Raasi Refractories Limited

23.12.2015

RRL/SEC/2014-15/

TO
Corporate Relations Department
Bombay Stock Exchange Ltd
1st Floor, New Trading Ring,
Routunda Building, P.J. Towers,
Dalal Street, Mumbai 400 001

Dear Sir,

Sub: Soft Copy of Annual Report for the year 2014-2015

This is to inform you that the 33rd Annual General Meeting of the Company is scheduled to be held on Wednesday the 30th December, 2015. In compliance with the clause 31(a) of the listing agreement,

Kindly acknowledge .

Thanking you,

Yours faithfully,
For Raasi Refractories Limited

S. Subrahmanya Sastry
Compliance Officer

Registered & Corporate Office :
H.No. 6-3-347/C, Sandhya Enclave, No. 503, 5th Floor, Dwarakapuri Colony, Punjagutta,
Hyderabad - 500 082, Telangana State, India.
Tel. : 23355462, Fax : 040-23355461. E-mail : mktg@raasi.in

Works : Lakshmipuram, P.O. Narketpally, Dist. Nalgonda - 508 254. Tel : 08682 - 272455, Telefax : 08682 - 272444
E-mail : works@raasi.in

33rd
ANNUAL REPORT
2014-2015

RASI REFRACTORIES

RAASI REFRACTORIES LIMITED

RAASI REFRACTORIES LIMITED

BOARD OF DIRECTORS

Sri. Ashok Kumar Agarwal (upto 23rd June, 2015)	Executive Chairman
Sri. Murali Dhar Agarwal (Upto 23rd June, 2015)	Independent Director
Sri. Rabindra Chandra Biswas (Upto 23rd June, 2015)	Director
Sri. Umesh Kumar Mittal (Upto 14th November, 2014)	Independent Director
Sri. Sambhu Dayal Agarwal (Upto 14th August, 2014)	Director
Sri. Rajendra Prasad Kandikattu	Nominee Director
Sri. Srishailam Vaddepally (from 16th May, 2015)	Additional Director Independent Director
Sri. Konda Laxmaiah (from 23rd June, 2015)	Additional Director
Smt. Konda Padma (from 23rd June, 2015)	Additional Director (Women Director)
Sri Mohan Vijaya Krishna Tallapalli (from 23rd June, 2015)	Additional Director Independent Director
Sri Hemanth Tummala (from 03rd September, 2015)	Additional Director Independent Director

AUDIT COMMITTEE (as on 14.11.2015)

1. Sri. Mohan Vijaya Krishna Tallapalli - Chairman
2. Sri. Srishailam Vaddepally - Member
3. Sri. Konda Laxmaiah - Member

SHAREHOLDERS'/INVESTORS' GRIEVANCE COMMITTEE (as on 14.11.2015)

1. Sri. Mohan Vijaya Krishna Tallapalli - Chairman
2. Sri. Srishailam Vaddepally - Member
3. Sri. Konda Laxmaiah - Member

NOMINATION & REMUNERATION COMMITTEE (as on 14.11.2015)

1. Sri. Mohan Vijaya Krishna Tallapalli - Chairman
2. Sri. Srishailam Vaddepally - Member
3. Sri. Konda Laxmaiah - Member

AUDITORS

M/S SRB & Associates,
Chartered Accountants
I.C.A.I.Regn.No.310009E
403, Pavani Plaza
5th Floor, 6-2-984,
Khairtabad, Hyderabad-500004

REGISTERED OFFICE
Flat No. 503, Plot No. C, S No. 146,
Dwarakapuri Colony, Punjagutta,
Hyderabad-500082,
Telangana
E-mail: raasirefractory@rediffmail.com
Website: www.raasi.in

FACTORY
Lakshmipuram, Narketpally, Nalgonda District, Andhra Pradesh-508 254

REGISTRARS & TRANSFER AGENTS
Aarthi Consultants Private Limited
1-2-285, Domalguda, Hyderabad
Tel No. 91-40-27638111, 27634445
Fax No. 91-40-27635184
Website: www.aarthiconsultants.com

LISTING
Bombay Stock Exchange Limited

ANNUAL GENERAL MEETING
Date : 30th December, 2015
Time : 11.00 A.M
Venue: Bhaskara Auditorium,
B.M. Birla Science Centre,
Adarsh Nagar, Hyderabad-500063

BOOK CLOSURE
23rd December 2015 to 30th December 2015

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NOTICE

Notice is hereby given that the Thirty Third Annual General Meeting of the members of Raasi Refractories Limited will be held on Wednesday, the 30th day of December, 2015, at 11:00 A.M at Bhaskara Auditorium, B.M. Birla Science Centre, Adarsh Nagar, Hyderabad-500063 to transact the following items of business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as on 31st March 2015, and the Profit and Loss Account for the Financial Year ended on that date and the reports of the Directors' and Auditors' thereon.
2. To appoint Auditors and fix their remuneration.

   To consider and, if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

   "**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any of Companies Act, 2013 and Rules framed thereunder, as amended from time to time M/S GMK Associates, Chartered Accountants, Hyderabad, bearing I.C.A.I Registration number 006945S be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Thirty Eighth Annual General Meeting of the company to held in the year 2020. on such remuneration as may be determined by the Board of Directors of the Company and reimbursement of out-of-pocket and incidental expense.

SPECIAL BUSINESS:

3. To consider and if though fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

   "RESOLVED THAT, pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder read with Schedule IV to the Companies Act, 2013, Mr. Srishailam Vaddepally (DIN: 07186971), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 16th day of May, 2015 and who holds office until the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Srishailam Vaddepally (DIN: 07186971), as a candidate for the office of director of the Company, who meets the criteria and eligible for appointment for independence as provided in Section 149(6) of the Act, consent of board be and is hereby appointed as an Independent Director of the Company for a period of 5 years i.e. 15th day of May, 2020."

   "RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."
4. To consider and if thought fit to pass with or without modifications, the following resolution as a ordinary Resolution:

   "RESOLVED THAT, pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder read with Schedule IV to the Companies Act, 2013, Mr. Mohan Vijaya Krishna Tallapalli (DIN: 07191708), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 23rd day of June, 2015 and who holds office until the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Mohan Vijaya Krishna Tallapalli (DIN: 07191708), as a candidate for the office of director of the Company, who meets the criteria and eligible for appointment for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 years i.e. up to 22nd day of June, 2020.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

5. To consider and if thought fit to pass with or without modifications, the following resolution as a ordinary Resolution:

   RESOLVED THAT, pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder read with Schedule IV to the Companies Act, 2013, Mr. Hemanth Tummala (DIN: 07279106), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 3rd day of September, 2015 and who holds office until the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Hemanth Tummala (DIN: 07279106), as a candidate for the office of director of the Company, who meets the criteria and eligible for appointment for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 years i.e. 3rd day of September, 2020.

   "RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

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

   "**RESOLVED THAT** Mr. Konda Laxmaiah (DIN: 00573281), who was appointed as an Additional Director with effect from 23rd day of June, 2015 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as a director of the company."

7. To consider and if thought fit to pass with or without modifications, the following resolution as an ordinary Resolution:"

   RESOLVED THAT Mrs. Konda Padma (Din No: 03300465) who was appointed as an Additional Director with effect from 23rd June 2015 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing her candidature for the office of a Director, be and is hereby appointed as a director of the company."

By order of the Board
For **RAASI REFRACTORIES LIMITED**

Date: 14.11.2015
Place: Hyderabad

Konda Laxmaiah
Din: 00573281
Director

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 him. The Proxy need not be a member of the company. The instrument appointing should however be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.

2. Members holding shares in Dematerialized mode are requested to intimate the changes with respect to their bank details, mandate, nomination, power of attorney, change of address, change in name etc, to their Depository Participant.

3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representatives to attend and vote on their behalf in the meeting.

4. Shareholders having multiple folionumbers either in individual names or in joint names of the same order should intimate RTA/DP's so as to enable them to consolidate such folios into one folio.

5. Members are requested to bring their copy of the Annual Report to the meeting.

6. Register of members of the Company and Share Transfer Books will remain closed from 23rd December, 2015 to 30th December, 2015 (both days inclusive)

7. 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.

8. Members attending the meeting are requested to complete and bring the attendance slips enclosed with the annual report and hand over the same at entrance of the meeting hall, duly signed.

10. 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) Rules, 2014, the Company is providing facility to the members to exercise their right to vote at the 33rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting platform provided by Central Depository Services (India) Limited.

The instructions for members for voting electronically are as under :-

In case of members receiving e-mail:

(i) Log on to the e-voting website www.evotingindia.com

(ii) Click on “Shareholders” tab.

(iii) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”

(iv) 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.

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

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

PAN*	For Members holding shares in Demat Form and Physical Form Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) · 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# Dividend Bank Details#	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.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.

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) Members holding shares in physical form will then reach directly 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the Electronic Voting Sequence Number (EVSN) for the relevant <Company Name> on which you choose to vote.

(xii) 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.

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvii) 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.

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(B) The voting period begins on from 9.00 a.m on 26th December, 2015 to 6.00 p.m on 29th December, 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd December, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

11. Details of Directors seeking appointment in the Annual General Meeting:

a) Mr Konda Laxmiah aged about 54 years is a successful entrepreneur who started his career in charcoal business and supply charcoal to various ferro alloys industries such as Indian Metallurgical Ferro Alloys Ltd., VBC Ferro Alloys Ltd, Bhutan Ferro Alloys Ltd. He has diversified his business and presently runs a rice bill under the name M/s Ram Laxman Parboiled Rice Private Limited with about 640 TPD capacity located near Nalgonda Town with an annual turnover of about Rs. 220 crs. He is the president of Nalgonda Rice Mill Owers Association. His insight as a successful industrialist and businessman has made him secure the business of Raasi Refractories Limited. He is also actively involved in rendering social service to the needy.

b) Smt Konda Padma wife of Sri Konda Laxmaiah is a lady entrepreneur since 1995 and is one of the directors of M/s Ram Laxman Parboiled Rice Private Limited. She has been actively involved in the business.

c) Sri Srishailam Vaddepally aged 41 years holds Bachelors Degree in Commerce. He is an entrepreneur engaged in the Business of Real Estate, Constructions and Building. He is also actively involved in rendering social service to the needy.

d) Sri Mohan Vijay Krishna tallapalli aged 24 years holds Masters Degree in Business Admintration with Specialization of Marketing and HR from Osmania University. He was having good experience in the field of Marketing. He worked with bharath Woven Polymers Ltd. As an operations head till March, 2015.

e) Sri Hemanth Tummala holds Bachelor degree in Technology in Civil Engineering from Indian Institute of Technology, Guwahati. He was associated with Wadhwani Centre for Entrepreneurship Development, Indian School of Business, worked as Assistant project Manager in NKG Infrastructure Limited and as Application Engineer, Senior Sales Engineer and Manager - Market Development & Strategic Initiatives in Green India Building Systems & Services Pvt Ltd.

For and on behalf of the board

For **RAASI REFRACTORIES LIMITED**

Konda Laxmaiah
Din: 00573281
Director

Date: 14-11-2015
Place: Hyderabad

STATEMENT TO BE ANNEXED
(Pursuant to Section 102 of the Companies Act, 2013)

ItemNo. 3,4 & 5

The Company had, pursuant to the provisions of Clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. Mohan Vijaya Krishna Tallapalli (Din No. 07191708), Mr. Srishailam Vaddepally (Din No. 07186971) and Mr. Hemanth Tummala (DIN: 07279106) as Independent Directors in compliance with the requirements of the clause.

Pursuant to the provisions of Section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

Mr. Mohan Vijaya Krishna Tallapalli (Din No. 07191708), Mr. Srishailam Vaddepally (Din No. 07186971) and Mr. Hemanth Tummala (DIN: 07279106), non-executive directors of the Company have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday

None of the Directors other than the Independent Directors viz. Mr. Mohan Vijaya Krishna Tallapalli (DIN: 07191708), Mr. Srishailam Vaddepally (DIN: 07186971) and Mr.Hemanth Tummala (DIN: 07279106) as mentioned in the respective resolutions and their respective relatives may be deemed to be concerned or interested in the resolutions set out under serial Nos.3, 4 & 5 of the Notice. None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item No. 3, 4 & 5 of the Notice convening the meeting.

The Board commends the resolutions set out at item Nos. 3, 4 & 5 for your approval.

ItemNo. 6 & 7

Mr. Konda Laxmaiah (Din No. 00573281) and Smt. Konda Padma (Din No. 03300465) was appointed as an Additional Director w.e.f. June 23rd, 2015 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Mr. Konda Laxmaiah, and Mrs. Konda Padma, candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Mr. Konda Laxmaiah (Din No. 00573281) and Mrs. Konda Padma, (Din No. 03300465) on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 6 & 7 for adoption.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Mr. Konda Laxmaiah (Din No. 00573281) and Smt. Konda Padma (Din No. 03300465) are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolutions under Item No. 6 & 7 to be passed as an ordinary resolution

By the order of the Board
For RAASI REFRACTORIES LIMITED

Konda Laxmaiah

Date: 14.11.2015
DIN: 00573281

Place: Hyderabad
Director

DIRECTORS' REPORT

To the Members,

The Directors have pleasure in presenting before you the Annual Report of the Company together with the Audited statements of Accounts for the year ended 31st March, 2015.

1. FINANCIAL SUMMARY/HIGHLIGHTS, OPERATIONS, STATE OF AFFAIRS:

(in Rs.)

PARTICULARS	For the year 2014 -15	For the year 2013-14
Gross Income	**132078810**	151478708
Profit before interest and depreciation	**(158341082)**	(23670896)
Finance charges	**500089**	1519930
Provision for Depreciation	**10392000**	10394896
Net profit before tax	**(169,233,170)**	(35,585,722)
Provision for tax	**-**	-
Net Profit after tax	**(169,233,170)**	(35,585,722)
Balance of profit brought forward	**-**	-
Balance available for appropriation	**-**	-
Proposed dividend on equity shares	**-**	-
Tax on proposed dividend	**-**	-
Transfer to general reserve	**-**	-

2. MARKETING

The service rendered by your company to the customers, continues to be the best in the industry which can be attributed to the perpetual strive of the service personnel for improvement.

3. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

As the members of the company are aware, a public announcement regarding Open Offer, for acquisition of 12,25,416 Equity Share from shareholders of the company was made by Mr. Konda Laxmaiah and M/s. Ramlaxman Parboiled Rice Private Limited ("Acquirers"), was made under Regulation 3(1) and Regulation 4 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 on 28 February, 2015. Subsequently, the Acquirers has made detailed public statement, issued Letter of Offer and successfully completed with Takeover Code.

Further, Sri Konda Laxmaiah, Smt. Konda Padma and Sri Mohan Vijaya Krishna Tallapalli were appointed on the Board on 23rd June, 2015 and Sri Murali Dhar Agarwal, Sri Umesh Kumar Mittal and Sri Rabindra Chandra Biswas have resigned from the Board on 23rd June, 2015 welcoming the new management of the company.

