

**NOTICE**

Notice is hereby given that the **Twenty Sixth Annual General Meeting** of the members of the Company will be held on Monday, 14<sup>th</sup> Day of September, 2020 at 11.00 a.m. through Video Conference ("VC") / Other Audio Visual Means ("OAVM") facility to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2020 and the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date along with the Report of the Board of Directors and the Auditors thereon
2. To declare dividend of Rs.0.50/- per Equity Share of Rs.10/- each to the shareholders for the financial year 2019-20.
3. To appoint a Director in the place of Sri. G. Ganapathi Rama PrabhakaraRaju, (DIN: 00454614) who retires by rotation and being eligible offers himself for re-appointment.
4. Increase in remuneration payable to Statutory Auditors of the Company

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

"RESOLVED THAT pursuant to Sections 139,141,142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the Act and pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), remuneration payable to M/s. K.S.Rao & Co, Chartered Accountants (Firm Registration No.003109S), Statutory Auditors of the Company, for a remaining tenure of 4 years of their appointment from conclusion of 26<sup>th</sup> Annual General Meeting until the conclusion of 30<sup>th</sup> Annual General Meeting of the Company be and is hereby increased to Rs. 50,000/- per annum plus out of pocket expenses and taxes at the applicable rates".

**SPECIAL BUSINESS:****5. Re appointment of Mr. G Raghu Rama Raju as Managing Director of the Company**

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

"RESOLVED THAT pursuant to Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and as recommended by Nomination Remuneration Committee approval of the Company, Mr. G Raghu Rama Raju be and is here by re appointed as Managing Director of the Company for a period of 3 years from 1<sup>st</sup> September, 2020 to 31<sup>st</sup> August, 2023 with liberty to the Board/ Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board/ Nomination and Remuneration Committee and Sri G. Raghu Rama Raju".

1.	Monthly Remuneration (Basic Salary Other Perquisites and Allowances)	Rs.1,00,000/- per month
2.	Overall remuneration:	Overall remuneration including salaries, perquisites and other allowances shall not exceed an amount of Rs. 1,00,000 per month. Further, within the overall remuneration, the individual components may be changed as desired by Sri G Raghu Rama Raju and accepted by the Nomination and Remuneration Committee.
3.	Minimum remuneration:	In the event of inadequacy or absence of profits in any financial year, during the currency of the tenure of his office, he shall be paid the above remuneration, as minimum remuneration subject to the ceiling mentioned in Schedule V of the Companies Act 2013 from time to time

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

**6. Re appointment of Shri Kathari Siddhardha as an Independent Director of the Company**

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

"RESOLVED that pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr.Kathari Siddhardha (DIN: 07005720), who was appointed as an Independent Director of the Company at the 21<sup>st</sup> Annual General Meeting of the Company and who holds office of the Independent Director up to 27<sup>th</sup> September, 2020 and who is eligible for being re-appointed as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of Five consecutive years commencing from 14<sup>th</sup> September, 2020 to 13<sup>th</sup> September, 2025 and his term of office is not liable to retire by rotation."

**BY THE ORDER OF THE BOARD  
For Radix Industries (India) Limited**

**Sd/-  
G. Raghu Rama Raju  
Managing Director  
(DIN: 00453895)**

Place: Tanuku  
Date : 08.08.2020

**NOTES:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs has permitted the holding of the Annual General Meeting through Video conferencing mode, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020, SEBI Circular dated May 12, 2020 the AGM of the Company is being held through Video conferencing (VC).
2. 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, 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.**
3. The Explanatory Statement as required under section 102 of the Companies Act, 2013 is annexed hereto. Further, additional information with respect to Item No. 4, 5 and 6 is also annexed hereto.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC 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 mohitkamdard@yahoo.co.in or radixindustries@gmail.com.
5. The Register of Members and Transfer Books of the Company will be closed from Monday, 7<sup>th</sup> September, 2020, to Monday 14<sup>th</sup> September, 2020 (both days inclusive).
6. The dividend, if declared at the Annual General Meeting, would be paid after 14<sup>th</sup> September, 2020 to those persons or their mandates:
  - (a) whose names appear as Beneficial Owners as at the end of the business hours on Friday, 4<sup>th</sup> September, 2020 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
  - (b) whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/its Registrar and Transfer Agents on or before 07<sup>th</sup> September, 2020.
7. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to RTA of the Company. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
8. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through the Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/Real Time Gross Settlement (RTGS)/Direct Credit, etc. As directed by SEBI, the Members holding shares in physical form are requested to submit particulars of their bank account along with the original cancelled cheque bearing the name of the Member to RTA/

Company to update their Bank Account details. Members holding shares in demat form are requested to update their Bank Account details with their respective Depository Participant.

