such terms and conditions and at such time(s) / tranche(s) as may be decided by the Board of Directors in consultation with the lenders and for reserving the aforesaid right and for performing all such acts and things as may be necessary for giving effect to this resolution.”

13. ADOPTION OF NEW ARTICLES OF ASSOCIATION OF THE COMPANY CONTAINING REGULATIONS WITH THE COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Director
For M/s. Raghava Estates & Properties Limited

Sd/-
Lingam Ravindra Rao
(Managing Director)
00465464

Place: Vijayawada
Date: 03.09.2015

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND THE MEETING AND VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The instrument appointing proxy should however be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
3. Members holding shares in physical form are requested to lodge all valid transfers, transmission of shares, power of attorney and also notify change in address, if any to the Registrar and Transfer Agents (RTA), M/s. XL Softech Systems Limited, 3, Sagar Society Road, Road No.2, Banjara Hills, Hyderabad
4. Members / Proxies should bring the duly filled Attendance Slips enclosed herewith to attend the meeting.
5. The Register of Directors and Key Managerial personal and their shareholding, maintained under Section 170 of the Companies Act 2013, will be available for inspection by the Members at the AGM.
6. Register of members of the Company and Share Transfer Books will remain closed from 25th September 2015 to 29th September 2015 (both days inclusive).
7. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, change in name etc., to their Depository Participants (DP).
8. Members desiring any information as regards accounts are requested to write to the Company at least seven days before the date of the meeting to enable the management to keep the information ready at the meeting.
9. Copies of Annual Report 2015 are being sent by electronic mode only to all the members whose email addresses are registered with the Company / Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2014 are being sent by the permitted mode.
10. The notice of 27th AGM and instructions for e-voting, along with the Attendance slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with company / Depository Participant(s) unless a member has requested for the hard copy of the same.

11. For members who have not registered their email addresses, physical copies of the Annual Report 2015 are being sent by the permitted mode.
12. Members may also note that the Notice of the 27th AGM and Annual Report 2015 will be available on the Company's website www.goldencarpets.com. The physical copy of the 27th AGM will be available at the Registered office of the company on working hours from Monday to Friday.
13. The shares of the Company are listed at the Bombay Stock Exchange Limited, Mumbai. The Listing Fee for the year 2015-16 has been paid to Stock Exchange.
14. Information required under Listing Agreement entered into with the Stock Exchange(s) with respect to the Directors retiring by rotation and Directors who are retiring at this Annual General Meeting is given under the head "Corporate Governance".
15. Members who hold shares in dematerialized form are requested to bring their client ID and DP IDs for easier identification of attendance at the meeting.
16. Shareholders holding shares in physical form are invited to contribute to the cause of Green Initiative by registering their e-mail ID, by submitting the E-COMMUNICATION REGISTRATION FORM inserted in the Annual Report.
17. **The procedure and instructions for evoting are as under :**
 - i) Open your web browser during the voting period and log on to the e voting website **www.evotingindia.com**.
 - ii) Now click on "shareholders" to cast your votes.
 - iii) Now, select the Electronic Voting Sequence Number _"EVSN" along with "RAGHAVA ESTATES & PROPERTIES LIMITED" from the drop down menu and click on "SUBMIT".
 - iv) Now fill up the details in appropriate boxes.
18. The voting period commences at 10 AM on 26th September 2015 and closes at 5 PM on 28th September 2015.

The Company has appointed Smt. Durga Bhavani Agarwal, to act as Scrutinizer to conduct and scrutinize the electronic voting process and poll at the Annual General Meeting in a fair and transparent manner. The members desiring to vote through electronic mode may refer to the detailed procedure and instructions on e-voting given in a separate enclosed sheet, which forms part of this Notice.