With the change in the management of the company, the Board has reconstituted its Audit committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee as per the provisions of Companies Act, 2013 and Listing Agreement.

4. INDUSTRY OUTLOOK

With the sustainable growth in steel producing capacities particularly in India and increased demand for quality Iron and Steel particularly from manufacturing, construction and automobile sectors, it is expected that demand for Refractories would continue to rise.

5. DIVIDEND

No Dividend was declared for the current financial year under review

6. Reserves :-

The company did not transfer any amounts to reserves.

7. Brief description of the Company's working during the year/State of Company's affair

If there is more than one division, division wise working details are required to be given. Besides, working details of current years and future prospects of the company's working have also to be given. A statement justifying the reasons for improvement/depressed results in comparison of the previous year is also required to be given

8. Change in the nature of business, if any :

The company is being acquired by an acquirer by making a bid for a target company.

9. BOARD MEETINGS

Four Board meetings were held during the last financial year. For details of such meetings of the Board, are placed in the Corporate Governance report, which forms part of this report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the Listing Agreement.

10. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Mr. Umesh Kumar Mittal was appointed as an Additional Director in the board meeting and later appointed as an independent director in the annual general meeting held on 30th September, 2014. He has resigned due to his preoccupations with effect from 14th day of November, 2014. Mr. Sambhu Dayal Agarwal who was appointed as an Independent Director of the Company has resigned w.e.f 14th August, 2014 during the year under review.

As per the provisions of Section 203 of the Companies Act, 2013, Mr. Sistla Subrahmanya Sastry was taken note as Chief Financial Officer of the company in the board meeting held on 14th February, 2015..

During the financial year 2015-16, the company has appointed Mr. Srishailam Vaddepally as additional Director who is an Independent Director.

11. DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS:

The company has received necessary declaration from each independent director of the company under sec 149(7) of the Companies Act, 2013 that the independent directors of the company meet with the criteria for their independence laid down under section 149(6).

12. COMPOSITION OF AUDIT COMMITTEE:

The Audit Committee formed in pursuance of Clause 49 of the Listing Agreement and Section 178 of the Companies Act, 2013 is instrumental in overseeing the financial reporting besides reviewing the quarterly, half yearly, annual financial results of the company; it reviews company's financial and risk management policies and the internal control systems, internal audit systems, etc. through discussions with internal and external auditors.

Powers of Audit Committee

The audit committee shall have powers, which should include the following:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

The Company has constituted the Audit Committee under the Chairmanship of Sri Muralidhar Agarwal, an Independent Director and Sri. Umesh Kumar Mittal, Independent Director and Sri Rabindra Chandra Biswas, non-executive Diretor as Members of the Committee.

During the year, Sri Umesh Kumar Mittal, Independent Director, ceases to be a member of the committee following his resignation from the Board of the company. The Audit Committee was re-constituted with the appointment of Sri Ashok Kumar Agarwal, non-executive Director as member of the committee.

During the year 2014 -15 four meetings of the committee were held. The Details of the committee meeting and the attendance are furnished in the Corporate Governance Report, which forms part of this report.

13. VIGIL MECHANISM:

The Board, at its meeting held, approved the revised Vigil Mechanism that provides a formal mechanism for all Directors, employees and vendors of the Company to approach the Ethics Counsellor/Chairman of the Audit Committee of the Board and make protective disclosures about the unethical behavior, actual or suspected fraud or violation of the Raasi Code of Conduct (RCOC). The Vigil Mechanism comprises three policies viz., the Whistle Blower Policy for Directors & Employees, Whistle Blower Policy for Vendors and Whistle Blower Reward & Recognition Policy for Employees. The Whistle Blower Policy for Directors and Employees is an extension of the RCOC that requires every Director or employee to promptly report to the Management any actual or possible violation of the Code or any event wherein he or she becomes aware of that which could affect the business or reputation of the Company. The Whistle Blower Policy for Vendors provides protection to vendors from any victimisation or unfair trade practice by the Company. The Whistle Blower Reward & Recognition Policy for Employees has been implemented in order to encourage employees to genuinely blow the whistle on any misconduct or unethical activity taking place in the Company. The disclosures reported are addressed in the manner and within the time frames prescribed in the Whistle Blower Policy. Under the Policy, every Director, employee or vendor of the Company has an assured access to the Chairman of the Audit Committee.

14. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and Analysis Report has been included in adherence to the Exchange spirit enunciated in the code of corporate governance approved by the Securities and Exchange Board of India. Management presents herein the industry overview, opportunities and threats, initiatives by the Company and its overall strategy for the future. This outlook is based on the assessment of current business environment, which may vary due to the future economic and other developments both in India and abroad.

(A)Industry Structure and Development:

Refractories are made of naturally occurring minerals, such as bauxite, kyanite, magnesite, fireclay, chrome ore, etc. Refractories are used either where high temperature or high rate of abrasion/ corrosion/ erosion is involved. Lately, however, the industry has been using manmade raw materials, such as brown-fused alumina, tabular alumina, fused magnesia, silicon carbide, magnesia alumina, etc. It has a wide product range and comprehensive to suit the requirement of different industry segments. These are produced in Special Shapes and are Custom made to suit the requirements of the various industries.

Refractory plays a dynamic role not only for metallurgical but also for shaping up chemical and petrochemical, glass, ceramic, cement and limestone industries. Refractory Industry in India is now getting consolidated. Major manufacturers in terms of volume are foreign owned companies.

The turnover of such companies was 60% of total turnover of the Industry. This has brought or is likely to bring several new products and technology in the country for refractories used in steel making. The refractory industry is moving along with a mixed bag of project and maintenance requirement. The raw material pricing and supply continues to worry. However, the positive trend in projects is taking concrete shape, refractory installation activity is picking up and new facility is nearing completion in some upcoming steel projects.

(B) Opportunities and threats

Opportunities in the refractories industry:

The refractories industry largely follows trends set by its main driver, the steel industry. Iron and steel production is responsible for up to 70 % of the total demand for Refractories, therefore the profitability of the refractories industry as a whole is strongly influenced by steel production levels and steel plant investments. There is a steep fall in the demand for steel due to a decline in the infrastructure sector, while the short term outlook remains problematic because of the global economic situation; there could be realistic and sustainable growth in steel production and in other key end user industries till 2017. Indeed, there may even be a short- term surge in demand for refractories once confidence recovers because of new capital investment and refurbishment of idled equipment.

Threats in the Refractories industry:

Absence of clear cut policy on iron ore mining has led to closure of steel plants, especially those based on sponge iron as feed material. If this situation continues, the expected growth in steel may not materialize at desired pace. Another major issue for refractory business is from the small scale industries. These industries are expanding their operations at a rapid pace and are presently ready to compete with large scale industries. Also these industries are coping up with the technological changes taking place in the industry and given the amount of support received from the government for their upliftment, these SSIs definitely seem to be a threat in the near future. Your Company is taking steps to take on the challenges and strengthen its brand image in neighboring states as well as in Telangana where the company is already a brand leader. Power remains another major threat to the industry. Severe power shortage and high cost of power in the State has rendered most of the factories very non remunerative.

(C) Segment or Product wise Performance:

Your company operates in only one business segment and one product viz., refractories.

(D) Outlook:

Market outlook in future for refractory seems good. Per capita consumption of steel in India is being far below in comparison to the international standards. It is expected that the demand for increase of domestic steel production will be robust and this will have positive impact in refractory consumption. Growth in real estate and consumer durable sector will lead to increase in cement, glass and special alloys production. This will also necessitate use of better quality refractories. Your Company's effort to keep pace with changing technology which offer superior product will ensure not only retention of existing business but also increase the business volume wherever such products are used.

(E) Risks and Concerns:

India's refractory industry has witnessed a dramatic squeeze in margins amidst poor demand from end users and rising raw material prices. Sudden rise in the price of the raw material is due to dependence of the refractory industry on the raw materials imported from China. It is a matter of great concern as the use of synthetic raw materials is driving the prices of the raw materials higher. Further, the raw material prices have increased from 80% to 85% but the prices of finished products have increased from 18% to 30% resulting in erosion of bottom lines of the refractory companies.

The refractory industry is going through an exciting and complex phase. On one hand, refractory makers are adding capacities with the hope that demand from the steel sector will rise at a fast pace.

On the other hand, usage of the new technology processes is leading to reduction in refractories consumption.

A major area of concern is availability of adequately qualified and competent workforce. The Industry is facing countless difficulties both in terms of increasing raw material and other input costs as well as the availability, further the negotiating power of the refractory makers is poor mainly due to their size as it caters to the industries which are far bigger in sizes like aluminum, steel, cement etc.

(F) Discussion on financial performance with respect to operational performance:

Your Company has achieved the gross turnover of Rs. 1607.50 lakhs as against a turnover of Rs.1697.47 lakhs achieved during the previous financial year. The Company has incurred a Net loss of Rs1692.33 lakhs as against loss of Rs355.86 lakhs during previous year.

(G) Material developments in Human Resources/Industrial Relations front including number of people employed

It is your Company's belief that the competence and commitment of its people are key drivers of competitive advantage enabling the Company to compete successfully in the market place. Your Company endeavors to strengthen organizational culture in order to attract and retain the best talent and bring out the best in people.

Cautionary Statement:

Statements in the management discussion and analysis describing the company's objectives, projections, estimates, expectations may be considered to be forward looking statements. Actual results could differ materially from those expressed or implied. Factors which could make a significant difference to the company's operations include demand supply conditions, market prices, input component costs and availability, changes in government regulations and tax laws besides other factors such as litigation, over which the Company may not have any control

15. DIRECTORS' RESPONSIBILITY STATEMENT:

In pursuance of section 134(5) of the Companies Act, 2013, the directors hereby confirm that:

(a) In the preparation of annual accounts, the applicable standards have been followed along with proper explanations relating to material departures;

(b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of state of affairs of the company at the end of the financial year and of the loss of the company for that period;

(c) The directors had taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) The directors had prepared the annual accounts on a going concern basis;

(e) The directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

16. INFORMATION ABOUT THE FINANCIAL PERFORMANCE / FINANCIAL POSITION OF THE SUBSIDIARIES / ASSOCIATES / JV :

The Company does not have any Subsidiary, Joint venture or Associate Company.

17. EXTRACT OF ANNUAL RETURN:

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return of the Company in MGT-9 for the financial year ended 31st March, 2015 is given in **Annexure-II** and forms part of this report

18. AUDITORS:

17.1: Statutory Auditors:

M/s SRB & Associates, Chartered Accountants, the Statutory Auditors of the Company will hold office till the conclusion of this 33rd Annual General Meeting. The existing auditors expressed their unwillingness to be re-appointed as the Statutory Auditors of the company.

The Directors then approached M/s.GMK Associates, Chartered Accountants, for being appointed as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting to the conclusion of the Thirty Eighth Annual General Meeting (subject to ratification of their appointment at every AGM) at such remuneration as may be determined by the Board of Directors of the Company and reimbursement of out-of-pocket and incidental expense.

As required under Section 139 of the Companies Act, 2013, the Company has obtained a written consent and confirmation of their eligibility from M/S GMK Associates, to such appointment and also a certificate to the effect that their appointment, if made, would be in accordance with Section 139(1) of the Companies Act, 2013 and the rules made there under, as may be applicable.

Your Board of Directors recommended their appointment based on the recommendation of the Audit Committee for your approval.

The Independent Auditors' Report to the Members of the Company on the Financial Statements for the Financial Year ended 31st March, 2015 forms part of annual report and contains qualification(s) or adverse remarks. The directors reply for the same is given below.

17.2: Secretarial Auditors:

As per the provisions of the Section 204(1) of the Companies Act, 2013 the company has appointed Ms. Dafthardar Soumya, Praxticing Company Secretary to conduct Secretarial Audit of the records and documents of the Company. The Secretarial Audit report for the Financial Year ended 31st March, 2015 in the Form MR-3 is annexed to the Directors Report as **Annexure-IV** and forms part of this report.

17.3: Cost Auditors:

The Ministry of Corporate Affairs had, vide its order dated 31st December, 2014 directed audit of Cost reports of the Companies covered under the Companies (Cost Records & Audit) Amendment Rules, 2014. The said order is not applicable to the Company being the company is not satisfying the criteria prescribed in the said order. According the Company is not required to maintain cost records and appoint cost auditor for the financial 2014-15.

QUALIFICATIONS IN AUDIT REPORTS

Explanations or comments by the Board on every qualification, reservation or adverse remark or disclaimer made -

(a) By the statutory auditor in his report; and

(b) By the company secretary in practice in his secretarial audit report;

REPLIES FOR THE QUALIFICATIONS MADE BY THE STATUTORY AUDITOR:

S. NO.	QUALIFICATION GIVEN BY STATUTORY AUDITOR	REPLIES OF THE DIRECTORS
1	Attention is invited to Note No: 8 to Financial Statements regarding Loans from financial Institutions and in respect of the same an interest of Rs. 239.35 lacs (including previous years) is not provided. The profits and reserves of the company do not reflect the correct position to that extent and liability of the company is also understated to that extent.	Self Explanatory
2	Attention is invited to Note No: 8 to Financial Statements regarding outstanding Statutory Liabilities and in respect of the same the interest / penalty payable is not provided. Due to absence of full details the amount of Interest / penalty could not be quantified.	
3	Attention is invited to Note No: 17 to Financial Statements, regarding the Other Income and in respect of the interest income the accrued interest of Rs.2.85 lacs on bank deposits is not recognized, the revenue of the Company & assets of the company are understated to that extent.	
4	As stipulated in the provisions of Section 138 of Companies Act, 2013, the company has not appointed an Internal Auditor.	Due to lack of manpower and professional advice, the then management of the company was not able to comply with the provisions of appointment of Internal Auditor. We are taking all the necessary steps and measures for complying with the same.