9. SEBI has decided that securities of listed companies can be transferred only in dematerialised form. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form.
10. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder, the Notice calling the Annual General Meeting along with the Annual Report 2019-20 would be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company/RTA.. Members are requested to support this Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialised form) or with RTA (in case of Shares held in physical form). For any communication, the Members may also send requests to the Company's email id: radixindustries@gmail.com
11. Members desirous of getting any information about the accounts and / or operations of the company are requested to write to the company at least seven days before the date of the Meeting to enable the company to keep the information ready at the Meeting.
12. In Compliance with the MCA circulars and SEBI Circular dated 12<sup>th</sup> May, 2020 Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company. Members may note that the Notice and Annual Report 2019-20 will also be available on the website of the Company [www.radixindustries.in](http://www.radixindustries.in), website of BSE i.e [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL, [www.evotingindia.com](http://www.evotingindia.com)
13. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
14. At the 25<sup>th</sup> AGM held on 19<sup>th</sup> September, 2019 the Members approved appointment of M/s. K S Rao & Co. 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 30<sup>th</sup> AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from 7<sup>th</sup> May, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at this AGM.
15. Members who have not yet encashed the dividend warrants from the financial year ended 31<sup>st</sup> March 2014 onwards are requested to forward their claims to the Company's Registrar and Share Transfer Agents without any further delay. It is in Members' interest to claim any un-encashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Members' account on time. It may be noted that once the unclaimed dividend is transferred to IEPF as above, no claim shall rest with the Company in respect of such amount.
16. Since the AGM will be held through VC, the Route Map is not annexed in this Notice.
17. Members are requested to:-
  - (a) intimate to RTA, changes, if any, in their registered addresses at an early date, in case of shares held in physical form;
  - (b) intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of shares held in dematerialised form;
  - (c) quote their folio numbers/Client ID/DP ID in all correspondence;

- (d) Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names; and
  - (e) register their Permanent Account Number (PAN) with their Depository Participants, in case of Shares held in dematerialised form and RTA/ Company, in case of Shares held in physical form, as directed by SEBI.
18. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to radixindustries@gmail.com on or before 14<sup>th</sup> September, 2020. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to radixindustries@gmail.com. The aforesaid declarations and documents need to be submitted by the shareholders on or before 14<sup>th</sup> September, 2020.

#### **CDSL e-Voting System - For Remote e-voting and e-voting during AGM**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.radixindustries.in](http://www.radixindustries.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

**THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING :**

- (i) The voting period begins on Friday, September 11, 2020 at 09.00 hrs and ends on Sunday, September 13, 2020 at 17.00 hrs. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date ie., Monday, September, 7th may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Board of Directors have appointed Mr. Mohit Gurjar Practising Company Secretary, to act as Scrutinizer to conduct and scrutinize the electronic voting process in connection with the ensuing Annual General Meeting in a fair and transparent manner. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereunder.
- (iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iv) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (v) Click on "Shareholders" module.
- (vi) 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. 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 - My easi 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.

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

(viii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on

For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ★ Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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. ★ 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).

an earlier e-voting of any company, then your existing password is to be used.

- (ix) If you are a first time user follow the steps given below:
- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) 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.
- (xii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN for the relevant Company ie., Radix Industries (India) Limited on which you choose to vote.
- (xiv) 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.
- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvi) 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.
- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xix) 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.
- (xx) 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.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. 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 at** radixindustries@gmail.com or to RTA at bsshyd@bigshareonline.com
2. For Demat shareholders -, please provide Demat account details (CDSL-16 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 at radixindustries@gmail.com or to RTA at bsshyd@bigshareonline.com
3. The Company Secretary shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders

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

1. 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.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. 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 from September, 8, 2020 9.00 a.m. to September, 11, 2020 5.00 p.m., 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 i.e., from September, 8, 2020 9.00 a.m. to September, 11, 2020 mentioning their name, demat account number/folio number, email id, mobile number at radixindustries@gmail.com. These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time during the AGM

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. 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.
3. 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.



4. 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 AGM.

**(xx) Note for Non - Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- 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.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- 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.
- 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; [radixindustries@gmail.com](mailto:radixindustries@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr.RakeshDalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**General Instructions:**

- i. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on September, 07, 2020.
- ii. The Scrutinizer, after scrutinising the votes cast through remote e-voting and during AGM will, not later than 48 hours from the conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.radixindustries.in](http://www.radixindustries.in) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com). The results shall simultaneously be communicated to the Stock Exchanges.
- iii. The voting result will be announced by the Chairman or any other person authorized by him within two days of the AGM.

