



RAGHAVA
estates & properties ltd

**Twenty-Ninth Annual Report
2016 - 2017**

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TWENTY-NINTH ANNUAL GENERAL MEETING

at 11.00 a.m.

On Saturday 30th September, 2017

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	Executive 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

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 NINTH ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S. RAGHAVA ESTATES & PROPERTIES LIMITED (L70102AP1988PLC009300) WILL BE HELD ON SATURDAY, 30TH SEPTEMBER, 2017 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, 2017 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 Ravidhra 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.Sridhar Babu Nagalla (07017057) 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 Ninth Annual General Meeting as Statutory Auditors of the Company, to hold office until the conclusion of Thirtieth Annual General Meeting of the company to be held in the Year 2018, and to fix their remuneration for the financial year ending 31st March, 2018.

SPECIAL BUSINESS

6. 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.150 Crores (Rupees One 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.”

7. 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 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.150 Crores (Rupees One 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 Directors
For M/s. Raghava Estates & Properties Limited
Sd/-

Lingam Ravindra Rao
(Managing Director)
00465464

Place: Vijayawada
Date: 11.08.2017

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 26th September 2017 to 30th September 2017 (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 2017 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 29th 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. Members may also note that the Notice of the 29th AGM will be available on the Company's website www.raghavaestates.in. The physical copy of the 29th AGM will be available at the Registered office of the company on working hours from Monday to Friday.

12. The shares of the Company are listed at the Bombay Stock Exchange Limited, Mumbai. The Listing Fee for the year 2017-18 has not been paid to Stock Exchange till date.
13. 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".
14. 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.
15. 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.
16. **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.
17. The voting period commences at 10 AM on 26th September 2017 and closes at 5 PM on 28th September 2017.

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.

EXPLANATORY STATEMENT PURSUANT TO U/S 102 (1) OF THE COMPANIES ACT 2013

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange

Item No.6 & 7:

The company may need to borrow in excess of paid up capital and free reserves to meet the corporate and working capital requirements. As per section 180 (1)(c) of Companies Act 2013 approval of shareholders by way of special resolution is required for borrowing in excess of Paid up capital and Free Reserves and to create charge on the properties of the company. The Directors recommends the resolution for members' approval as a Special Resolution pursuant to Section 180(1) (a) & 180 (1) (c) of the Companies Act, 2013. None of the Directors, Key Managerial persons and relatives are interested or concerned in passing of the 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: 11.08.2017

**INFORMATION PURSUANT TO CORPORATE GOVERNANCE CLAUSE OF LISTING AGREEMENT
REGARDING THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT IN THE ANNUAL
GENERAL MEETING**

Particulars of Directors seeking re-appointment at the forthcoming Annual General meeting

Name of the Director	Qualification, Age & Expertise in specific functional areas	List of Companies in which Directorships is held as on 31st March 2017
Sri Lingam Ravindra Rao	Civil Engineer from the prestigious IIT, Kharagpur and mastered Structures from another well known institution IISc, Bangalore, aged about 63 years has rich experience in Construction Field	1) Raghava Estates & Properties Limited, 2) Raghava Forex Limited 3) RPT Constructions Pvt. Ltd. 4) Raghava Cyber Park Pvt. Ltd. 5) Arthvedastar (Vijayawada) Realty Pvt. Ltd.
Sri Lingam Tulasi Prasad	Graduate, aged about 56 years has a rich experience in Liaisoning with government departments.	1) Gripwell Retreaders Pvt Ltd. 2) Raghava Estates & Properties Limited 3) Kakatiya Homes Pvt. Ltd 4) REL Housing Development Pvt Ltd. 5) Raghava Cyber Park Pvt Ltd
Sri Nagalla Sridhar Babu	B.Tech, aged about 55 years has good experience in Construction filed and Liaisoning with Government Departments	1) Raghava Estates & Properties Limited, 2) Arthvedastar (Vijayawada) Realty Pvt. Ltd.

**By the Order of the Board of Directors
For Raghava Estates & Properties Ltd**

Sd/

**Place: Vijayawada
Date: 11.08.2017**

**Lingam Ravindra Rao
Managing Director
00465464**

DIRECTORS' REPORT

Dear Shareholders,

We are delighted to present before you the Twenty Ninth Annual Report on business and operations along with the Audited financial statements and the Auditors Report of your company for the financial year ended March 31, 2017.

1. Financial Highlights:

(Rs in Lakhs)

Particulars	March 31, 2017	March 31, 2016
Total Revenues	1310.50	1097.37
Expenses before Interest & Depreciation	1401.14	1049.27
Interest	35.01	33.04
Depreciation & Amortisation	12.83	13.00
Total Expenditure	1448.99	1095.31
Profit/(Loss) before tax	(138.49)	2.06
Provision for taxes	0.00	(2.78)
Profit after Tax	(138.11)	(0.72)

During the year, your company had total income of ₹ 1310.50 Lakhs against 1097.37 Lakhs of previous year. Company had a Net Loss of 138.11 lakhs as against Net profit of 0.72 Lakhs of previous year.

2. DIVIDEND:

In view of the working capital requirements for the on going & forth coming projects, the board has not recommended any dividend.

3. FUTURE PROSPECTS:

Your company views the future with optimism, as the demand for Housing is growing day by day and keeping in view the demand the management is anticipating good increase in turnover during the forthcoming years.

4. RESERVES:

During the year the Company has not transferred any amounts to General Reserves or any other reserves.

5. CHANGE IN THE NATURE OF BUSINESS, IF ANY:

During the year under review, there is no change in nature of business of the company.