REPLIES FOR THE QUALIFICATIONS MADE BY THE SECRETARIAL AUDITOR:

<table>
<tr><th>S.NO.</th><th>QUALIFICATION GIVEN BY SECRETARIAL AUDITOR</th><th>REPLIES OF THE DIRECTORS</th></tr>
<tr><td colspan="3">Listing Agreement</td></tr>
<tr><td>1.</td><td>The Company has not complied with the provisions of Clause 30 of the Listing Agreement with regard to resignation of Directors during the audit period.</td><td>We have taken note of the same and the new management</td></tr>
<tr><td>2.</td><td>The Company has not complied with the provisions clause 35A of the listing agreement with regard to submission of voting results of Annual General Meeting held on 30.09.2014.</td><td rowspan="10">is taking all necessary steps to comply with the same .</td></tr>
<tr><td>3.</td><td>The Composition of Audit Committee, Nomination & Remuneration Committee and Stakeholders Grievance Committee was not constituted as per Clause 49 of the Listing Agreement during the audit report.</td></tr>
<tr><td>4.</td><td>The Company does not have website as required under Clause 54 of the Listing agreement.</td></tr>
<tr><td>5.</td><td>The Company has not intimated to stock exchanges, the Whistle Blower Policy as required under Clause 49 of the Listing Agreement.</td></tr>
<tr><td>6.</td><td>The Company has not intimated/submitted a certificate, to the Stock Exchange, with regard to Clause 47(C) of the Listing Agreement for the half year ended 30.09.2014</td></tr>
<tr><td>7.</td><td>The Company has appointed independent director, but, the minimum composition was not complied as required under Clause 49 of Listing agreement.</td></tr>
<tr><td>8.</td><td>The Composition of the Board is not as pet the provisions of Clause 49 of the Listing agreement with regard to Women Director and Independent Director.</td></tr>
<tr><td>9.</td><td>The Company has not complied with providing information, Statements and Reports under Corporate Filing And Dissemination System as per Clause 52 of Listing Agreement.</td></tr>
<tr><td>10.</td><td>The Company has not complied with the provisions of Clause 47 with regard to compliance officer.</td></tr>
<tr><td>11.</td><td>The Company has not submitted annual report to BSE</td></tr>
<tr><td colspan="3">Companies Act, 2013</td></tr>
<tr><td>1.</td><td>The Company has not appointed women director during the audit period; however as on even date Mrs. Konda Padma was appointed as a woman director wef.23.06.2015.</td><td>The company could not identify a suitable candidate during the audit period. However, the women director appointment was completed on 23.06.2015</td></tr>
<tr><td>2.</td><td>The Company is yet to appoint Company Secretary as required under Section 204.</td><td>The company is in the process of identifying a suitable candidate for the appointment as whole time Company Secretary.</td></tr>
</table>

3.	*The Company is yet to file requisite eforms for appointment of Chief Financial Officer (KMP) during the audit period.*	Due to the financial position and lack of manpower, the previous management of the company could not file required forms. We are taking necessary steps for filing all such forms to be filed with Registrar of Companies.
4.	*The Company has not filed Form MGT-14 for the following items:* *- Disclosure of Directors interest* *- Approval of Financial Statements* *- Approval of Directors report* *- Approval of un-audited financial statements* *- Appointment of Secretarial Auditor*	
5.	*The Company is yet to file eForm ADT-1 for the appointment of Auditors for 2014-15.*	
6.	*The Company has not appointed internal auditors for the Financial Year 2014-15.*	Due to lack of manpower and professional advice, the then management of the company was not able to comply with the provisions of appointment of Internal Auditor and updation of statutory registers. We are taking all the necessary steps and measures for complying with the same.
7.	*The Statutory Registers were not updated during the audit period.*	
8.	*In the Directors Report for 2013-14, the directors have not replied for the qualifications made by the Auditors in their report.*	
9.	*The Company is yet to appoint Chief Executive Officer as KMP*	

Labour Laws and Other Industry Specific Laws

1.	Due to lack of manpower, change in the management, non-maintenance of proper records by the respective officers and also due to shifting of the registered office of the company, we were unable to provide, produce and submit all the necessary documents, records, registers and returns filed with various statutory, Labour and other authorities to the secretarial auditor for her verification and comments. We took note of the same and initiated necessary steps and various measures for maintenance of records, documents, registers and returns filed and to be filed with various statutory, Labour and other authorities.

19 CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:

Particulars pursuant to the provisions of section 134(3)(m) of the Companies Act, 2013 read with the Companies(Disclosures of particulars in the report of Board of Directors) Rules, 1988 are given in the **Annexure-1**

20. PUBLIC DEPOSITS:

The Company has neither accepted nor renewed any deposits during the year under review.

21. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS:

No significant and material orders were passed during the year by the regulators

22. DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

The Company strictly adheres to the internal control systems established over the years. The Company has a policy of maintaining effective internal control system and strict implementation of policies and procedures so as to safe guard the assets and interests of the company. The internal control systems of the Company would ensure that any vulnerability in the achievement of the Company's objectives caused by risk factors whether internal or external, existing or emerging, is detected and reported in a timely manner and is meted out with appropriate corrective action. The findings of internal audit are periodically placed before the Audit committee and the Board of directors of the Company.

23. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

In compliance with the provision of Section 186 of the Companies Act, 2013 read with Rules made thereunder the details of Loans, Gurantees and /or Investments given/made or taken during the financial year 2014-15 are as follows:

SECURED LOANS:	9,10,16,206
UNSECURED LOANS:	15,06,98,183
CURRENT/NON-CURRENT INVESTMENTS:	NIL
GUARANTEES:	NIL
SECURITIES EXTENDED:	NIL

24. CORPORATE SOCIAL RESPONSIBILTY POLICY :

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are **not applicable**.

25. PARTICULATS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES :

Particulars of Contracts or Arrangements with Related parties referred to in Section 188(1) in Form AOC- 2 The particulars of Contracts or Arrangements made with related parties made pursuant to Section 186 are furnished in **Annexure III** and are attached to this report.

26. FORMAL ANNUAL EVALUATION OF DIRECTORS, BOARD & ITS COMMITTEES:

In accordance with the provisions of the Act and Clause 49 of the Listing Agreement, the Board has carried out evaluation of its own performance, the performance of Committees of the Board, namely, Audit Committee, CSR Committee, Risk Management Committee, Stakeholders Relationship Committee, and Nomination and Remuneration Committee and also the directors individually. The manner in which the evaluation was carried out and the process adopted has been mentioned out in the Report on Corporate Governance

27. RATIO OF REMUNERATION TO EACH DIRECTOR :

The Company has not paid any remuneration to the directors of the Company during the financial year 2014-15. Hence, the information required under Section 197 (12) of the Companies Act, 2013 read with Rule 5(1), Rule 5(2) and Rule 5(3)of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014is not applicable.

28. LISTING WITH STOCK EXCHANGES:

The Company confirms that it has paid the Annual Listing Fees for the year 2015-2016 to Bombay Stock Exchange where the Company's Shares are listed.

29. CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION:

Your Company has taken adequate steps to adhere to all the stipulations laid down in Clause 49 of the Listing Agreement. A report on Corporate Governance is included as a part of this Annual Report

Certificate from the Statutory Auditors of the company confirming the compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is attached to this report.

30. POLICY ON SEXUAL HARASSMENT

The Company has adopted policy on prevention of Sexual Harassment of Women at Workplace in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the financial year ended 31st March, 2015, the Company has not received any Complaints pertaining to Sexual Harassment.

31. ACKNOWLEDGEMENTS:

Your Directors place on record their sincere appreciation and thanks for the valuable Cooperation and support received from the employees of the company at all levels, Company's bankers, Financial Institutions, Central and State Government Authorities, Clients, Consultants, Suppliers and Members of the company and look forward for the same in equal measures in the coming years.

By order of the Board
For **RAASI REFRACTORIES LIMITED**

Konda Laxmaiah
DIN: 00573281
Director

Date: 14/11/2015
Place: Hyderabad

Annexure - 1

Information as required under section 134(3) (m) of the Companies Act, 2013 forming a part of Directors' Report.

Form A

(See Rule – 2)

Form for disclosure of particulars with respect to conservation of energy, technology absorption, research and development.

	2014-15	2013-14
A Power and Fuel consumption		
1. Electricity		
a) Purchased		
I) Unit (kwh)	**5,10,755**	96,248
ii) Total Amount (Rs.)	**69,63,288**	47,18,347
iii) Rate/unit (Rs.)	**13.63**	49.02
b) Own Generation		
I) Through diesel generator		
I) Unit(kwh)	**8503**	6851
ii) Units per ltr.of diesel oil	**2.46**	2.32
iii) Cost/unit (Rs.)	**22.78**	23.11
II) Through steam turbine/ generator	Not Applicable	
I) Unit(kwh)		
ii) Units per ltr.of fuel oil/ gas		
iii) Cost/unit (Rs.)		
2. Coal (specify quality and where used)	'C' and 'D ' Round grade coal used in gas producer plant and also in the draft kilns.	
i) Quantity (M. tonnes)	**16**	23
ii) Total Cost (Rs.)	**94932**	106191
iii) Average Rate (Rs.)	**5933**	4706
3. Furnace Oil		
i) Quantity (ltrs)	**0**	0
ii) Total Amount (Rs.)	**0**	0
iii) Average Rate (Rs.)	**0**	0
4. Others/ internal generation	Not Applicable	
i) Quantity		
ii) Total Cost (Rs.)		
iii) Rate/ Unit (Rs.)		

B Consumption per unit of production Standards

	2014-15	2013-14
Products - Refractory all types (in M.T.)	**1767**	472
Electricity (Units)	**293.83**	218.43
Furnace oil in Ltrs	**0**	0
Coal - C & D grade in KGs	**9**	49
Others (Specify)	**NA**	NA

Form B

(See rule 2)

Form for disclosure of particulars with respect to Technology Absorption, Research and Development

1.	Specific areas in which R& D carried by the Company	The company has made successful effort to develop superior quality of high alumina, basic & fire clay bricks which are well appreciated in the market & now with this we are making all types of sophisticated material as being made by other top refractory manufactures.
2	Benefits derived as a result of the above R & D	With this success, the company is getting order from aluminum, steel and cement industries regularly. regularly.
3.	Future Plan of action	R&D work for techno-economic raw material composition, continuous up gradation of processes and development of new products as per market demand. The company is also mainly concentrating on development of special grade high alumina bricks and monolithic for cement, steel and aluminum industries. The Company has also upgraded its existing laboratory facilities to achieve improved results in respect of supply of its products.
4.	Expenditure on R & D	Nill

Technology Absorption, Adaptation and Innovations:

1.	Efforts, in brief, made towards technology absorption and innovation.	The entire manufacturing technology is indigenous. The company has trained its staff in all the operations. Several new products and compositions were developed which is expected to keep the company competitive.
2.	Benefits derived as result of the above efforts, e.g. product improvement, Cost reduction, product development and import substitution, etc.	The efforts were made to gain product development, product improvement, cost reduction and import substitution etc.,

3. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year.) following information may be furnished. — Not Applicable
   - (a) Technology imported.
   - (b) Year of import
   - (c) Has technology been fully absorbed?
   - (d) If not fully absorbed, areas where this has not taken place, reasons

Foreign Exchange Earnings and Outgo:

(a) Activities relating to Exports

Total foreign Exchange used and earned			**2014-15**	2013-14
I.	Earnings:	USD $	-	-
	Export of finished goods	INR Rs.	-	-
II.	Outgo	USD $	-	-
		INR Rs.	-	-
	Bank Charges	USD $	-	-
		INR Rs.	-	-

ANNEXURE II

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2015
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:

1·	CIN	L26920TG1981PLC003339
2.	Registration Date	24/12/1981
3.	Name of the Company	RAASI REFRACTORIES LTD.
4.	Category/Sub-category of the Company	Company Limited by Shares/ Indian Non-Government Company
5.	Address of the Registered office & contact details	Flat No. 503, Plot No. C, S No. 146, Dwarakapuri Colony, Punjagutta, Hyderabad-500082
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar &	**AARTHI CONSULTANTS PRIVATE LIMITED** 1-2-285, Domalguda, Hyderabad

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Manufacture of refractory products	2391	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES – N.A

Sl No.	Name and Description address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held	Applicable section
1					
2					

III.SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter's									
(1) **Indian**									
a) Individual/ HUF	2387220	-	2387220	50.65	2387220	-	2387220	50.65	0
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total(A)(1):-	2387220	-	2387220	50.65	2387220	-	2387220	50.65	0
(2) Foreign									
a)NRIs-Individuals	-	-	-	-	-	-	-	-	-
b)Other-Individuals	-	-	-	-	-	-	-	-	-
c)Bodies Corp.	-	-	-	-	-	-	-	-	-
d)Banks/FI	-	-	-	-	-	-	-	-	-
e)Any other	-	-	-	-	-	-	-	-	-
Sub-total(A)(2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	2387220	-	2387220	50.65	2387220	-	2387220	50.65	0

B. Public Shareholding									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	750	2200	2950	0.06	750	2200	2950	0.06	0
c) Central Govt	95825	-	95825	2.03	95825	-	95825	2.03	0
d) State Govt(s)									
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	96575	2200	98775	2.1	96575	2200	98775	2.1	0
2. Non-Institutions									
a) Bodies Corp.	1024204	6400	1030604	21.87	1015574	6400	1021974	21.68	0.19
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	522258	400339	922597	19.58	533105	397939	931044	19.75	0.17
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	252695	13010	265705	5.64	252806	13010	265816	5.64	0
c) Others (specify) i) Non Resident Indians ii) Clearing Members	8183 2	50 -	8283 2	0.17 0.00	8283 24	50 -	8283 24	0.18 0.00	0.01 0
Sub-total (B)(2):-	1807342	419799	2227141	47.25	1809742	417399	2227141	47.25	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	1903917	421999	2325916	49.35	1906317	419599	2325916	49.35	0
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	4291137	421999	4713136	100	4293537	419599	4713136	100	0

B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Ashok Kumar Agarwal	1288900	27.35	25.97	1288900	27.35	27.35	0
2	Sanjay Agarwal	1098320	23.3	11.95	1098320	23.3	23.3	0
	Total	**2387220**	**50.65**	**37.92**	**2387220**	**50.65**	**50.65**	**0**

C) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	No Change	No Change	No Change	No Change
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	No Change	No Change	No Change	No Change
	At the end of the year	No Change	No Change	No Change	No Change

D) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs holding morethan 1%):

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Vedvyas Marketing And Services Pvt Ltd (Formerly known as Mineral and Metallurgical Developments Private Limited)	339580	7.20	339580	7.20
	At the beginning of the year				
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer/bonus/sweat equity etc):	No Change	No Change	No Change	No Change
	At the end of the year (or on the date of separation, if separated during the year)	339580	7.20	339580	7.20
2.	Barbil Transport Co. Pvt ltd.				
	At the beginning of the year	332985	7.06	332985	7.06
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer/bonus/sweat equity etc):	No Change	No Change	No Change	No Change
	At the end of the year (or on the date of separation, if separated during the year)	332985	7.06	332985	7.06
3.	P And U Mercantiles Pvt Ltd				
	At the beginning of the year	319358	6.77	319358	6.77
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer/bonus/sweat equity etc):	No Change	No Change	No Change	No Change
	At the end of the year (or on the date of separation, if separated during the year)	319358	6.77	319358	6.77

4.	Andhra Pradesh Industrial Development Corporation Limited				
	At the beginning of the year	95825	2.03	95825	2.03
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change	No Change	No Change	No Change
	At the end of the year (or on the date of separation, if separated during the year)	95825	2.03	95825	2.03

E) **Shareholding of Directors and Key Managerial Personnel:**

SN	**Shareholding of each Directors and each Key Managerial Personnel**	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Ashok Kumar Agarwal				
	At the beginning of the year	1288900	27.35	1288900	27.35
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	1288900	27.35	1288900	27.35

V) **INDEBTEDNESS -**Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	87316206	275107851	-	362424057
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	87316206	275107851	-	362424057
Change in Indebtedness during the financial year				
* Addition	-	98506876	-	98506876
* Reduction	-	4,12,97,940	-	4,12,97,940
Net Change	-	57208936	-	57208936
Indebtedness at the end of the financial year				
i) Principal Amount	87316206	332316787	-	419632993
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	87316206	332316787	-	419632993