**BY THE ORDER OF THE BOARD  
For Radix Industries (India) Limited**

Place: Tanuku  
Date : 08.08.2020

Sd/-  
**G. Raghu Rama Raju**  
Chairman & Managing Director  
(DIN: 00453895)

**EXPLANATORY STATEMENT IN RESPECT OF THE ORDINARY / SPECIAL BUSINESS  
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO. 4:**

Citing to increasing responsibilities and additional amount of work and time involved in conducting the audit in line with new amendments notified by Ministry of Corporate Affairs from time to time, a request has been received from M/s. K.S.Rao & Co, Chartered Accountants. Statutory Auditors of the Company to consider the proposal for increasing the remuneration. Considering the industry standards and the responsibilities, the Audit Committee in their Committee Meeting held on 08.08.2020 has recommended to increase the remuneration of Statutory Auditors of the Company to Rs. 50,000/- per annum plus out of pocket expenses and taxes at the applicable rates.

Pursuant to Section 139 of the Companies Act, 2013, approval of the members is required for fixing remuneration of Statutory Auditors by means of an ordinary resolution. Accordingly, approval of the members is sought for increasing the remuneration of M/s. K.S.Rao & Co , Chartered Accountants, Statutory Auditors of the Company.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives is concerned or interested in the Resolution financially or otherwise.

The Board of Directors recommend the resolution for approval of the members by way of ordinary resolution.

**ITEM NO. 5:**

The Board of Directors at its Meeting held on 8<sup>th</sup> August, 2020 has re-appointed Shri. G Raghu Rama Raju as Chairman & Managing Director of the Company for a period of 3 years w.e.f 01.09.2020 at a remuneration of Rs. 1.00 Lakh per month inclusive of any remuneration directly or otherwise or by way of salary and perquisites, performance based rewards/ incentives to Mr G Raghu Rama Raju Managing Director of the Company subject to approval of Shareholders..

Any appointment or reappointment or alteration in terms of appointment of Managing Director requires approval of members by way of Ordinary Resolution. Further, In terms of Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on 9<sup>th</sup> May, 2018 ("Amended Listing Regulations"), the fees or compensation payable to Executive Directors who are Promoters or members of the Promoter group, shall be subject to the approval of the shareholders by Special Resolution in general meeting, if: a. The annual remuneration payable to such Executive Director exceeds rupees 5 crore or 2.5 per cent of the net profits of the Listed Entity, whichever is higher; or b. Where there is more than one such Director, the aggregate annual remuneration to such Directors exceeds 5 per cent of the net profits of the Listed Entity. Hence the Board commends the approval of shareholders for this item by way of Special Resolution.

Excepting for Mr G Raghu Rama Raju, Appointee, himself and Mrs G Parvarthi wife of G Raghu Rama Raju and G PrabhakaraRaju, being relative of G Raghu Rama Raju, none of the directors, KMPs or their relatives are interested financially or otherwise for the item No. 5 of the accompanying notice.

## Information pursuant to Section II of Part II of Schedule V of Companies Act, 2013

<b>I General Information</b>																	
a) Nature of Industry	Makers of Human Hair wigs and extentions																
b) Date or Expected date of commencement of commercial production	FY 2010-11																
c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																
d) Financial performance based on given indicators	<p style="text-align: right;">Rs in Lakhs</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>2017-18</th> <th>2018-19</th> <th>2019-20</th> </tr> </thead> <tbody> <tr> <td>Revenue from Operations</td> <td>1206.58</td> <td>1069.60</td> <td>1058.03</td> </tr> <tr> <td>Profit before tax</td> <td>172.71</td> <td>173.37</td> <td>169.69</td> </tr> <tr> <td>Net Profit after Tax</td> <td>126.22</td> <td>124.60</td> <td>119.06</td> </tr> </tbody> </table>	Particulars	2017-18	2018-19	2019-20	Revenue from Operations	1206.58	1069.60	1058.03	Profit before tax	172.71	173.37	169.69	Net Profit after Tax	126.22	124.60	119.06
Particulars	2017-18	2018-19	2019-20														
Revenue from Operations	1206.58	1069.60	1058.03														
Profit before tax	172.71	173.37	169.69														
Net Profit after Tax	126.22	124.60	119.06														
e) Foreign investments or collaborations, if any	Not Applicable																
<b>II Information about the appointee</b>																	
a) Background details	Sri G. Raghu Rama Raju, aged 54 Years, is a Post graduate in Business Management from Shivaji University and Diploma in Labour Laws and Labour Welfare. In the year 1995, he floated a mini cement manufacturing Unit and erected a mini cement plant ( clinker grinding unit ) at Hyderabad. In the year 1998, he worked as Export Executive with M/S Geetha Enterprises, Eluru, pioneer in the field of Process and Export of Human Hair. Later on he floated a Partnership firm M/s Veenalmpex ( 100% E.O.U ) during July 1999, which was later converted in to a company in the name and style of M/S Arqube Industries ( India ) Limited which isalso an 100% E.O.U and is the Managing Director of the Company																
b) Past remuneration	He was drawing Rs 1.00 lacs PM as salary in the Company during his existing tenure as MD.																
c) Recognition and award	Not Applicable																
d) Job profile and his suitability	Sri G. Raghu Rama Raju, hasbeen in the Industry for more than two decades and has vast experience in human hair industry																
e) Remuneration proposed	As detailed in the resolution																

