

**MINUTES OF THE 31<sup>ST</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF RASI ELECTRODES LIMITED HELD AT 9.30 A.M. ON MONDAY THE 29TH SEPTEMBER 2025 THROUGH VIDEO CONFERENCING ('VC') AND OTHER AUDIO VISUAL MEANS ('OAVM')**

**DIRECTORS PARTICIPATING THROUGH VC:**

| S.No. | Names   | Designation  |
|-------|---|--|
| 1     | Mr Ranjit Kumar Kothari, Chairman,<br>DIN: 01560805         | Chairman & Non-Independent Director                                      |
| 2     | Mr B Popatlal Kothari<br>Managing Director<br>DIN: 00594168 | Managing Director  |
| 3     | Mr SURESH KUMAR MEHTA<br>DIN 07468733                       | Independent Director & Chairman of Audit Committee                       |
| 4     | Ms KAVITA PATEL<br>DIN 09433199                             | Independent Director & Chairman of Nomination and Remuneration Committee |
| 5     | Mrs Aashika Kumari<br>DIN: 08455410                         | Independent Director   |
| 6     | Mrs Payal Jain<br>DIN: 0007181548                           | Director – Non-Independent   |

**KMPs PARTICIPATING THROUGH VC::**

| SNO | NAME                 | DESIGNATION             |
|-----|----------------------|-------------------------|
| 1   | Mr P Kashyap Kothari | Chief Financial Officer |
| 2   | Mrs Jagruti Jain     | Company secretary       |

**AUDITORS PARTICIPATING THROUGH VC::**

| SNO | NAME  | DESIGNATION         |
|-----|---|---------------------|
| 1   | Mr Poonam Jain M,<br>Partner,<br>Poonam Ankit & Associates.,<br>Chartered Accountants | Statutory Auditor   |
| 2   | Gopikrishnan Madanagopal  | Secretarial Auditor |
| 3   | Mahavirchand Kochar   | Internal Auditor    |

**MEMBERS' ATTENDANCE:**

**AS PER VENUE ATTENDANCE REPORT SUBMITTED BY CDSL, A TOTAL OF 58 [Fifty Eight] MEMBERS WERE PRESENT THROUGH VIDEO CONFERENCING**

The 31<sup>st</sup> Annual General Meeting commenced at 9.30 A.M.



### **1. CHAIRMAN**

Mr B RANJIT KUMAR KOTHARI, Chairman of the Board of Directors, commenced the proceedings of the meeting as Chairman of the 31<sup>st</sup> AGM.

### **2. QUORUM**

This 31<sup>st</sup> AGM was being conducted through **VIDEO CONFERENCING ('VC') AND OTHER AUDIO VISUAL MEANS ('OAVM')**. The Central Depository Services Limited (CDSL) has been engaged as the Technology Service Provider for facilitating this meeting through VC / OAVM.

The Chairman informed the members that, as per the Venue Attendance Report furnished by CDSL, the quorum required for the meeting being present in adequate numbers the meeting was called to order.

### **3. NOTICE**

The Chairman informed the members that the 31<sup>st</sup> AGM is being conducted through Video Conferencing as mandated under SEBI and MCA Regulations.

The Chairman further informed the members that the Notice dated 8<sup>TH</sup> AUGUST 2025 had been sent well in advance. As prescribed under applicable MCA Regulations, the Notice, together with the Annual Report for the financial year 2024-25, was sent only in electronic form, in accordance with the relaxation granted by the Securities and Exchange Board of India vide and Ministry of Corporate Affairs vide applicable Circulars, to all the shareholders whose names appear on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) and who have registered their email id with the Company/ Depositories. The required newspaper advertisement was also made as required under the MCA / SEBI Circulars. The Notice along with Annual Report was also hosted at the website of the Company and at the website of the stock exchange BSE Ltd.

The Notice shall have to be read over at this meeting. However, with the permission of the members, to save time the notice was taken as read and taken on record.

### **4. AUDITOR'S REPORT**

The Chairman informed the members that the Auditor's report was already sent to all the members. The Auditors Report on the Financial Statements for the year ended 31<sup>st</sup> March 2025 is an un-modified (clean) report and as such, as per provisions of section 145 of the Companies Act, 2013, need not have to be read over at the meeting.

With the permission of the members the Audit report was taken as read.

### **5. CHAIRMAN'S SPEECH**

The Chairman thereafter delivered his speech to the members outlining the performance of the Company, general business and economic scenario and future prospects of the Company.



## 6.DISCUSSION ON AGENDA ITEMS

The Chairman informed the members that they are now welcome to discuss the agenda items proposed in the Notice.