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL -

A. Remuneration to Managing Director, Whole time Directors and/or Manager:**N.A**

SN.	**Particulars of Remuneration**	Name of MD/WTD/ Manager				Total Amount
		Ashok Kumar Agarwal	----	----	---	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	-	-	-	-
2	Stock Option	0	-	-	-	-
3	Sweat Equity	0				

4	Commission - as % of profit - others, specify…	0	-	-	-	-
5	Others, please specify	0	-	-	-	-
	Total (A)	0	-	-	-	-
	Ceiling as per the Act	-	-	-	-	-

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		Rajendra Prasad Kandikattu	Muralidhar Agarwal	Umesh Kumar Mittal	R. C Biswas	
1	Independent Directors					
	Fee for attending board committee meetings	8000	0	0	0	0
	Commission	0	0	0	0	0
	Others, please specify	0	0	0	0	0
	Total (1)	0	0	0	0	0
2	Other Non-Executive Directors	0	0	0	0	0
	Fee for attending board committee meetings	0	0	0	0	0
	Commission	0	0	0	0	0
	Others, please specify	0	0	0	0	0
	Total (2)	**8000**	0	0	0	0
	Total (B)=(1+2)	**8000**	0	0	0	0
	Total Managerial Remuneration	0	0	0	0	0
	Overall Ceiling as per the Act	-	-	-	-	-

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD: N.A

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	others, specify…	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	-	-	-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	--	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

By order of the Board
For **RAASI REFRACTORIES LIMITED**

Konda Laxmaiah
DIN: 00573281
Director

Date: 14/11/2015
Place: Hyderabad

ANNEXURE III

FORM NO. AOC.2

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis

a.	Name(s) of the related party and nature of relationship	-
b.	Nature of contracts/arrangements/transactions	-
c.	Duration of the contracts/arrangements/transactions	-
d.	Salient terms of the contracts or arrangements or transactions including the value, if any	-
e.	Justification for entering into such contracts or arrangements or transactions	-
f.	date(s) of approval by the Board	-
g.	Amount paid as advances, if any	-
h.	Date on which the special resolution was passed in general meeting as required under first proviso to	-
	section 188	

2. Details of material contracts or arrangement or transactions at arm's length basis

a.	Name(s) of the related party and nature of relationship	Sarvesh Refractories Limited
b.	Nature of contracts/arrangements/transactions	Sale of Raw Material and Purchase of Finished Goods
c.	Duration of the contracts/arrangements/transactions	
d.	Salient terms of the contracts or arrangements or transactions including the value, if any:	Transaction Value : Rs. 11,07,51,257/- (Purchases: Rs.8,32,29,126/- , Sales: Rs.2,75,22,131/-) As mentioned in the Agreement
e.	Date(s) of approval by the Board, if any	Nill
f.	Amount paid as advances, if any	Nill

By order of the Board
For **RAASI REFRACTORIES LIMITED**

Konda Laxmaiah
DIN: 00573281
Director

Date: 14/11/2015
Place: Hyderabad

ANNEXURE IV

Form No. MR-3

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2015

To,

The Members,

Raasi Refractories Limited.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Raasi Refractories Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification as made available to me, the Company's books, papers, minute books, forms, returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has during the audit period covering the financial year ended on **31st March, 2015** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Raasi Refractories Limited** ("the Company") for the financial year ended on **31st March, 2015** according to the provisions of:

I. The Companies Act, 2013 (the Act) and the rules made there under;

II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

IV. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment received by the Company

V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');

  a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1992;

  b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

  c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

  d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

  e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the Client;

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2008; and

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

i) The Industry specific Acts, Labour and other applicable Laws as provided by the management of the Company.

j) The Listing agreement entered into by the company with Bombay Stock Exchange.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations,

UNDER LISTING AGREEMENT:

1. *The Company has not complied with the provisions of Clause 30 of the Listing Agreement with regard to resignation of Directors during the audit period.*
2. *The Company has not complied with the provisions clause 35A of the listing agreement with regard to submission of voting results of Annual General Meeting held on 30.09.2014.*
3. *The Composition of Audit Committee, Nomination & Remuneration Committee and Stakeholders Grievance Committee was not constituted as per Clause 49 of the Listing Agreement during the audit report.*
4. *The Company does not have website as required under Clause 54 of the Listing agreement.*
5. *The Company has not intimated to stock exchanges, the Whistle Blower Policy as required under Clause 49 of the Listing Agreement.*
6. *The Company has not intimated/submitted a certificate, to the Stock Exchange, with regard to Clause 47(C) of the Listing Agreement for the half year ended 30.09.2014*
7. *The Company has appointed independent director, but, the minimum composition was not complied as required under Clause 49 of Listing agreement.*
8. *The Composition of the Board is not as pet the provisions of Clause 49 of the Listing agreement with regard to Women Director and Independent Director.*
9. *The Company has not complied with providing information, Statements and Reports under Corporate Filing And Dissemination System as per Clause 52 of Listing Agreement.*
10. *The Company has not complied with the provisions of Clause 47 with regard to compliance officer.*
11. *The Company has not submitted annual report to BSE.*

UNDER COMPANIES ACT, 2013:

1. *The Company has not appointed women director during the audit period; however as on even date Mrs. Konda Padma was appointed as a woman director wef.23.06.2015.*
2. *The Company is yet to appoint Company Secretary as required under Section 204.*
3. *The Company is yet to file requisite eforms for appointment of Chief Financial Officer (KMP) during the audit period.*

4. The Company has not appointed internal auditors for the Financial Year 2014-15.

5. The Company has not filed Form MGT-14 for the following items:

- *Disclosure of Directors interest*
- *Approval of Financial Statements*
- *Approval of Directors report*
- *Approval of un-audited financial statements*
- *Appointment of Secretarial Auditor*

6. The Company is yet to file eForm ADT-1 for the appointment of Auditors for 2014-15.

7. The Statutory Registers were not updated during the audit period.

8. In the Directors Report for 2013-14, the directors have not replied for the qualifications made by the Auditors in their report.

9. The Company is yet to appoint Chief Executive Officer as KMP

OTHER LAWS:

Management has submitted representation about the Compliances of various labour laws, however the required documents were not produced for audit purpose relating to Boilers Act, 1923; Air (Prevention & Control of Pollution) Act, 1981; Water (Prevention & Control of Pollution) Act, 1974; Water (Prevention and Control of Pollution) Cess Act, 1977; Andhra Pradesh Factories and Establishments (National, Festival and other Holidays) Act, 1974; The Public Liability Insurance Act, 1991; Equal Remuneration Act, 1976; Environment Protection Act, 1986; Minimum Wages Act,1948;Payment of Wages Act,1936;Payment of Bonus Act,1965; The Employees' Provident Fund &Misc Provisions Act1952 and EFP Scheme 1952;The Payment of GratuityAct,1972 and The A.P. Payment of Gratuity Rules 1972; Andhra Pradesh Contracts Labor (regulations and abolition) Act rules 1971; Apprentice Act 1961; Andhra Pradesh Labor welfare Fund Act,1987; Maternity Benefits Act,1961; Employees Compensation Act,1923; Industrial Disputes Act,1947; The Factories Act, 1948; A.P Shops and Establishment Act, 1988 and also for other industry specific acts as applicable to the company .

Hence I am unable to comment on the Compliance of the above said Acts.

I further report that

The Board of Directors of the Company was not constituted with proper balance of Executive Directors and Non-Executive Directors, Women and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

I report that *there are no adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.*

I further report that during the audit period the company has:

1. Shifted its registered office within the Local limits of the City from Banjara Hills to Punjagutta, Hyderabad.

2. An Open Offer was initiated by Mr.Konda Laxmaiah and Ramalaxman Parboiled Rice Private Limited (The Acquirers) for acquisition of equity shares from the existing shareholders of the Company.

3. The factory of the Company was not functioning for about 18 months due to various reasons like shortage of power, labour problems, shortage of raw materials financial constraints etc. and the factory started operations from the middle of the financial year by which time, most of the stocks are reported to be obsolete.

Dafthardar Soumya
Company Secretary in Practice
ACS No.: 29312
C P No.: 13199

Date: 14.11.2015
Place: Hyderabad

Note: This report is to be read with my letter of even date which is annexed as **'Annexure'** and forms an integral part of this report.

To,

The Members,

Raasi Refractories Limited.

My report of even date is to be read with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed, provide a reasonable basis for my opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of accounts of the Company.

4. Where ever required, I have obtained Management Representation about the compliance laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 14.11.2015
Place: Hyderabad

Dafthardar Soumya
Company Secretary in Practice
ACS No.: 29312
C P No.: 13199

REPORT ON CORPORATE GOVERNANCE

(Pursuant to clause 49 of listing agreement with stock exchanges)

1. A brief statement on Company's Philosophy on Code of Corporate Governance

   Corporate Governance for the company means achieving high level of accountability, efficiency, responsibility and fairness in all areas of operation. Our workforce is committed towards the protection of the interest of the stake holder's viz. shareholders, creditors, investors, customers, employees, etc. Our policies consistently undergo improvements keeping in mind our goal of maximization of value of all the stakeholders.

   The goal is achieved through:

   Infusion of best expertise in the Board.

   Consistent monitoring and improvement of the human and physical resources.

   Introducing regular checks and audits and continuous improvements in already well-defined systems and procedures.

   Board / Committee meetings at short intervals to keep the Board informed of the recent Happenings.

2. BOARD OF DIRECTORS:

2.1 Present Composition of the Board

The composition of the Board as on 31st March, 2015 is as under:

The Board of Raasi Refractories limited is headed by Sri Ashok Kumar Agarwal aged 52 who is an Executive-Chairman of Raasi Refractories Limited. He is Director on the Board of Thanwas Commercial Private Limited, R.S.Agarwalla and Bros. Private Limited, Thanwas Investments Limited, Ores India Private Limited, Hind Metal & Industries Private Limited, Sarvesh Refractory (Gujarat) Private Limited, Pradhan Steel and Power Private Limited, Adi Green Developers Private Limited, Minerals and Metallurgical Developments Private Limited and Thanwas Financial Services Limited.

Sri Muralidhar Agarwal aged about 55 years is an Independent & Non- Executive Director of Raasi Refractories Limited. He is a Chairman of Shareholders'/ Investors Grievance Committee, Remuneration Committee & Audit Committee. He is Managing Director on the Board of R.S.Agarwalla and Bros. Private Limited, Hind Metal & Industries Private Limited, Barbil Mining and Industries Private Limited and Director on the Board of Sree Metaliks Ltd., Thanwas Commercial Private Limited, Chefair Impex Ltd, Sree Metaliks Steel & Power Limited, B P Nirmann Private Limited, Barbil Ventures Private Limited and Sneh Global Explorer Private Limited.

Sri R.C. Biswas aged about 68 years, is a Non- Independent & Non Executive Director of Raasi Refractories Limited. He is a member of Shareholders'/ Investors Grievance Committee, Remuneration Committee & Audit Committee.

Sri. Rajendra Prasad Kandikattu aged about 57 is a Nominee director of Raasi Refractories limited, is the representative of APIDC. He is Director on the Board of Restile Ceramics Limited, Vista Pharmaceuticals Ltd., Andhra Pradesh Heavy Machinery and Engineering Ltd, Lanco Industries Limited, Sagar Cements Ltd, Krebs Biochemicals and Industries Limited, Sibar Auto Parts Ltd, The Andhra Petrochemicals Limited.

CORPORATE GOVERNANCE PHILOSOPHY

The company is committed to ensure high standards of transparency and accountability in all its activities. The best management practices and high levels of integrity in decision making are followed to ensure long term wealth generation. The company follows all the principles of corporate governance in its true spirit and at all times. We also ensure that we evolve and follow the corporate governance guidelines and best practices sincerely to not just boost long-term shareholder value, but to also respect minority rights. We consider it our inherent responsibility to disclose timely and accurate information regarding our financials and performance, as well as the leadership and governance of the Company.

The names of the Directors and the details of other chairmanship / directorship / committee membership of each Director as on 31st March 2015 is given below:

Name of Director	Category	Number of Directorships in other companies	Number of Committee in other companies	
			Memberships	Chairman
Ashok Kumar Agarwal	Promoter & Executive Chairman	12	NIL	NIL
Sri Muralidhar Agarwal	Non-Executive &Independent	12	3	3
Sri R.C. Biswas	Non-Executive	2	3	NIL
Sri Rajendra Prasad Kandikattu	Nominee Director	7	NIL	NIL
Sri. Umesh Kumar	Non - Executive	5	3	NIL

c. Board Meetings and Attendance at Board Meetings

The Board met 4 times during the financial year 2014-2015. The Board of Directors of the Company had met not exceeding with a maximum time gap of one hundred and twenty days. The relevant details are as under:

S.No	Date	Board Strength	No. of Directors present
1	30 -05 -2014	5	5
2	14 -08 -2014	5	5
3	14 -11 - 2014	5	5
4	14 -02 -2015	4	4

The company places before the Board all those details as required under Annexure X to the listing agreement. The dates for the board meetings are fixed after taking into account the convenience of all the directors and sufficient notice is given to them. The company has video conferencing facilities to enable director's participation at board meetings. Detailed agenda notes are sent to the directors. All the information required for decision making are incorporated in the agenda. Those that cannot be included in the agenda are tabled at the meeting. The chairman and the managing director appraise the Board on the overall performance of the company at every board meeting. Legal issues, write-offs, provisions, purchase and disposal of capital assets are all brought to the notice of the Board. The Board reviews performance, approves capital expenditures, sets the strategy the company should follow and ensures financial stability. The Board takes on record the actions taken by the company on all its decisions periodically.

The Board also takes on record the declaration made by the company secretary, chairman and managing director and the chief financial officer regarding compliances of all laws on a quarterly basis.

d) Attendance of each Director at Board Meetings and at the previous Annual General Meeting (AGM)

S.No.	Name	No.of Board Meetings held	No.of Board Meetings attended	Attendance at the last AGM
1	Sri Ashok Kumar Agarwal	30-05-2014	4	Present
2	Sri Murali Dhar Agarwal	14-08-2014	4	Absent
3	Sri Rabindra Chandra Biswas	14-11-2014	4	Present
4	Sri Rajendra Prasad Kandikattu	14-02-2015	4	Absent
5	Sri Umesh Kumar Mittal		3	Absent

1. AUDIT COMMITTEE

The audit committee assists the board in the dissemination of financial information and in overseeing the financial and accounting processes in the company. The terms of reference of the audit committee covers all matters specified in clause 49 of the listing agreement and also those specified in section 177 of the Companies Act 2013.The primary objective of the Committee is to monitor and provide an effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting. The Committee oversees the work carried out in the financial reporting process by the Management, the internal auditor, the statutory auditor and the cost auditor and notes the processes and safeguards employed by each of them. Four meetings of the Committee were held during the year ended 31 March, 2015 on 30 May, 2015, 14 August, 2014 and 14 November 2014, 14 February, 2015. The audit committee reviews the compliance with legal and statutory requirements, the quarterly and annual financial statements and related party transactions and reports its findings to the Board. The committee also recommends the appointment of internal auditor, statutory auditor and cost auditor. The audit committee takes note of any default in the payments to creditors and shareholders. The committee also looks into those matters specifically referred to it by the Board. The statutory auditors were present at all audit committee meetings.The composition of the Committee and the attendance details of the members are given below.