f) Comparative remuneration profile with respect to industry, size of the Company, Profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	Considering the turn around achieved under the guidance of Sri Raghu Rama Raju and the responsibility casted on him of the enhanced business activities of the Company, proposed remuneration is Commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses
g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Does not have any pecuniary relationship with the Company except remuneration drawn as Managing Director
<b>III Other information</b>	
a) Reason for loss or inadequate profits	The Company is in early stage of growth and achieving the higher profitability will take some time.
b) Steps taken or proposed to be taken for improvement	The Company is exploring new export markets and concentrating on sale of ready to use human wigs and hair extensions.
c) Expected increase in productivity and profits in measurable terms	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is difficult in the present scenario to predict revenues and profits in measurable terms

**Item No. 6:**

Mr. Kathari Siddhardha, was appointed as Independent Directors on the Board of the Company pursuant to the provisions of section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges, by the Shareholders at the 20<sup>th</sup> Annual General Meeting ("AGM") of the Company held on 28<sup>th</sup> September, 2015. He holds office as Independent Director of the Company up to 27<sup>th</sup> September, 2020.

**Mr. Kathari Siddhardha**

The Nomination & Remuneration Committee at its Meeting held on 08th August, 2020 on the basis of performance evaluation of Independent Directors and taking into account the, the knowledge, experience and the contribution made by Mr. Kathari Siddhardha, during his tenure, has recommended to the Board that his continued association as Independent Directors of the Company would be beneficial to the Company. Based on the above and the performance evaluation of Independent Directors, the Board recommends the re-appointment of Mr. M. Kathari Siddhardha, as Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years on the Board of the Company commencing from 14<sup>th</sup> September, 2020 to 13<sup>th</sup> September, 2025.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval of the Members.

Brief details and additional information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) and Reg 36 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 regarding Director seeking appointment / re-appointment are provided separately.

**ADDITIONAL INFORMATION**

Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) regarding  
Director seeking appointment / re-appointment and  
*(Pursuant to Regulation 36(3) SEBI (Listing Obligation and Disclosure requirements)  
Regulation, 2015)*

Name of the Director	G Ganapathi Rama Prabhakara Raju	G Raghu Rama Raju	M Kathari Siddhardha
Date of Birth	09.08.1963	15.08.1966	01.08.1987
Date of Appointment on the Board	14.02.2011	29.12.2011	30.10.2014
Qualification, Experience & Expertise	He holds a Diploma in Civil Engineering, with more than two decades of experience in different Industries including hair. His forte is Interpersonal and problem solving skills.	He holds a Post Graduate in Business Management from Shivaji University and Diploma In Labour Laws and Labour Welfare, with more than two decades of experience in different Industries including hairs. His forte is Interpersonal and problem solving skills.	He holds Masters in Business Administration in Marketing and Finance  He has vast experience in the field of Marketing and Administration and as a Manager.
Shareholding	7,500	92,47,500	Nil
Disclosures of relationship with other directors	Mr. G. Ganapathi Rama Prabhakara Raju is the brother of Mr. Gokaraju Raghu Rama Raju and Brother in law of Mrs. Parvathi Gokaraju	Mr. G Raghu Rama Rahu is brother of Mr. Gokaraju Prabhakararaju and Husband of Smt. Parvathi Gokaraju	NA
Terms and Conditions of Appointment with details of Remuneration	Mr. G. Ganapathi Rama Prabhakara Raju was appointed as a non-executive director of the Company, liable to retirement by rotation with no remuneration.	Mr. G Raghu Rama Raju has been appointed as Managing Director of the Company and the remuneration proposed is Rs. 1.00 Lakh per month	Mr Kathari Siddhardha has been appointed as Independent Director of the Company
Last drawn Remuneration, if any	NA	Rupees 1.00 Lakh per month	NA

<b>Name of the Director</b>	<b>G Ganapathi Rama Prabhakara Raju</b>	<b>G Raghu Rama Raju</b>	<b>M Kathari Siddhardha</b>
No. of board meetings attended during the year	8	8	8
Directorship in other Companies (Excluding Foreign Companies and Section 25 Companies)	He is not a Director in any other company	Arqube Industries (India) Limited	He is not a Director in any other company.
Membership / Chairmanships of Committees in other Companies	Nil	Nil	Nil

**BY THE ORDER OF THE BOARD  
For Radix Industries (India) Limited**

**Sd/-  
G. Raghu Rama Raju  
Chairman & Managing Director  
(DIN: 00453895)**

Place: Tanuku  
Date : 08.08.2020