Thereafter, members had a detailed discussion on agenda items and queries raised by the members was suitably responded to by the Management team.

The following eight shareholders have sent in email request expressing their intention to speak at the AGM:

| DP ID CL ID / FOLIO   | NAME                          | MOBILE No. | EMAIL ID   |
|---|-------------------------------|------------|--|
| IN301637/41521740   | A.V.Mani Sundaram<br>BE       | 9842722221 | <a href="mailto:rtomanisundaram@gmail.com">rtomanisundaram@gmail.com</a> |
| IN301356/40064545   | Prakash Chand<br>Galada       | 7904697295 | <a href="mailto:sunilgalada@yahoo.com">sunilgalada@yahoo.com</a>         |
| IN301774/10308922<br>IN301313/20794645<br>IN301313/20285505 | S.Padmanabhan                 | 8939088862 | <a href="mailto:padmanbhan_s@yahoo.com">padmanbhan_s@yahoo.com</a>       |
| IN300441/10674527<br>IN300441/10699989                      | P.Gopal / Vandana             | 8148982036 | <a href="mailto:pgopaldas67@gmail.com">pgopaldas67@gmail.com</a>         |
| IN300441/10674391<br>IN301313/20942958                      | G Vandana                     | 8148982035 | <a href="mailto:pgopaldas67@gmail.com">pgopaldas67@gmail.com</a>         |
| 1201090037346357<br>IN301637/41359155                       | J.Abhishek BE.,<br>LLB.,      | 9840064466 | <a href="mailto:advjabhishek@gmail.com">advjabhishek@gmail.com</a>       |
| IN301637/41334133<br>1203760000607952                       | P.Shyam<br>Sundari/Jaichand.P | 9840064466 | <a href="mailto:advjabhishek@gmail.com">advjabhishek@gmail.com</a>       |
| 1208870156985425  | Manjit Singh                  | 9560497233 | <a href="mailto:manjitsandeep6@gmail.com">manjitsandeep6@gmail.com</a>   |

They have been given the opportunity to speak by the Chairman and some of the shareholders present spoke and asked for necessary clarification and explanation most of which was duly furnished by the Management. The Management team informed the members that the Highlights of the same shall also be hosted at the website of the Company.

## 7.ELECTRONIC VOTING

The Chairman informed the members that as per the provisions of the Companies Act, 2013, members have been provided with an opportunity to cast votes through electronic means through the website maintained by CDSL [www.evotingindia.com](http://www.evotingindia.com). The members have utilized this opportunity to cast their votes electronically. The Company has adhered to the rules specified with regard to providing electronic voting facilities for all the TWO resolutions proposed in the Notice Convening this AGM.

Members who have not exercised their votes through remote / electronic voting were invited do so now by accessing the venue voting module through [www.evotingindia.com](http://www.evotingindia.com) which has been enabled and will be kept open until the conclusion of this AGM.





The Chairman further informed the members that the electronic voting closed on 28<sup>th</sup> September 2025 at 5.00 p.m. As per the procedure announced by the Ministry of Corporate Affairs, the result of Electronic Voting is kept secret and it will be made known by CDSL only after the conclusion of this AGM and after the Scrutinizer authorizes finalization of voting. The Scrutinizer will have to render his report within a period of two days from the conclusion of the AGM. Thereafter, the result of voting and adoption of the resolutions proposed at this AGM will be determined and declared latest by 1<sup>st</sup> October 2025 by 4.30 p.m. The result of voting will be made available to Bombay Stock Exchange (BSE Ltd) through their website [www.bseindia.com](http://www.bseindia.com) and also will be published at the website of the Company at [www.rasielectrodes.com](http://www.rasielectrodes.com) for the information of all the members and also for the information of the investing community. The results declared on or before 1<sup>st</sup> October 2025 shall be deemed to be passed at this 31<sup>st</sup> AGM held on 29<sup>th</sup> September 2025 and it will be recorded in and it will be a part of the Minutes of this 31<sup>st</sup> AGM.

The Scrutiniser submitted his report on 30<sup>TH</sup> SEPTEMBER 2025. Based on the report, the Chairman declared the results on 30<sup>TH</sup> SEPTEMBER 2025 which was communicated to the BSE Ltd and also uploaded on the website of the Company at [www.rasielectrodes.com](http://www.rasielectrodes.com) the proceedings relating to the resolutions passed at the 31<sup>st</sup> AGM and the manner of voting and adoption of the resolution is described herein below.

