

RAASI REFRACTORIES LIMITED

CIN: L26920TG1981PLC003339

Date: 08th September 2021

To

General Manager

Department of Corporate Services
Bombay Stock Exchange Limited
Dalal Street, Mumbai – 400001

Dear Sir,

Ref; Raasi Refractories Limited (Scrip Code: 502271)

Sub; Submission of Notice of 39th Annual General Meeting to be held on Thursday, the 30th Day of September, 2021 & 39th Annual Report for FY 2020-21

Pursuant to Regulation 34 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, we are herewith submitting the 39th Annual Report of the Company along with the Notice of the Annual General Meeting for the financial year 2020-21, which is being dispatched/sent to the members by email in pursuance of MCA/SEBI Circular.

The 39th Annual General Meeting (“AGM”) of the company will be held on Thursday, 30th Day of September, 2021 at 01:00 PM through video conferencing/Other Audio Visual Means (“OAVM”)

Kindly take the above Information on record

Thanking You

Yours faithfully,

Sd/-

Venkanna Konda
Managing Director
DIN: 07959357

**Registered Office: 15-145/9, Kodandaram Nagar, Saroor Nagar, Near Sarada
Talkies, Hyderabad – 500060**

Tel: 040 – 2405 4462, Email: marketing@raasi.in, CIN: L26920TG1981PLC003339

NOTICE

Notice is hereby given that the 39th Annual General Meeting of the members of **RAASI REFRACTORIES LIMITED** will be held on Thursday, 30th Day of September, 2021 at 01:00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

Ordinary business:

1. To receive, consider and adopt the audited financial statements of the company for the financial year ended 31st March, 2021 together with the reports of the Board of Directors and the auditors thereon.
2. To appoint a director in place of Smt. Soujanya Konda (DIN: 01263927), who retires by rotation and being eligible, offers herself for reappointment.

Special Business:

3. Appointment of Mr. Venkanna Konda (DIN: 05119181) as Managing Director.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Schedule V to the Companies Act, 2013 and as recommended by the Nomination and Remuneration Committee, **Mr. Venkanna Konda (DIN: 05119181)**, Director of the Company, be and is hereby appointed as the "Managing Director" of the Company for a period of five years with effect from 05th April, 2021 upon such terms and conditions as set out in the explanatory statement annexed to the notice convening this meeting."

"RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution."

By order of the Board
Sd/-

VENKANNA KONDA

Managing Director

DIN: 05119181

Place : Hyderabad

Date : 3rd September, 2021

NOTES :

1. In view of the global outbreak of the Covid-19 pandemic, social distancing is a norm to be followed. Accordingly, the Ministry of Corporate Affairs ("MCA") vide its General Circular No. 02/2021 General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/ 2020 dated April 13, 2020, followed by General Circular No. 20/2020 dated May 5, 2020 read with 13th January, 2021 has permitted the companies to conduct the Annual General Meeting ("AGM") to be held in the year 2021 through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for the 39th Annual General Meeting of the company shall be the registered office of the company.
2. SEBI Vide circular dated 15th January, 2021, has extended the relaxations given vide its circular dated 12th May, 2020 in respect of sending physical copies of Annual Report to shareholders and requirement of proxy for general meetings held through electronic mode,

till 31st December, 2021. Therefore, Notice of AGM along with Annual Report is being sent only through electronic mode to those members whose email addresses are registered with the Company / Depositories.

3. The Statement pursuant to Section 102 (1) of the Act, in respect of special business as per Item No. 3 herein above is annexed hereto.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act
5. The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
6. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. Members of the Company under the category of Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to marketing@raasi.in with a copy marked to evoting@cdslindia.com.
8. As per Regulation 40 of SEBI (LODR) Regulations, as amended from time to time, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Aarthi Consultants Private Limited ("ACPL") for assistance in this regard
9. To support the „Green Initiative“, Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with ACPL in case the shares are held by them in physical form
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to ACPL in case the shares are held by them in physical form.
11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to ACPL in case the shares are held in physical form.
12. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or ACPL, the details of such folios together with

the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

13. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
14. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company atleast seven days before the date of AGM through email on marketing@raasi.in. The same will be replied by the Company suitably.
15. At the Thirty-Seventh AGM held on September 30, 2019 the Members approved appointment of M/s VMM & Co., Chartered Accountants (Firm Registration No. 014297S) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the Annual General Meeting to be held in the financial year 2024
16. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice

A. INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS

- i. In compliance with the provisions of Section 108 of the Act, read with corresponding rules, as amended from time to time, Regulation 44 of the SEBI (LODR) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- ii. The remote e-voting period commences on Monday, 27th September, 2021 at 10:00 A.M IST and ends on Wednesday, 29th September, 2021 at 5:00 P.M IST. During this period, Members holding shares either in physical form or in dematerialized form, as on Tuesday, 23rd September, 2021 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM
- iii. The Board of Directors has appointed Mr. Pavan Kumar Bhattiprolu (Membership No. FCS 5399) as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- iv. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date
- vi. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- vii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - a) The shareholders should log on to the e-voting website www.evotingindia.com.
 - b) Click on "Shareholders" module.
 - c) Now enter your User ID