Sri Muralidhar Agarwal	-	Chairman
Sri R.C. Biswas	-	Member
Sri. Umesh Kumar Mittal	-	Member

The committee comprised of two independent directors and one Non - executive director, all of whom are financially literate and have relevant finance / audit exposure. The other directors are invited to attend the audit committee meetings as and when required.Chairman of the Audit Committee was present at the previous Annual General Meeting of the company held on 30th September 2014.

Attendance of each Director at Audit Committee Meetings

Name of the Director			Number of audit committee meetings attended
Sri Muralidhar Agarwal	-	Chairman	4
Sri R.C. Biswas	-	Member	4
Sri. Umesh Kumar Mittal	-	Member	3

NOMINATION AND REMUNERATION COMMITTEE

Purpose

The Company has constituted a Remuneration committee on 30th April 2003 in terms of schedule XIII of the Companies, act 1956 read with Clause 49 of the Listing Agreement. Presently the Remuneration Committee comprises of Sri Muralidhar Agarwal, Sri. Umesh Kumar Mittal and Sri Rabindra Chandra Biswas. Sri Muralidhar Agarwal is the Chairman of the Remuneration Committee. The broad terms of reference of the remuneration committee are to approve/recommend to the Board the salary (including annual increments) perquisites and commission including pension rights and any compensation payment to be paid to the company's Managing/Whole-Time-Directors. During the Year under review, one remuneration Committee meeting was held on 22nd May, 2014. The decisions are taken by the Committee at meeting. The Composition of the Remuneration Committee and attendance at its meeting is as follows:-

Name of the director	Positi on held in the company	Committee meetings held on	No. of committee meetings attended
Sri. Murali Dhar Agarwal	Chairman of the committee	22nd May, 2014	1
Sri. Rabindra Chandra Biswas	Member		1
Sri. Umesh Kumar Mittal	Member		1

Remuneration Policy:

The Company while deciding the remuneration package of the management takes into consideration the employment scenario, remuneration package of the industry, financial performance of the company vis-à-vis the industry and talents of the appointee. Sri. Rajendra Prasad Kandikattu is entitled to sitting fees of Rs 2,000 per meeting. No Director of the Company is paid any remuneration.

Details of remuneration/sitting fees paid to the Directors for the year ended 2014-15 are given below.

Name	Sitting fee Rs.	Salary, Perquisites and allowance Rs.	Stock Options Rs.
Sri. Ashok Kumar Agarwal	-------	NA	Nil
Sri Murali Dhar Agarwal	-------	NA	Nil
Sri. Rabindra Chandra Biswas	-------	NA	Nil
Sri. Rajendra Prasad Kandikattu	8000	NA	Nil
Sri. Umesh Kumar Mittal	-------	NA	Nil

This committee recommends the appointment/reappointment of executive directors and the appointments of employees from the level of vice-president and above along with the remuneration to be paid to them. The remuneration is fixed keeping in mind the persons track record, his/her potential individual performance, the market trends and scales prevailing in the similar industry. The Remuneration Committee comprises of non-executive and independent directors. Sri.Muralidhar Agarwal, Sri.R.C. Biswas and Sri.Umesh Kumar Mittal are the other members..

STAKEHOLDERS' RELATIONSHIP COMMITTEE:

During the year 2014-15, the Shareholders/Investors Grievance Committee met one time on 30th April, 2014

The composition and the attendance records of the members in the same are as under:

Name of the Director	Position held in the committee	No. of committee meetings attended during 2014-2015
Sri. Murali Dhar Agarwal	Chairman	1
Sri. Rabindra Chandra Biswas	Member	1
Sri. Umesh Kumar Mittal	Member	1

The committee inter alia approves issue of duplicate certificates, oversees and reviews all matters connected with the securities transfer. The committee also looks into redressal of Shareholders' complaints/requests like transfer of shares, non-receipt of balance sheet, change of address, revalidation of dividend warrants, rematerialisation request etc. The committee periodically evaluates the performance of the Registrar and Share Transfer agents and recommends measures for improvement in the quality of investor services.

The company did not receive any complaints/requests (other than request for transfer, demat and remat) during the year under review. There were no outstanding complaints as on 31st March 2015. All the valid requests for transfer of shares were considered for transfer. There were no share transfers pending as on 31.03.2015.

Sri Muralidhar Agarwal, Sri R.C. Biswas andSri. Umesh Kumar Mittalare the members of the committee.

All the requests and complaints received from the shareholders were attended to within the stipulated time and nothing was pending for disposal at the end of the year. For any clarification / complaint the shareholders may contact compliance officer of the company at the registered office of the company

2. MEETING OF INDEPENDENT DIRECTORS:

The Independent Directors of the Company had met during the year on 14 / 11 / 2014 to review the performance of non- Independent Directors and the Board as a whole, review the performance of the Chairperson of the Company and had accessed the quality , quantity and timeliness of flow of information between the company management and the Board.

3. REMUNERATION PAID TO DIRECTORS

Of the total 5 directors, one is executive director. The remuneration payable to these directors is determined by the Board on the recommendation of the remuneration committee. However, During the Current financial year 2014-15, the executive director was not paid any remuneration. This is subject to the approval of the shareholders at the Annual General Meeting and that of the Central Government and such other authorities as may be necessary. The non executive directors do not draw any remuneration from the company except sitting fees for attending the meetings of the board and the committees.

a) Details of Remuneration paid to the all the Directors during the financial year 2014-2015

PARTICULARS	Ashok Kumar Agarwal	Muralidhar Agarwal	Rabindra Chandra Biswas	Rajendra Prasad Kandikattu	Umesh Kumar Mittal
Basic Salary	NIL	NIL	NIL	NIL	NIL
Bonus/ Benefits	NIL	NIL	NIL	NIL	NIL
House Rent Allowance	NIL	NIL	NIL	NIL	NIL
Others Allowances	NIL	NIL	NIL	NIL	NIL
Commission	NIL	NIL	NIL	NIL	NIL
Other Perquisites/ performance linked incentive	NIL	NIL	NIL	NIL	NIL
Contribution to Provident	NIL	NIL	NIL	NIL	NIL
Fund / Pension	NIL	NIL	NIL	NIL	NIL
Contribution to Superannuation Fund	NIL	NIL	NIL	NIL	NIL
Stock Option	NIL	NIL	NIL	NIL	NIL
Service contracts/ notice period/ severance fees	NIL	NIL	NIL	NIL	NIL

b. Details of Sitting Fees paid to Non-Executive Directors during the financial year 2014-2015

Name of the Director	Board Meeting (Rs)	Audit Committee Meeting (Rs)	Remuneration Committee Meeting (Rs)	Stakeholders' Relationship Committee Meeting (Rs)	Total
Muralidhar Agarwal	NIL	NIL	NIL	NIL	NIL
Rabindra Chandra Biswas	NIL	NIL	NIL	NIL	NIL
Rajendra Prasad Kandikattu	8000	NIL	NIL	NIL	8000
Umesh Kumar Mittal	NIL	NIL	NIL	NIL	NIL

There were no pecuniary relationship or transactions of the non-executive director's vis-à-vis the company during the Financial Year ended 31st March, 2015.

a. Details of shareholding of Directors as on 31st March 2015

As on 31st March 2015, the company had one executive director and four non-executive directors. One executive directors, Mr. Ashok Kumar Agarwal holds 1288900 equity shares in the company. The other non-executive directors do not hold any shares in the company.

b. ANNUAL GENERAL MEETINGS AND EXTRAORDINARY GENERAL MEETING

The details of the Annual General Meetings / Extraordinary General Meeting held in the last three years are as follows:

Annual General Meetings of the Company:

Venue	Financial Year	Date & Time
B.M Birla Science Centre, Adarsh Nagar, Hyderabad - 500 063	2011 -2012	29th Septembe r, 2012
B.M Birla Science Centre, Adarsh Nagar, Hyderabad - 500 063	2012 -2013	30th September, 2013
B.M Birla Science Centre, Adarsh Nagar, Hyderabad - 500 063	2013 -2014	30th September, 2014

The details of special resolutions passed in AGM/EGM in the last 3 years are as follows:

AGM/EGM	Subject
Date of AGM– 29th September 2012	1. Appointment of Mr. Ashok Kumar Agarwal as executive chairman for a period of 3 years on non-remuneration basis 2. Appointment of Mr. R.C.Biswas as Director-Operations for a period of 3 years on a remuneration of Rs. 35,000 along with perquisites and allowances, commission etc
Date of AGM – 30th September 2013	No special resolution passed
Date of AGM – 30th September 2014	1. To mortgage and/or create charge for securing any loan obtained or to be obtained by the Company in favor of financial institution, Banks, body corporate, firm etc 2. To borrow such sums of monies from any financial institution, banks, body corporate, firm etc not with standing that the moneys to be borrowed together with moneys already borrowed provided that the total amount up to which moneys may be borrowed by the board of directors shall not exceed a sum of Rs. 100 Crores at any time.

E-Voting Poll No special resolutions were required to be passed by the shareholders of the company through postal ballot during the year 2014-2015.

9. A) RISK MANAGEMENT

Periodic assessments to identify the risk areas are carried out and management is briefed on the risks in advance to enable the company to control risk through a properly defined plan. The risks are classified as financial risks, operational risks and market risks. The risks are taken into account while preparing the annual business plan for the year. The Board is also periodically informed of the business risks and the actions taken to manage them. The Company has formulated a policy for Risk management with the following objectives:

- Provide an overview of the principles of risk management
- Explain approach adopted by the Company for risk management
- Define the organizational structure for effective risk management
- Develop a “risk” culture that encourages all employees to identify risks and associated opportunities and to respond to them with effective actions.
- Identify, assess and manage existing and new risks in a planned and coordinated manner with minimum disruption and cost, to protect and preserve Company's human, physical and financial assets.

B) RISK MANAGEMENT COMMITTEE:

The company has constituted a Risk Management company with the following directors:

A. Srishailam Vaddepally
B. Mohan Vijaya Krishna Tallapalli
C. Konda Laxmaiah

10. WHISTLE BLOWER POLICY

The company has an established mechanism for Directors / Employees to report concerns about unethical behavior, actual or suspected fraud, or violation of the code of conduct or ethics policy. It also provides for adequate safeguards against victimization of directors/ employees who avail of the mechanism. The company affirms that no personnel has been denied access to the audit committee. The Company has formulated a Policy of Vigil Mechanism and has established a mechanism that any personnel may raise Reportable Matters within 60 days after becoming aware of the same. All suspected violations and Reportable Matters are reported to the Chairman of the Audit Committee at e-mail idof the company. The key directions/actions will be informed to the Managing Director of the Company.

11. DISCLOSURES

During the year 2014-15, the company had no materially significant related transactions which are considered to have a potential conflict with the interest of the company at large. The disclosures as regard to related party transactions are disclosed in the notes to accounts. None of the transactions with any of the related parties were in conflict with the interests of the company.

There were no instances of non-compliances, penalties, imposed on the company by the stock exchanges, or any other statutory authority or any matter relating to the capital markets during the last three (3) years

12. ACCOUNTING TREATMENT: NOT APPLICABLE

13. COMPLIANCES :

There have been no instances of non-compliance by the company on any matters related to the capital markets, nor have any penalty/strictures been imposed on the company by the Stock Exchanges or SEBI or any other statutory authority on such matters.

14. MEANS OF COMMUNICATION

a. The unaudited quarterly results of the company are published in leading newspapers such a s Financial Express (English Edition), Praja Sakthi (Telugu edition) and Andhra Prabha (Telugu Edition). These are not sent individually to the shareholders.

b. The company's website address is: www.raasi.in. The website contains basic information about the company and such other details as required under the listing agreement. The company ensures periodical updation of its website. The company has designated the email- id of the company to enable the shareholders to register their grievances.

c. Pursuant to the listing agreement, all data related to quarterly financial results, shareholding pattern, etc., are filed in NEAPS within the time frame prescribed in this regard.

d. No presentations have been made to institutional investors or to analysts.

15. CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND THE SENIOR MANAGEMENT

The standards for business conduct provide that the directors and the senior management will uphold ethical values and legal standards as the company pursues its objectives, and that honesty and personal integrity will not be compromised under any circumstances. A copy of the said code of conduct is available on the website www.raasi.in. As provided under clause 49 of the listing agreement with the stock exchanges, the Board members and senior management personnel have affirmed compliance with the code of conduct for the financial year 2014-2015.

16.GENERAL SHAREHOLDER INFORMATION

a) Annual General Meeting

Date and time:	30th day of December, 2015 at 11.00 a.m
Venue :	B.M Birla Science Centre, Adarsh Nagar,
Hyderabad-500 063Book Closure Date :	23.12.2015 to 30.12.2015 (both days inclusive)
Financial Year	1st April to 31st March

b.

b. Financial calendar (tentative)	
Financial year	1st April 2015 to 31st March 2016
First quarter results	August 2014
Second quarter results and half yearly results	November 2015
Third quarter results	February 2016
Last quarter results/ Audited results	May 2016
c. Dates of books closure	23rd December 2015 to 30th December 2015
d. Dividend payment date	Not applicable
e. Listing on stock exchanges The company's securities are listed on	The Hyderabad stock exchange limited (stock code-RRL) Bombay stock exchange limited (stock code-502271)
f. ISIN Numbers in NSDL & CDSL for equity : shares	INE858D01017
g. Listing fee	The company has paid its annual listing fees to each of the above stock exchanges for the financial year 2014-15
h. Market price data	High/low price quotation in each month of the financial year 2014-15 on the Bombay stock exchange is given below. There is no trading in the Hyderabad stock exchange, hence no quotation for the year 2014-15

(Note: Annual Listing fees for the year 2015-16 were duly paid to the above stock exchanges)

Month	The Bombay Stock Exchange Limited	
	Month's High Price	Month's Low Price
	Rs	Rs
APR 2014	10.20	10.20
MAY 2014	9.69	8.75
JUN 2014	9.18	6.32
JUL 2014	6.99	5.95
AUG 2014	7.96	7.30
SEP 2014	8.73	6.94
OCT 2014	6.60	5.13
NOV 2014	6.17	5.30
DEC 2014	5.95	5.42
JAN 2015	5.58	4.59
FEB 2015	6.17	5.58
MAR 2015	9.00	6.47

c) Particulars of Dividend for the year ended 31.03.2015 : NIL

Date of declaration Rate of dividend Book Closure Date Date of payment of dividend Amount of dividend paid Share Capital	

Shareholding Pattern as on 31st March 2015

Category	No. of Shares held	Percentage of Shareholding
Promoters holding		
1. Promoters		
Indian Promoters	**2387220**	50.65
Foreign Promoters	____	____
2. Persons acting in concert	____	____
Sub Total	**2387220**	50.65
Non- Promoters Holding	____	____
3. Institutional Investors	____	____
a. Mutual funds and UTI	**2950**	0.06
b. Banks, Financial Institutions	**95825**	2.03
c. (Central /State Governments(s))		
d. FII'S	____	____
Sub-Total	**98775**	2.10
4. Others		
a. Corporate Bodies	**1030604**	21.87
b. Indian Public	**1188302**	25.22
c. NRIs	**8233**	0.17
d. Trusts	____	____
e. Clearing Members	**2**	
Sub-Total	**2227141**	47.25
Grand Total	**4713136**	100

d) Distribution of Shareholding as on 31st March 2015

shareholding	Number of Share holders	Number of Shares	% of Capital
1 —— 5000	5610	516757	11.05
5001 —— 10000	117	93997	1.99
10001 —— 20000	68	104810	2.22
20001 —— 30000	21	51665	1.1
30001 —— 40000	14	56519	1.2
40001 —— 50000	11	53170	1.13
50001 —— 100000	13	91367	1.94
100001 & Above	15	3740673	79.37
Total	5871	4713136	100

a) Registrar and Share Transfer Agents

Aarthi Consultants (P) Ltd.