#### **8.ADOPTION OF FINANCIAL STATEMENTS**

The Chairman informed the members that the Annual Report for the year 2024-2025 containing Financial Statements as on 31<sup>st</sup> March 2025, and the Auditor's and Directors' Report thereon had already been sent to the members.

The Auditors have expressed an Un-modified opinion on the Financial Statements for the year ended 31<sup>st</sup> March 2025. The Secretarial Auditor has also expressed an Un-modified opinion in the Secretarial Audit Report for the year ended 31<sup>st</sup> March 2025. The Auditor's Report and Secretarial Audit Report was taken as read with the permission of the members.

The Director's Report along with its annexures was, with the permission of the members, taken as read.

The Chairman thereafter invited the members to seek any clarification/explanation that they may need on the Financial Statements for the year ended 31<sup>st</sup> March 2025.

There was a general discussion on the affairs of the Company and the Chairman and Directors present clarified to the satisfaction of members.

The Chairman informed the members that the following ORDINARY RESOLUTION was proposed as ORDINARY BUSINESS in the Notice for approval at this AGM on which the shareholders have cast their votes electronically during the electronic voting period or through venue voting during the AGM:

**"RESOLVED THAT THE Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March 2025 and the Directors' and Auditor's Report thereon, together with all the reports, statements and notes annexed thereto, be and are hereby approved and adopted."**

Based on the Scrutiniser Report dated 30.09.2025, the Chairman declared on 30.09.2025, that the above mentioned ORDINARY RESOLUTION was declared PASSED WITH REQUISITE MAJORITY as per the voting result mentioned below:

##### **8.1.Resolution 1**

**Adoption of Financial Statement for the year ended 31st March 2025.**



**Type of Resolution : Ordinary Resolution**

Voted in favour of Resolution :

| Number of Members Voted through e-voting system | Number of votes cast by them | % of Total Number of Valid Votes cast |
|---|------------------------------|---------------------------------------|
| 51  | 10351572                     | 99.99%                                |

Voted against the Resolution :

| Number of Members Voted through e-voting system | Number of votes cast by them | % of Total Number of Valid Votes cast |
|---|------------------------------|---------------------------------------|
| 10  | 1521                         | 0.01%                                 |

Invalid Votes :

| Total Number of Members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| Nil   | Nil                                |

**Result : Ordinary Resolution passed with requisite majority**

**9.RE-APPOINTMENT OF Mr B RANJIT KUMAR KOTHARI (DIN: 01560805) AS DIRECTOR**

The Chairman informed the members that the following ORDINARY RESOLUTION was proposed as ORDINARY BUSINESS in the Notice for approval at this AGM on which the shareholders have cast their votes electronically during the electronic voting period or through venue voting during the AGM:

**"RESOLVED THAT Mr RANJIT KUMAR KOTHARI holding DIN: 01560805), the retiring Director, be and is hereby reappointed as Director of the Company, liable for retirement by rotation."**

Based on the Scrutiniser Report dated 30.09.2025, the Chairman declared on 30.09.2025, that the above mentioned ORDINARY RESOLUTION was declared PASSED WITH REQUISITE MAJORITY as per the voting result mentioned below:

**9.1.Resolution 2**

Re-appointment of retiring director Mr B RANJIT KUMAR KOTHARI (DIN: 01560805) as a Director liable for retirement by rotation

**Type of Resolution : Ordinary Resolution**

Voted in favour of Resolution :

| Number of Members Voted through e-voting system | Number of votes cast by them | % of Total Number of Valid Votes cast |
|---|------------------------------|---------------------------------------|
| 44  | 2132249                      | 99.93%                                |



Voted against the Resolution :

| Number of Members Voted through e-voting system | Number of votes cast by them | % of Total Number of Valid Votes cast |
|---|------------------------------|---------------------------------------|
| 12  | 1530                         | 0.07%                                 |

Invalid Votes :

| Total Number of Members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| Nil   | Nil                                |

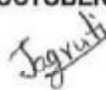
**Result : Ordinary Resolution passed with requisite majority**

#### 10.CONCLUSION


The Chairman thereafter thanked the members for attending this meeting and for having cooperated for passing all the resolutions proposed at this meeting with unanimous consent.

The meeting thereafter concluded, at about 10.12.A.M. with a vote of thanks to the Chair.

PLACED IN MINUTES BOOK ON : 10<sup>TH</sup> OCTOBER 2025  
SIGNATURE OF CS :



CHENNAI  
Dated: 10<sup>TH</sup> OCTOBER 2025



B RANJIT KUMAR KOTHARI  
CHAIRMAN OF 31<sup>ST</sup> AGM  
[DIN 01560805]

