



RAGHAVA
estates & properties ltd

Twenty-Eighth Annual Report
2015 - 2016

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TWENTY-EIGHTH ANNUAL GENERAL MEETING

at 11.00 a.m.

On Thursday 29th September, 2016

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. Sridhar Babu Nagalla | 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 |

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 EIGHTH ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S. RAGHAVA ESTATES & PROPERTIES LIMITED (L70102AP1988PLC009300) WILL BE HELD ON THURSDAY, 29TH SEPTEMBER, 2016 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, 2016 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.Kilaru Harish chandra Prasad (00186886) 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, Vijayawada (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-Ninth Annual General Meeting of the company to be held in the Year 2017, and to fix their remuneration for the financial year ending 31st March, 2017.

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 Special Resolution

“RESOLVED THAT pursuant to recommendation of the Board Governance, Nomination and Compensation Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions 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 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Sri. Lingam Ravindra Rao, as Executive Chairman and Managing Director of the Company with effect from 01st August, 2016 to 31st July 30, 2021, as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Sri. Lingam Ravindra Rao.

RESOLVED FURTHER THAT the remuneration payable to Sri. Lingam Ravindra Rao, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

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 Special Resolution

“RESOLVED THAT pursuant to recommendation of the Board Governance, Nomination and Compensation Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions 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 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Sri. Lingam Tulasi Prasad, as Whole Time Director of the Company with effect from 01st August, 2016 to 31st July 30, 2021, as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Sri. Lingam Tulasi Prasad.

RESOLVED FURTHER THAT the remuneration payable to Sri. Lingam Tulasi Prasad, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

8. CHANGE OF DESIGNATION OF SRI NAGALLA SRIDHAR BABU TO WHOLE TIME DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to recommendation of the Board Governance, Nomination and Compensation Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions 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 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to appoint of Sri. Nagalla Sridhar Babu, as Whole Time Director of the Company with effect from 01st October, 2015 to 30th September, 2020, as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Sri. Nagalla Sridhar Babu.

RESOLVED FURTHER THAT the remuneration payable to Sri. Nagalla Sridhar Babu, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

9. CHANGE IN MEMORANDUM OF ASSOCIATION TO BRING IT IN LINE WITH THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13(1) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof, for the time being in force), the Memorandum of Association of the Company be altered in the manner that “The Act” or “the said Act” means the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof, for the time being in force) applicable for Companies limited by shares and effecting the Company and wherever specific reference of Sections of the Companies Act, 1956 has been mentioned in the Memorandum, the same shall be deemed to be referring to the corresponding provisions of the Companies Act, 2013 or the Act for the time being in force and the rules made thereunder and in case of inconsistency or variation of any of the contents of the Memorandum of Association of the Company with the Companies Act, 2013, its rules or the Act for the time being in force, the provisions of the Companies Act, 2013, its rules or the Act for the time being in force, shall prevail and the said contents of the Memorandum of Association of the Company shall be deemed to have been amended to that extent to confirm with the provisions of Section 4(6) of the Act”.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file the requisite e-Form with the Registrar of Companies and take all decisions and steps necessary or expedient or proper, from time to time, for the purpose of giving effect to this Resolution.”

10. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF COMPANY PURSUANT TO THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file the requisite e-Form with the Registrar of Companies and take all decisions and steps necessary or expedient or proper, from time to time, for the purpose of giving effect to this Resolution.”

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

To consider and, if thought fit, to pass, 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 paidup 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) afore said 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 thereunder (including any statutory modification(s) or re-enactment there of 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.”

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

Lingam Ravindra Rao
(Managing Director)

Place: Vijayawada
Date: 18.07.2016

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 2016 to 29th September 2016 (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 2016 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 are being sent by the permitted mode.
10. Notice of 28th 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.