1-2-285, Domalguda, Hyderabad- 500 029

Share transfers and communications regarding share certificates, change of address, etc., must beforwarded to the RTA.

Share Transfer System

Presently share transfers that are received in physical form are processed within 15 days from the date ofreceipt, subject to the documents being valid and complete in all respects and are dispatched to theshareholders within 30 days from the date of receipt.

b) Information in respect of unclaimed dividends due for remittance into Investor Education and Protection Fund (IEPF) is given below: NIL

Under the provisions of the Companies Act, 2013 dividends that remain unclaimed for a period of seven years from the date of declaration are required to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government.

Shareholders are advised by the company well in advance before transferring the unclaimed dividends to IEPF. Members are requested to note that as per the Companies Act, unclaimed dividend once transferred to IEPF will not be refunded.

Shareholders holding shares in electronic form are requested to deal only with their Depository Participant in respect of change of address, nomination facility and furnishing bank account number, etc.

a) **Request to Investors**

Shareholders are requested to follow the general safeguards/procedures as detailed hereunder in order to avoid risks while dealing in the securities of the company.

Shareholders are requested to convert their physical holding to demat/electronic form through any of the DPs to avoid any possibility of loss, mutilation etc., of physical share certificates and also to ensure safe and speedy transaction in securities.

Shareholders holding shares in physical form should communicate the change of address, if any, directly to the Registrars and Share Transfer Agent of the company.

It has become mandatory for transferees to furnish a copy of Permanent Account Number for registration of transfer of shares held in physical mode.

Shareholders holding shares in physical form who have not availed nomination facility and would like to do so are requested to avail the same, by submitting the nomination in Form 2B. The form will be made available on request. Those holding shares in electronic form are advised to contact their Dps.

As required by SEBI, it is advised that the shareholders furnish details of their bank account number and name and address of their bank for incorporating the same in the dividend warrants. This would avoid wrong credits being obtained by unauthorized persons.

b) **Reconciliation of Share Capital Audit**

A quarterly audit was conducted by a practicing company secretary, reconciling the issued and listed capital of the company with the aggregate of the number ofshares held by investors in physical form and in the depositories and the said certificates were submitted to the stock exchanges within the prescribed time limit. As on 31st March 2015 there was no difference between the issued and listed capital and the aggregate of shares held by investors in both physical form and in electronic form with the depositories

c) **Information to Shareholders**

A brief resume of the director reappointed together with the nature of his experience and details of the other directorships held by him is annexed to the Notice convening the Annual General Meeting.

d) **Plant Locations**

Lakshmipuram, Narketpally, Nalgonda District, Andhra Pradesh-508 254

10. NON-MANDATORY DISCLOSURES:

The non-mandatory requirements have been adopted to the extent and in the manner as stated under the appropriate headings detailed below:

(i) The Board

Independent Directors possess the requisite qualification and experience to contribute effectively to the company in their capacity as independent director.

(ii) Remuneration Committee

A remuneration committee has been set up under the chairmanship of Sri Muralidhar Agarwal, Sri R.C. Biswas and Sri. Umesh Kumar Mittal are the other members of the committee.

(iii) Audit Qualifications

The statutory financial statements of the company are unqualified.

(iv) Reporting of Internal Auditor

The Internal Auditor of the company directly reports to the Audit Committee.

DECLARATION BY CHAIRMAN AND MANAGING DIRECTOR ON CODE OF CONDUCT UNDER CLAUSE 49 OF THE LISTING AGREEMENT

To

The Members

Raasi Refractories Ltd

I, Ashok Kumar Agarwal hereby declare that to the best of my knowledge and information, all the Board Members and Senior Management Personnel have affirmed compliance with the code of conduct for the year ended March 31, 2015.

For Raasi Refractories Limited

Ashok Kumar Agarwal
Chairman and Managing Director
DIN: 00161705

Place: Hyderabad
Date: 30/05/2015

CERTIFICATION BY CHAIRMAN AND MANAGING DIRECTOR (CMD) and CHIEF FINANCIAL OFFICER (CFO) TO THE BOARD

We, Ashok Kumar Agarwal Chairman and Sistla Subrahmanya Sastry, Chief Financial Officer of Raasi Refractories Limited, certify that:

1. We have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
   a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
   b) these statements together present a true and fair view of the state of affairs of the company and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
3. We accept overall responsibility for establishing and maintaining internal control for financial reporting. This is monitored by the internal audit function, which encompasses the examination and evaluation of the adequacy and effectiveness, of internal control. The internal auditor works with all levels of management and statutory auditors and reports significant issues to the audit committee of the Board. The auditors and audit committee are appraised of any corrective action taken with regard to significant deficiencies in the design or operation of internal controls.
4. We indicate to the auditors and to the audit committee:
   a) Significant changes in internal control over financial reporting during the year;
   b) Significant changes in accounting policies during the year; and that the same have been disclosed in the notes to the financial statements; and
   c) Instances of significant fraud of which we have become aware of and which involve management or other employees having significant role in the company's internal control system and financial reporting. However, during the year there was no such instance.

Place: Hyderabad Date : 30-05-2015	Ashok Kumar Agarwal Chairman & Managing Director DIN: 00161705	Sistla Subrahmanya Sastry Chief Financial Officer

AUDITORS REPORT ON CORPORATE GOVERNANCE

TO THE MEMBERS OF RAASI REFRACTORIES LIMITED

We have examined the compliance of conditions of Corporate Governance by **RAASI REFRACTORIES** Limited for the year ended March 31, 2015 as stipulated in Clause 49 of the Listing Agreement of the said company with the stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedure and implementation thereof, adopted by the company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied in general with the conditions of corporate governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For SRB & Associates

Charted Accountant

ICAI Regn No.310009E

T Lakshmi Narayana

Partner

Membership No.14674

Place: Hyderabad

Date : 30-05-2015

INDEPENDENT AUDITOR'S REPORT

To The Members of

RAASI REFRACTORIES LIMITED

Report on the Financial Statements

We have audited the accompanying Financial Statements of RAASI REFRACTORIES LIMITED ("the Company"), which comprises the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year the ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the management as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Basis for qualified opinion

i. *Attention is invited to Note No: 8 to Financial Statements regarding Loans from financial Institutions and in respect of the same an interest of Rs. 239.35 lacs (including previous years) is not provided. The profits and reserves of the company do not reflect the correct position to that extent and liability of the company is also understated to that extent.*

ii. *Attention is invited to Note No: 8 to Financial Statements regarding outstanding Statutory Liabilities and in respect of the same the interest / penalty payable is not provided. Due to absence of full details the amount of Interest / penalty could not be quantified.*

iii. *Attention is invited to Note No: 17 to Financial Statements, regarding the Other Income and in respect of the interest income the accrued interest of Rs.2.85 lacs on bank deposits is not recognized, the revenue of the Company & assets of the company are understated to that extent.*

iv. *As stipulated in the provisions of Section 138 of Companies Act, 2013, the company has not appointed an Internal Auditor.*

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, *except for the effect of the matter described in the Basis for Qualified Opinion Paragraph*, the financial statements give the information required by the Act in the manner so required and give a true and fair view inconformity with the accounting principles generally accepted in India:

a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;

b) in the case of Statement of Profit and Loss, of the loss for the year ended on that date; and

c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Emphasis Matter

We draw attention to the following matters:

a) Note No: 10 to the financial statements on the matter of providing depreciation on fixed assets. The company has provided depreciation on Straight Line Method as per the provisions of (Schedule XIV) Companies Act, 1956 where as the company has to provide depreciation as per the provisions of (Schedule II) Companies Act, 2013.

b) Note No: 12 to the financial statements on matters relating to Inventories: The factory of the company was not functioning for about 18 Months due to various reasons like shortage of power, labour problems, shortage of raw materials, financial constraints etc, and the factory started operations from the middle of the financial year by which time most of the stocks are reported to be obsolete. Hence there is substantial depletion in the value of closing stock at the end of the financial year.

c) The confirmation of balances of payable & receivables have not been obtained. The receivables are netted from the trade payables and short term loans. There are some old claims, receivables in respect of which no provision is made for doubtful/irrecoverable debts as the company is hopeful of recovery /adjustment. Hence we are unable to express our opinion on payables & receivables and the consequent effect on the Financial Statements.**Other Matter:**

During the financial year on 28th February 2015 on behalf of Mr. Konda Laxmaiah & M/s. Ram Laxman Parboiled Rice Private Limited an open offer to the equity share holders of the company was made pursuant to and in compliance of SEBI Regulations, 2011 for substantial acquisition and takeover of the company.

Report on other Legal and Regulatory Requirements.

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, and on the basis of such checks of the books and records of the Company information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
   a. We have sought and, except for the possible effect of the matter described in point (a) of the emphasis paragraph above, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   b. In our opinion, except as discussed in the basis for qualified opinion paragraph above in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
   c. The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
   d. In our opinion, except as discussed in the basis for qualified opinion paragraph above, and AS 15 on Accounting for Employee Benefits, the financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
   e. On the basis of written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
   f. The report on matters relating to Internal Financial Controls over financial reporting and the operating effectiveness of the same as specified in clause (i), is not mandatory for the Financial Year ending 31st March 2015, as per the Government of India notification dated October 14, 2014 on the same matter.
   g. With respect to the other matters included in the Auditor's Report and in accordance with Rule 11 of Companies (Audit and Auditors) Rules, 2014 and in our opinion and to the best of our information and explanations given to us:
      i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer **Note 23.1** to the financial statements;
      ii. The Company has not made provision, as required under the applicable law or accounting standards, as the company is not foreseeing any material losses.
      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

For **SRB & Associates,**
Chartered Accountants ,
Firm Reg. No: 310009E

T. Lakshmi Narayana
Partner
Membership No: 014674

Date: 30th May 2015
Place : Hyderabad

Annexure referred to in paragraph 1 of our report of even date

Re: RAASI REFRACTRORIES LIMITED

I. a) The Company has not maintained proper records showing full particular including quantitative details and situation of fixed assets.

b) As explained to us, the fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.

ii. a) As explained to us, inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.

b) The procedures explained to us, which are followed by the management for physical verification of inventories, are in our opinion reasonable and adequate in relation to the size of the company and nature of its business.

c) The Company is maintaining proper records of inventory and the material discrepancies/ depletion noticed in the value of inventory is provided at the end of the financial year.

iii. No loans were granted by the Company, to any of the parties covered in the register maintained under section 189 of the Act. Hence the report on the related matters of this clause and sub-clauses (a) and (b) is not applicable.

iv. In our opinion and according to the information and explanations obtained by us, there is no defined adequate internal control system commensurate with the size of the company and the nature of its business with regard to purchase of inventory and fixed assets and for sale of goods and power.

v. The Company has not accepted any deposits from the public within the meaning of sections 73 to 76 or any other relevant provisions of the Act and rules framed there under.

vi. In our opinion and according to the information and explanations obtained by us the maintenance of cost records as specified under subsection (1) of section 148 of the companies Act, 2013 is not applicable.

vii. a) The Company is generally regular in depositing undisputed statutory dues and the arrears of outstanding statutory dues as at the end of the financial year for a period of more than 6 months are as follows:

Nature of statutory dues	Amount In Lacs
AP VAT	19.10
CST	4.18
Excise Duty	40.09
ESI Company's Contribution	20.53
ESI Employee's Contribution	5.75
Provident Fund Company's Contribution	51.66
Provident Fund Employee's Contribution	13.83
LIC premium recovered from Employees	10.29
Professional Tax	0.39
TDS	0.59
Total	**166.41**

b) According to the information and explanations given to us, the following statutory liabilities are outstanding which are disputed as at the end of Financial Year 2014-15:

Nature of dues	Dispute Pending before	Amount (In Lacs)	Remarks
Income Tax	Income Tax commissioner (Appeals)	14.48	Appeal filed on 13.05.2013 against the Assessment order Dt: 28.03.203 for AY 2010-11
Payment of Wage	Joint Commissioner Labour	47.80	Case filed by Labour for payment of wages from Jan 2014 to June 2014
Provident Fund	High Court AP	90.47	Writ Petition Filed against the order of Asst. PF Commissioner for payment of PY from March,2010 to Sep,2012

c) According to the information and explanations given to us, there are no amounts required to be transferred to Investor Education & Protection Fund under the provisions of Companies Act, 1956.

viii. The Accumulated losses, Net worth and Cash losses for the Financial Year ended 31.03.2015 and Immediately preceding year are as follows:

Particulars	Amount in Lacs	
	As at 31.03.2015	As at 31.03.2014
Accumulated Losses	2280.32	587.99
Net Worth	(1624.75)	67.63
Cash Loss	1588.41	251.91

ix. Based on our procedures and as per the information and explanations given to us, the company has defaulted in re-payment of dues to Financial Institutions to the Extent of Rs. 906.02 Lacs. There are no dues to Banks & Debenture holders.

x. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.

xi. According to the information and explanations given to us and records examined by us the company has not availed any term loans during the current Financial Year.

xii. During the course of our examination of the books and records of the Company, carried out in accordance with the Generally Accepted Accounting Practice in India and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company noticed or reported during the year, nor have we been informed of such case by t he management.