- ❖ For CDSL: 16 digits beneficiary ID,
- ❖ For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- ❖ Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL’s EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL’s EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically

- d) Next enter the Image Verification as displayed and Click on Login.
- e) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- f) If you are a first time user follow the steps given below:
For members holding shares in Demat Form and Physical Form

For Members holding shares in Demat Form and Physical Form

PAN	<p>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"> ❖ Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their names 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” before the number after the first two characters of the name in the CAPITAL letters. Eg. If your name is Vasudevan with Folio No. 1 then enter VA00000001 in the PAN Field
Dividend Bank Details OR Date of Birth	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> ❖ If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- g) After entering these details appropriately, click on “SUBMIT” tab.
- h) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- i) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- j) Click on the EVSN for “RAASI REFRACTORIES LIMITED” on which you choose to vote.
- k) 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.
- l) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- m) 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.
- n) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- p) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- q) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- r) Process For Those Shareholders Whose Email Addresses Are Not Registered With The Depositories For Obtaining Login Credentials for e-voting:
 - i. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
 - ii. For Demat shareholders -, please provide Demat account details (CDSL16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA email id.

B. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- i. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- ii. Shareholders are encouraged to join the Meeting through Laptops / I Pads for better experience.
- iii. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- v. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- vi. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

C. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- ii. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- iii. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- iv. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the EGM/AGM.

D. INSTRUCTIONS FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS

- i. Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- iii. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- iv. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- v. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- vi. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; marketing@raasi.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same
- vii. Members who need assistance before or during the AGM, or have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to

helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Rakesh Dalvi (022-23058542/43).

- viii. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 022-23058542/43.
17. The scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than 48 hours from the conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
18. The Results will be declared on receipt of Scrutinizer's Report at the registered office of the Company at 15-145/9, Kodandaram Nagar Saroor Nagar, Near Sarada Talkies, Hyderabad, and Telangana - 500060. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL immediately and communicated to the BSE.

EXPLANATORY STATEMENT PURSUANT TO SEC 102 OF THE COMPANIES ACT, 2013

As required under Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the items of Special Business specified in item No. 3 of the Notice of the Meeting.

1. Sri Venkanna Konda (DIN: 05119181) was appointed as a Director of the Company with effect from 29th September, 2018, in accordance with the provisions of Section 152 of the Companies Act, 2013
2. The Board is of the view that the appointment of Sri Venkanna Konda (DIN: 05119181) on the Company's Board as the Managing Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 3 for approval by the members of the Company.
3. Brief profile of Mr. Venkanna Konda (DIN: 05119181), nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees and shareholding etc. as stipulated under the Listing Regulations and Secretarial Standard 2 are provided as an Annexure to this notice.
4. The Terms and Conditions of Appointment of Sri Venkanna Konda (DIN: 05119181) as the "Managing Director" are given below:

A. Tenure of Appointment:

The appointment of the Managing Director will be for a period of 5 years and with effect from 5th April 2021

B. Nature of Duties:

The Managing Director will be responsible for, but not limited to:

- Providing strategic direction to the company and overseeing the deployment of resources to meet the Company's objectives.
- Taking overall responsibility for operational & technical safety
- Ensuring compliance with the contract and full profit/ loss responsibility for the company
- Driving the values orientation of the company within Raasi Refractories business and with stakeholders
- Select and manage the senior management team and create an environment in which they can work effectively
- Responsible for the financial performance – budget setting, monitoring and taking corrective actions as necessary to ensure objectives are met
- Closely liaise and coordinate with company's departments (operation, maintenance, QHSE, HR, finance) to achieve efficient definition and implementation of procedure and plans.
- Manage and develop day to day stakeholder relationships with our client ensuring successful operations.

C. Remuneration:

Mr. Venkanna Konda to be paid remuneration of Rs 1,00,000/- (One Lakh Only) during the tenure of his appointment subject to the limits as provided under Section 197 and in case of no profits or inadequate profits, a minimum remuneration to be paid as provided under schedule v subject to the maximum remuneration stated above.

Benefits, Perquisites & Allowances: Nil

Commission (if any): Nil

The provisions of Sections 152 and 196 of the Companies Act, 2013 require the Company to obtain the approval of the Members for such appointment.

None of the Directors of the Company are interested in the given resolution except Mrs. Soujanya Konda who is the sister of Mr. Venkanna Konda

The Board recommends the said resolution to be passed as an **Ordinary Resolution**.