

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*	<p>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)</p> <ul style="list-style-type: none"> · 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#	<p>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.</p>
Dividend Bank Details#	<ul style="list-style-type: none"> · 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 mill 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 Owners 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 Administration 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 Wadhvani 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**

Date: 14-11-2015
Place: Hyderabad

Konda Laxmaiah
Din: 00573281
Director

**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**

**Date: 14.11.2015
Place: Hyderabad**

**Konda Laxmaiah
DIN: 00573281
Director**