For **SRB & Associates,**
Chartered Accountants ,
Firm Reg. No: 310009E

T. Lakshmi Narayana
Partner
Membership No: 014674

Date: 30.05.2015

Balance Sheet as at 31st March 2015

	Particulars	Note No.	31st March, 2015 Rs.	31st March, 2014 Rs.
A	**EQUITY AND LIABILITIES**			
	1 Shareholders' funds			
	(a) Share capital	2	**47,131,360**	47,131,360
	(b) Reserves and surplus	3	**(209,601,873)**	(40,368,703)
	2 Non-current liabilities			
	(a) Long-term borrowings	4	**241,714,389**	184,505,453
	(b) Deferred tax liabilities (net)		**10,454,535**	10,454,535
	(c) Long term Provisions	5	**8,980,718**	9,259,060
	3 Current liabilities			
	(a) Short-term borrowings	6	**-**	-
	(b) Trade payables	7	**58,903,462**	60,307,317
	(c) Other current liabilities	8	**139,045,809**	99,820,770
	(d) Short-term provisions	9	**-**	1,421,553
	TOTAL		**296,628,400**	372,531,345
B	**ASSETS**			
	1 **Non-current assets**			
	(a) Fixed assets	10		
	(i) Tangible assets		**54,894,585**	65,228,084
	(iii) Capital work-in-progress		**25,375,336**	22,911,983
	(b) Non-current Investment	11	**-**	9,845,000
	2 Current assets			
	(a) Inventories	12	**52,584,947**	154,709,722
	(b) Trade receivables	13	**127,917,501**	85,055,613
	(c) Cash and cash equivalents	14	**3,766,726**	4,888,121
	(d) Short-term loans and advances	15	**32,089,305**	29,892,822
	TOTAL		**296,628,400**	372,531,345

See accompanying notes forming part of the financial statements

AS PER OUR REPORT OF EVEN DATE
for SRB & ASSOCIATES
Chartered Accountants
I.C.A.I Regn. No.310009E

for and on Behalf of the Board
for Raasi Refractories Limited

T.Lakshmi Narayana,
Partner
Membership No: 14674
Hyderabad
Dated: 30th May 2015

Ashok Kumar Agarwal
Executive Chairman

R.C. Biswas
Director

Statement of Profit and Loss for the year ended 31st March, 2015

(Amount in Rs.)

	Particulars	Note No.	31 March 2015	31 March 2014
1	Revenue from operations (gross)		**160,750,488**	169,747,646
	Less: Excise duty		**28,671,678**	18,922,042
	Revenue from operations (net)	16	**132,078,810**	150,825,604
2	**Other income**	17	**-**	653,104
3	**Total revenue (1+2)**		**132,078,810**	151,478,708
4	**Expenses**			
	(a) Cost of materials consumed	18	**224,713,455**	146,629,945
	(b) Changes in inventories of finished goods, work-in-progress and stock-in-trade	19	**21,082,020**	(2,123,338)
	(d) Employee benefits expense	20	**20,983,830**	18,267,597
	(e) Finance costs	21	**500,089**	1,519,930
	(f) Depreciation and amortisation expenses		**10,392,000**	10,394,896
	(g) Other expenses	22	**23,640,586**	12,375,400
	Total		**301,311,981**	187,064,430
5	**Profit / (Loss) before exceptional and extraordinary items and tax**		**(169,233,170)**	(35,585,722)
6	Exceptional items		**-**	-
7	**Profit / (Loss) before extraordinary items and tax**		**(169,233,170)**	(35,585,722)
8	Extraordinary items		**-**	-
9	**Profit / (Loss) before tax**		**(169,233,170)**	(35,585,722)
10	**Tax expense:**			
	(a) Current tax expense for current year		**-**	
	(b) (Less): MAT credit (where applicable)		**-**	-
	(c) Current tax expense relating to prior years		**-**	
	(d) Net current tax expense (a-b+c)		**-**	
	(e) Deferred tax		**-**	-
11	**Profit / (Loss) for the year**		**(169,233,170)**	(35,585,722)
12	**Earnings per share (of Rs. 10/- each):**			
	(a) Basic		**(35.87)**	(7.55)
	(b) Diluted		**(35.87)**	(7.55)
	See accompanying notes forming part of the financial statements			

AS PER OUR REPORT OF EVEN DATE

for SRB & ASSOCIATES
Chartered Accountants
I.C.A.I Regn. No.310009E

for and on Behalf of the Board
for Raasi Refractories Limited

T. Lakshmi Narayana,
Partner
Membership No: 14674
Hyderabad
Dated: 30th May 2015

Ashok Kumar Agarwal
Executive Chairman

R.C. Biswas
Director

Notes forming part of the financial statement for the year ended 31 March-2015

Note Particulars

1 Significant Accounting Policies

1.1 Basis of Accounting and preparation of financial statement

The financial statements are prepared in accordance with Generally accepted accounting Principles(GAAP) under the Historical cost convention on the accrual basis and on a going concern basis. GAAP comprises mandatory accounting standards as prescribed by the Companies(Accounting Standards) Rules, 2014, the provision of Companies Act, 2013 and Guidelines issued by the Securities and Exchange Board of India(SEBI).

1.2 Use of Estimates

The preparation of financial statements requires management to make certain estimates and assumptions that effect the amount reported in the financial statements and notes thereto. Differences between actual results and estimates are recognized in the period in which they materialize.

1.3 Inventories

Inventories are valued at the lower of cost (on FIFO / weighted average basis) and the net realisable value. Cost includes all charges in bringing the goods to the point of sale, Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable, excise duty.

1.4 Fixed Assets

All fixed assets are stated at cost less accumulated depreciation. Cost is inclusive of freight, duties, levies and any Cost directly attributable to bringing the assets to their present location and working conditions for intended use.

1.5 Depreciation/Amortization

Depreciation has been provided on the straight-line method as per the rates prescribed in Schedule II to the Companies Act, 1956 .

1.6 Investments

Investments are adjusted against the dues to the parties

1.7 Revenue Recognition

Revenues/Incomes and cost/expenditure are generally accounted on accrual basis as they are earned or incurred except in case of significant uncertainties. Income from sale of goods is recognised at the point of dispatch from the Factory godown. Sale value includes Excise duty and Frieght wherever applicable.

1.8 Taxes on income

Deferred Tax is not considered as in Earlier years due to insignificant effect on the Profit/Loss for the Year.

1.9 Provision, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. contingent Assets are neither recognized nor disclosed in the financial statement.

1.10 Employee Benefits

(a) Short term employee benefit obligations are estimated and provided for.

(b) Post employment benefits and other long term employee benefits:

Defined Contribution plans :

Company's contribution to provident fund and other funds are determined under the relevant schemes and/or statute and charged to revenue.

Company's liability towards gratuity is determined at each balance sheet date and provided for.

1.11 Borrowing Cost

Borrowing costs relating to acquisition or construction of fixed assets which takes substantial period of time to get ready for its intended use are included in the cost of fixed assets to the extent they relate to the period till such assets are ready to be put to use. Other Borrowing costs are recognized as an expense in the year in which they are incurred.

Notes forming part of the financial statement for the year ended 31st March 2015

Note No	Particulars	As at 31st March 2015 (Rs)	As at 31st March 2014 (Rs)
2	**Share Capital**		
	Authorised		
	2,50,00,000 (PY 2,50,00,000) Equity Shares of Rs. 10/- each with voting rights	**250,000,000**	250,000,000
	Issued, Subscribed and Fully Paid Up		
	47,13,136(PY 47,13,136) Equity Shares of Rs. 10/- each with voting rights	**4,71,31,360**	4,71,31,360
		4,71,31,360	4,71,31,360
	Reconciliation of the number of shares and amount		
		No of Shares	No of Shares
	Equity Share of Rs. 10/- each with voting rights		
	Opening Balance	**47,13,136**	47,13,136
	Fresh Issue	**0**	
	Closing Balance	**47,13,136**	47,13,136
	Details of Shares held by each shareholders holding more		
		No of Shares held	*% holding in that class of shares*
	As at 31st March 2015		
	Mr. Ashok Kumar Agarwal	**12,88,900**	27.35
	Mr. Sanjay Agarwal	**10,98,320**	23.30
	Vedvyas Marketing Services Pvt Limited	**3,39,580**	7.20
	Barbil Transport Co. Pvt Limited	**3,32,985**	7.07
	P & U Merchantiles Pvt Limited	**3,19,358**	6.78
	As at 31st March 2014		
	Mr. Ashok Kumar Agarwal	**12,88,900**	27.35
	Mr. Sanjay Agarwal	**10,98,320**	23.30
	Vedvyas Marketing Services Pvt Limited	**3,39,580**	7.20
	Barbil Transport Co. Pvt Limited	**3,32,985**	7.07
	P & U Merchantiles Pvt Limited	**3,19,358**	6.78

3 Reserves and Surplus

(a) Capital Reserve		
Central subsidy Account		
Opening Balance	**15,00,000**	15,00,000
Add: Amount received (utilised) during the year	**0**	0
Closing Balance	**15,00,000**	15,00,000
(b)Forfeiture of shares		
Opening Balance	**30,443**	30,443
Add: Shares forefeited (utilised) during the year		0
Closing Balance	**30,443**	30,443
(c) Securities Premium Account		
Opening Balance	**1,69,00,000**	1,69,00,000
Add: Premium on Shares Issues during the year	**-**	-
Closing Balance	**1,69,00,000**	1,69,00,000
(d) Suplus / (Deficit) in Statement of Profit and Loss		
Opening Balance	**(58,799,146)**	(23,213,426)
Add: Profit / (Loss) for the year	**(169,233,170)**	(35,585,720)
Closing Balance	**(228,032,316)**	(58,799,146)
Closing Balance	**(209,601,873)**	(40,368,703)

4 Long term borrowings

Other Loans & Advances		
Term Loan from SREI Equip. Finance Pvt Ltd	**8,73,16,206**	8,73,16,206
Loan from Director	**37,00,000**	37,00,000
Long term Creditors	**0**	4,12,97,940
From body corporates (Unsecured)	**15,06,98,183**	5,21,91,307
	24,17,14,389	18,45,05,453

	Term loan from M/S Srei Equipment Finance Pvt Ltd is secured by mortgage on the fixed assets of the Compnay		
5	**Long term Provisions**		
	Provision for Employees Benefits		
	Provision for Gratuity (net)	**89,80,718**	92,59,060
		89,80,718	92,59,060
6	**Short Term Borrowings**		
	Cash Credit Accounts with Banks		
	Cash Credit from SBBJ	**-**	-
	Cash Credit from SBI, Commercial Branch	**-**	-
	Cash Credit from SBH IFB	**-**	-
	Cash Credit from Andhra Bank	**-**	-
		-	-
7	**Trade Payables**		
	Other Than Acceptances	**5,89,03,462**	6,03,07,317
		-	-
		5,89,03,462	6,03,07,317
8	**Other Current Liabilities**		
	Current maturity of long term debt		
	Term Loan from banks	**-**	-
	Loan from financial institution	**9,06,02,398**	9,06,02,398
	Other Payables		
	Statutory Liabilties	**4,84,43,411**	92,18,372
		13,90,45,809	9,98,20,770
9	**Short Term Provisions**		
	Provision - Others		
	Provision for Income tax	**0**	14,21,553
		0	14,21,553

Notes forming part of the financial statement for the year ended 31st March-2015

Note No: 10

Fixed Assets - Tangible

SL No	DESCRIPTION	GROSS BLOCK: Balance as at 1st April 2014	GROSS BLOCK: Additions	GROSS BLOCK: Disposals	GROSS BLOCK: Balance as at 31st March 2015	ACCUMULATED DEPRECAITION AND IMPAIRMENT: Balance as at 1st April 2014	ACCUMULATED DEPRECAITION AND IMPAIRMENT: Depreciaiton Expenses for the year	ACCUMULATED DEPRECAITION AND IMPAIRMENT: Eliminated on disposal of assets during the year	ACCUMULATED DEPRECAITION AND IMPAIRMENT: Balance as at 31st March 2015	NET BLOCK: Balance as at 31st March 2015	NET BLOCK: Balance as at 1st April 2014
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
1	LAND & SITE DEVELOPMENT	18,83,953	-	-	18,83,953	0	0	-	-	18,83,953	18,83,953
2	BUILDINGS	3,88,72,650	-	-	3,88,72,650	1,00,98,060	9,46,810	-	11,044,870	2,78,27,780	2,87,74,590
3	PLANT & MACHINERY	16,83,16,483	-	-	16,83,16,483	13,55,25,992	88,55,969	-	144,381,961	2,39,34,522	3,27,90,491
4	FURNITURE & FIXTURES	22,48,887	-	-	22,48,887	19,64,183	1,42,356	-	2,106,539	1,42,348	2,84,704
5	OFFICE EQUIPMENT	20,74,670	58,500	-	21,33,170	15,83,800	1,28,429	-	1,712,229	4,20,941	4,90,869
6	VEHICLES	33,51,957	-	-	33,51,957	23,48,480	3,18,437	-	2,666,917	6,85,040	10,03,475
	TOTAL	21,67,48,600	58,500	-	21,68,07,100	15,15,20,515	1,03,92,000	-	16,19,12,515	5,48,94,585	6,52,28,084
	CAPITAL WORK IN PROGRESS	2,29,11,983	2,463,353		2,53,75,336					2,53,75,336	2,29,11,983
	PREVIOUS YEAR	21,67,48,600	-	-	21,67,48,600	14,11,25,621	1,03,94,896	-	15,15,20,517	6,52,28,084	75,622,980

Notes forming part of the financial statement for the year ended 31st March 2015

Note No	Particulars	As At 31st March 2015 (Rs.)	As At 31st March 2014 (Rs.)
11	***Non current Investment***		
	Unquoted,at cost		
	32,900 shares of Rs 10/- of Iceberg Aqua Pvt Ltd	**0**	16,45,000
	4,10,000 shares of Rs 10/- Iceberg Foods Ltd	**0**	82,00,000
	Disclosure:	**0**	98,45,000
	The investments are adjusted towards the liability in the account of Trishul Cements Pvt Ltd		
12	***Inventories***		
	(At lower of cost and net realisable value)		
	Raw Materials	**89,68,596**	8,18,05,017
	Work-in-progress	**15,68,063**	2,19,61,193
	Finished Goods	**3,57,56,359**	3,64,45,249
	Stores & Spares	**52,99,594**	84,79,904
	Others		
	Coal	**9,46,020**	59,72,044
	Furnace Oil	**46,315**	46,315
		5,25,84,947	15,47,09,722
13	**Trade Receivable**		
	Undescured, Considered Good		
	Trade Receivables outstanding for a period exceeding six months from the date they were due for payment	**9,22,58,238**	4,93,94,476
	Other Trade Receivable	**3,56,59,263**	3,56,61,137
		12,79,17,501	8,50,55,613
14	**Cash and cash equivalents**		
	Cash in hand	**43,234**	13,482
	Balances with Banks		
	in Current account	**3,18,928**	14,70,075
	in earmarked accounts		
	balances held as margin money or securities against borrowings, guarantees and other commitments having maturity of less then 12 months	**34,04,564**	34,04,564
		37,66,726	48,88,121

15	**Short term Loans and advances**		
	(Unsecured, considered good)		
	Trade advances	**1,09,38,610**	75,26,918
	Interest receivable	**3,17,979**	3,17,979
	Security Deposits	**82,02,172**	1,01,35,415
	Loans and Advances to Employees	**36,40,554**	32,48,015
	Adv for Income Tax	**4,02,038**	0
	Balance with Government Authorities		
	Deposits with Central Excise	**85,87,953**	86,64,495
	VAT Credit Receivable	**-**	0
		3,20,89,305	2,98,92,822
16	**Reveune From Operations**		
	Sale of Products		
	Export Sales	**0**	0
	Domestic Sales	**16,07,50,488**	16,97,47,646
	Self consumption	**0**	0
	Sale of Scraps	**-**	0
		16,07,50,488	16,97,47,646
	Less: Excise Duty	**2,86,71,678**	1,89,22,042
		13,20,78,810	15,08,25,604
	Refractories and Allied Products	**16,07,50,488**	16,97,47,646
17	**Other Income**		
	Interest Income		
	Interest from bank on deposits	**0**	6,46,120
	Interest on Secutiry deposits	**0**	7,020
	Income on sale of Fixed Assets	**-**	0
	Gain (Deficit) on Forex Fluctuation	**0**	0
	Miscellaneous Income	**0**	-36
	& spares)	**0**	6,53,104
18	**Cost of Materials Consumed including Stores & Spares**		
	Opening Stock	**9,02,84,921**	7,33,92,421
	Add: Purchases	**14,36,70,674**	16,35,22,445
	Less: Closing Stock	**1,42,68,190**	9,02,84,921
	Cost of Materials Consumed	**21,96,87,405**	14,66,29,945

	Material Consumed Comprises:		
	Coal		0
	Furnece Oil	**0**	0
	Grog	**0**	0
	Stores Materials	**0**	0
	Other Raw Materials	**22,47,13,455**	14,66,29,945
		22,47,13,455	14,66,29,945
19	**Changes in inventories of finished goods, work - in progress and stock in trade**		
	Finished Goods		
	Opening Stock	**3,64,45,249**	3,28,40,135
	Closing Stock	**3,57,56,359**	3,64,45,249
		6,88,890	-3,605,114
	Work-in-progress		
	Opening Stock	**2,19,61,193**	2,34,42,969
	Closing Stock	**15,68,063**	2,19,61,193
		2,03,93,130	14,81,776
	Net (increase) / decrease	**2,10,82,020**	-2,123,338
20	**Employees Benefit Expense**		
	Salaries & Wages	**1,63,52,217**	1,45,70,041
	Contribution to Provident Fund	**11,40,555**	11,52,505
	Contribution to ESIC	**5,80,408**	5,44,693
	Gratuity	**6,63,883**	3,50,344
	Other Benefits	**22,46,767**	16,50,014
		2,09,83,830	1,82,67,597
21	**Finance Cost**		
	Interest Expenses on		
	Term Loans from Banks	**-**	0
	Term Loans from Institution	**-**	0
	OCC & Others	**5,00,089**	15,19,930
		5,00,089	15,19,930

22	Other Expenses		
	Administrative Expenses	**15,50,103**	11,21,980
	Legal & Professional Charges	**6,59,744**	9,57,850
	Other Manufacturing Expenses	**20,37,363**	1,05,052
	Payment to Auditors- Statutory Audit Fee	**1,50,000**	1,50,000
	Power & Fuel	**-**	-
	Repairs & Maintenance	**63,03,288**	63,03,288
	Plant & Machinery	**3,32,575**	38,000
	Vehicles	**5,67,434**	1,85,229
	Other Assets	**0**	1,37,003
	Insurance	**7,027**	28,770
	Rent,Rates & Taxes	**4,95,017**	5,63,235
	Travelling & Conveyance	**4,54,636**	2,95,877
	Printing & Stationery	**82,660**	14,614
	Postage, Telegrams & Telephones	**1,52,660**	3,13,455
	Selling & Marketing Expenses	**1,08,37,079**	36,39,797
	Pooja Expenses	**11,000**	0
		2,36,40,586	1,23,75,400

Notes forming part of the financial statement for the year ended 31st March 2015

Note	Particulars	As at 31st March 2015(Rs)	As At 31st March 2014 (Rs.)
23	**Additional Information to the financial statement**		
23.1	***Contingent Liabilities and commitments (to the extent not provide for)***		
	Contingent Liabilities		
	Outstanding Bank guarantee	**28,77,785**	28,77,785
	Appeal pending before The CIT(Appeals)	**14,48,450**	9,27,000
	Appeal pending before AP High Court against PF Demand	**90,47,169**	46,37,400
	Case filed by Labour before Jnt. Cimmissioner of labour	**47,80,207**	
		1,81,53,611	84,42,185

23.2 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

	Principal amount remainig unpaid as at the end of the accounting year	**0**	0

Disclosure:

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

Note	Particulars	As at 31st March 2015(Rs)	As At 31st March 2014 (Rs.)
23.3	**Value of imports calculated on CIF basis**		
	Raw materials	**-**	-
	Capital goods (Machinery)	**-**	-
		-	-
23.4	**Expenditure in Foreign Currency**		
	Bank Charges	**-**	-
	Commission on sales	**-**	-
		-	-

Note	Particulars	As at 31st March 2015(Rs)	As at 31st March 2014(Rs)
23.5	**Details of Consumption of imported and indigenous items**		
	Raw Materials including stores materials		
	imported - Rs.	**-**	-
	indigenous - Rs.	**22,47,13,455**	14,66,29,945
	imported - %	**-**	-
	indigenous - %	**100.00**	100.00
	Total - Rs.	**21,67,14,062**	26,42,42,116

24 Discolsure under Accounting Standards

24.1 Related Party Transaction

Disclosures as required by Accounting Standard-18 "Related Party Disclosure" issued by the Institute of Chartered Accountants of India are as under:-

Relationship:

A. Key Management Personnel

1. Mr. Ashok Kumar Agarwal, Executive Chairman
2. Mr. R.C. Biswas, Director

B. Companies under the same management

1. Sarvesh Refractories Limited
2. Sree Metaliks Limited
3. Rourkela Minerals Co. Pvt. Limited

The following transactions were carried out with related parties in the ordinary course of business :

A. Key Management Personnel **Nature of transaction**	**31.03.2015**	**31.03.2014**
Sale of goods		
Purchase of goods	**-**	-
Remuneration	**-**	420,000
Rent received	**-**	-
Commission Paid	**-**	-
Loan received	**-**	-
Loan given back	**-**	-
Loan granted	**-**	-
Loan received back	**-**	-
Balance outstanding:-	**-**	-
-Loans recoverable	**-**	-
-Advances recoverable	**-**	-
-Sundry debtors	**-**	-
-Sundry Creditors	**-**	-
-Other Liabilities	**-**	-

B. Companies under the same management **Nature of transaction**	**31.03.2015**	**31.03.2014**
Sale of goods	**27,522,131**	23,781,026
Purchase of goods	**83,229,126**	171,207,039
Rent received	**-**	-
Interest Paid	**-**	418,150
Loan received	**-**	-
Loan given back	**-**	-
Loan granted	**-**	-
Loan received back	**-**	-
Balance outstanding:-	**-**	
-Loans recoverable	**-**	-
-Advances recoverable	**-**	-
-Sundry debtors	**-**	75,256,788
-Sundry Creditors	**191,564,707**	305,414,599
-Other Liabilities(unsecured loans taken)	**55,891,307**	55,891,307

24.2 **Employee Benefits:**

The Company has paid/provided the employee benefits as under:

	Period Ended 31.03.2015	Period Ended 31.03.2014
(a)Employer's Contribution to Provident Fund	**1,184,764**	1,152,505
(b)Gratuity	**663,883**	350,344
(c)Other benefits like Leave encashment, LTC, Medical Expenses etc	**2,922,168**	1,650,014

Disclosure:

Gratuity is calculated on the basis of number of completed years of services as on balance sheet date

The other benefits are recognised on payment basis

The company has made without obtaining acturial valuation. Insurance Policy will be taken for Gratutity liability

25 Segment reporting :

Since the company has only one segment i.e Refractories ,the segment reporting as per AS 17 issued by ICAI is not applicable

CASH FLOW STATEMENT FOR THE YEAR 2014-15

	Particulars	Note No.	31st March 2015	31st March 2014
A:	**CASH FLOW FROM OPERATING ACTIVITIES**			
	Net Profit / (Loss) before tax		**(169,233,170)**	**(35,585,722)**
	Adjustments for:			
	Depreciation and amortisation expense	10	**10,392,000**	10,394,896
	Provisions		**-**	326,344
	Interest expense	21	**500,089**	1,519,930
	Interest income	17	**-**	(653,104)
	Operating profit before working capital changes		**(158,341,081)**	**(23,997,656)**
	(Increase)/Decrease in Inventories	12	**102,124,775**	(18,909,647)
	(Increase)/Decrease in Trade recevables	13	**(42,861,888)**	(703,663)
	(Increase)/Decrease in Short Term Loans & Advances	15	**(2,196,483)**	(3,646,086)
	Increase/(Decrease) in Trade payables	7	**(1,403,855)**	26,384,664
	Increase/(Decrease) in Other Current Liabilities	8	**39,225,039**	58,396,058
	Increase/(Decrease) in Short Term Provisons	9	**(1,421,553)**	(109,584)
	Increase/(Decrease) in Long Term Provisons		**(278,342)**	-
	Cash generated from operations		**(65,153,388)**	**37,414,086**
	Taxes paid		**-**	-
	Net cash provided by operating activities		**(65,153,388)**	**37,414,086**
B	**CASH FLOWS FROM INVESTING ACTIVITIES**			
	Purchase of fixed assets	10	**(2,521,854)**	-
	Proceeds from sale of Investments		**9,845,000**	-
	Interest received	17	**-**	653,104
	Net cash used in investing activities		**7,323,146**	**653,104**

C	**CASH FLOWS FROM FINANCING ACTIVITIES**			
	Increase/(Decrease) of long-term Borrowings	4	**57,208,936**	(61,287,417)
	Interest paid	21	**(500,089)**	(1,519,930)
	Net cash used in financing activities		**56,708,847**	**(62,807,347)**
	Net increase/(decrease) in cash and cash equivalents		**(1,121,395)**	**(24,740,157)**
	Cash and cash equivalents at the beginning of the year		**4,888,121**	29,628,278
	Cash and bank balances at the end of the year		**3,766,726**	**4,888,121**

AS PER OUR REPORT OF EVEN DATE
for SRB & ASSOCIATES
Chartered Accountants
I.C.A.I Regn. No.310009E

for and on Behalf of the Board
for Raasi Refractories Limited

T.Lakshmi Narayana,
Partner
Membership No: 14674
Hyderabad
Dated: 30th May 2015

Ashok Kumar Agarwal
Executive Chairman

R.C. Biswas
Director

CERTIFICATE

We have examined the attached Cash Flow Statement of Raasi Refractories Limited for the period ended 31st March, 2015. The Statement has been prepared by the Company in accordance with the requirements of Clause 32 of Listing Agreement with Stock Exchanges and is based on and in agreement with the corresponding Profit and Loss Account and Balance sheet of the Company covered by our report of to the members of the Company.

For Raasi Refractories Limited

Place: Hyderabad
Date: 30-05-2015

Ashok Kumar Agarwal
Executive Chairman

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE AS AT 31ST MARCH, 2015

I. REGISTRATION DETAILS : State Code: 01

Registration No.	3339		
Balance Sheet Date	31st	MARCH	2015
	Date	Month	Year

II. CAPITAL RAISED DURING THE YEAR (AMOUNT Rs. In Thousands ' 000)

Public Issue	NIL	Rights Issue	NIL
Bonus Issue	NIL		

III.POSITION OF MOBILIZATION AND DEPLOYMENT OF FUNDS (Amount Rs. In Thousands' 000)

Total Liabilities	Rs. 296628	Total Assets	Rs.296628

Source of Funds :

Paid-up Capital	Rs. 47131	Long term liabilities	Rs.261150
Reserve & Surplus	Rs. (209602)	Current liabilities	Rs.197949

Application of Funds:

Net Fixed Assets	Rs. 80270	Current Assets	Rs. 216358
Investments	Rs. 0	Deferred Tax +(-)	Rs. (10455)

IV.PERFORMANCE OF COMPANY (AMOUNT Rs. Thousands/ '000)

Turnover	Rs. 132079	Profit/ (Loss) Before Tax	Rs.(169233)
Total Expenditure	Rs. 301312	Profit/ (Loss) After Tax	Rs.(169233)
Earnings per Share	Rs. (35.87)		

V.GENERIC NAMES OF THREE FINANCIAL PRODUCTS / SERVICES OF COMPANY

Item Code No. (ITC CODE)	Product Description
69022002	BRICKS AND SHAPES - HIGH ALUMINA
69021001	MAGNESITE BRICKS & SHAPES
69021004	BRICKS AND SHAPES - MAGNESIA CARBON

for and on behalf of the Board
for Raasi Refractories Limited

R. C. Biswas
Director

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN: **L26920TG1981PLC003339**

Name of the Company**:** **RAASI REFRACTORIES LIMITED**

Registered Office: Flat No. 503, Plot No. C, S No. 146, Dwarakapuri Colony Punjagutta, Hyderabad - 500 082.

Name of the Member (s)	:
Registered Address	:
E-mail Id	:
Folio No / Client Id	:
P ID	:

I/We, being the member (s) of ………… shares of the above named company, hereby appoint

1. Name: ……………………

   Address:

   E-mail Id:

   Signature:……………., or failing him

2. Name: ……………………

   Address:

   E-mail Id:

   Signature:……………., or failing him

3. Name: ……………………

   Address:

   E-mail Id:

   Signature:……………., or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual general meeting of the company, to be held on the **30th day of December, 2015 At 11.00 a.m. at Bhaskara Auditorium, B.M.Birla Science Centre, Adarsh Nagar, Hyderabad 500003** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1…………………………………

2…………………………………

3………………………………...

Signed this……....................... day of……...................… 2015

Signature of shareholder

Affix
Revenue
Stamp

Signature of Proxy holder(s)

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

REFRACTORIES

RAASI REFRACTORIES LIMITED

Flat No. 503, Plot No. C, S No. 146, Dwarakapuri Colony, Punjagutta, Hyderabad-500082,

ATTENDANCE SLIP

THIRTY THIRD ANNUAL GENERAL MEETING OF THE COMPANY

Dp.Id* ……………………… Folio No……………………….

Client Id* …………………. No.of Shares…………………

I hereby record my presence at the 33RD ANNUAL GENERAL MEETING of the Company being held on Wednesday, the 30th December, 2015 at 11.00 A.M. at Bhaskara Auditorium, B M Birla Science Centre, Adarshnagar, Hyderabad - 500 063.

1. Full Name of the Member ______________________________
   (in Block Letters)

2. Full Name of the Proxy Holder ______________________________
   (in Block Letters)

Member's / Proxy Signature

Note:
1. A Member / Proxy attending the meeting must complete this Attendance Slip and hand it over at the entrance.
2. Member intending to appoint a Proxy, should complete the Proxy Form and deposit it at the Company's Registered Office not later than 48 hours before the commencement of the Meeting.

* Applicable for investors holding shares in Electronic Form.

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PRINTED MATTER

If undelivered please return to:

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H.No.15-145/9, Kodandaram Nagar
Saroor Nagar, Near Sarada Talkies
Hyderabad - 500 060.
Telangana
Ph: 040 - 24054462
E-mail: marketing@raasi.in