

RASI ELECTRODES LIMITED
CIN: L52599TN1994PLC026980
NOTICE

To,
The Shareholder,

NOTICE is hereby given that the 22nd Annual General Meeting of the Company will be held at 9.30 A.M. on WEDNESDAY, the 28th September, 2016 at HOTEL SRI BALAJI BHAVAN, No.242, G.N.T.Road, Redhills, CHENNAI-600052, to transact the following business:

ORDINARY BUSINESS :

01. To consider and, if thought fit, to pass, with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT THE Audited Financial Statement of the Company for the financial year ended 31st March 2016 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."

02. To consider and, if thought fit, to pass, with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT a Dividend @ Re.0.10 ps per Equity share of Rs 2/- each be and is hereby declared as Dividend for the year ended 31st March 2016"

03. To consider and, if thought fit, to pass, with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT Mrs PAYAL JAIN (holding DIN: 07181548), the retiring Director, be and is hereby re-elected as Director of the Company, liable for retirement by rotation."

04. To consider and, if thought fit, to pass, with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT M/s ANP ASSOCIATES., CHARTERED ACCOUNTANTS, 91, Govindappa Naicken Street, B-7, Adinath Complex, Chennai-600001, (Registration No. FRN 009004S) be and are hereby appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:

05. RE-APPOINTMENT OF Mr B POPATLAL KOTHARI AS MANAGING DIRECTOR AND REMUNERATION PAYABLE TO HIM

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

"RESOLVED THAT pursuant to Sections 196, 197, 198 and 203 read along with Schedule V and other applicable provisions of the Companies Act, 2013, and pursuant to the recommendation made by the Nomination & Remuneration Committee at their meeting held on 2nd February 2016, Mr B POPATLAL KOTHARI (holding DIN: 00594168) be and is hereby re-appointed as MANAGING DIRECTOR of the Company for a further period of five years from 13th FEBRUARY 2016 to 12th FEBRUARY 2021."

"RESOLVED FURTHER THAT Mr B POPATLAL KOTHARI, Managing Director, shall be paid a remuneration of Rs 2,50,000 (Rupees two lakhs fifty thousand only) per month in the scale of Rs 2,50,000 – Rs 5,00,000 per month, comprising of salary, allowances and perquisites, incentives and bonus and with authority to the Board of Directors to determine and revise the remuneration comprising of salary, allowances, perquisites, incentives and bonus at periodical intervals during his tenure such that the total remuneration are within the scale as mentioned above and also within the limits prescribed under sections 196, 197, read along with Schedule V to the Companies Act, 2013, or any modification or amendment thereto with periodical increments, as may be sanctioned by the Board in the scale as mentioned above pursuant to evaluation and recommendation made by the Nomination & Remuneration Committee."

"RESOLVED FURTHER THAT in the year in which the profits of the company are in-adequate, the remuneration as provided above shall be paid to Mr B POPATLAL KOTHARI, Managing Director, as minimum remuneration and it shall not exceed the limits specified under Schedule V to the Companies Act, 2013."

By Order of the Board
for RASI ELECTRODES LIMITED

B POPATLAL KOTHARI
MANAGING DIRECTOR
DIN: 00594168

CHENNAI
DATED: 12TH AUGUST 2016

NOTES :

01. A member entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, to vote instead of himself and such proxy need not be a member of the Company.
02. The instrument appointing a proxy duly stamped and executed for use at the meeting must be lodged at the registered office of the Company not less than 48 hours before the time fixed for the meeting.
03. The explanatory statement required to be annexed to the notice as per the requirements of section 102 of the Companies Act, 2013, setting out all the material facts relating to special business proposed in the notice is attached.
04. Members seeking any information with regard to accounts are requested to write to the Company at least 7 days in advance of the meeting so as to enable the management to keep the information ready.
05. Members are requested to bring their copies of the Annual Report with them to the meeting.
06. The Register of members and Share Transfer books shall remain closed from FRIDAY, the 16th September 2016, to WEDNESDAY, the 28th September 2016 (both days inclusive) for the purpose of the 22nd AGM scheduled to be held on 28th September 2016.
07. Shareholders holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Transfer Agents M/s Cameo Corporate Services Limited, Subramanian Building, 1, Club House Road, Chennai-600002. Shareholders holding shares in electronic form must send the advice about change in address to their respective Depository Participants and not to the Company.

08. SERVING OF NOTICE

Electronic copy of the Notice of the 22nd Annual General Meeting (22nd AGM) of the company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Company / RTA / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of 22nd AGM of the company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode. The notice of this meeting is also made available in the website of the company www.rasielectrodes.com

09. VOTING THROUGH ELECTRONIC MEANS

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, the company is offering e-voting facility to its members in respect of the businesses to be transacted at the AGM scheduled to be held on WEDNESDAY, the September 28, 2016 at 9.30 a.m. For this purpose the company has signed an agreement with Central Depository Services (India) Ltd (CDSL) for facilitating e-voting.

The Board of Directors has appointed Mr A M GOPIKRISHNAN., a Practicing Company Secretary, as a Scrutinizer for the e-voting process. The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the company and will make a scrutinizer's report of the votes cast in favour or against to the Chairman of the company. The results on the resolutions shall be declared on or after the AGM of the company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions. The results declared along with the scrutinizer's report will be available on the web site of the company (www.rasielectrodes.com) within two days of the passing of the resolutions and communication of the same to the BSE Ltd.

Please read the instructions given below before exercising the vote. This communication forms an integral part of the notice dated August 12, 2016 for the 22nd AGM.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 24.09.2016 at 10.00 A.M. and ends on 27.09.2016 at 4.00 P.M. 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 21.09.2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (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:

For Members 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) <ul style="list-style-type: none"> <input type="checkbox"/> 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. <input type="checkbox"/> 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.
Dividend Bank Details OR 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. <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(iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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 EVSN for the relevant Company Name M/s RASI ELECTRODES LIMITED 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 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.
- (xx) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT ANNEXED TO THE NOTICE CONVENING THE 22ND ANNUAL GENERAL MEETING PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

The following are the material facts relating to the special business proposed in the notice:

ITEM 5: RE-APPOINTMENT OF MANAGING DIRECTOR

The tenure of appointment of Mr B Popatlal Kothari, Chairman & Managing Director, ceased on 13th February 2016. The Nomination & Remuneration Committee of the Board of Directors have reviewed the performance of the Mr B Popatlal Kothari, Managing Director, at their meeting held on 2nd February 2016. It has recommended re-appointment of Mr B Popatlal Kothari as Managing Director, for a further period of 5 years from 13th February 2016 to 12th February 2021 on payment of remuneration of Rs 2,50,000 (Rupees two lakhs fifty thousand only) per month in the scale of Rs 2,50,000 – Rs 5,00,000 per month, comprising of salary, allowances and perquisites, incentives and bonus.

The re-appointment of Mr B Popatlal Kothari as Managing Director and the remuneration payable to him requires the approval of the shareholders u/s 197 of the Companies Act, 2013.

The Board commends the resolution for acceptance. The appointee Mr B Popatlal Kothari and the Directors Mr B Ranjit Kumar Kothari and Mrs Payal Jain being related to Mr B Popatlal Kothari are deemed to be interested in the resolution.

The particulars required to be furnished under Regulation 36(3) of Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, relating to Mr B Popatlal Kothari who is re-appointed as Managing Director and about the Director Mrs Payal Jain who is retiring by rotation and seeking re-appointment is furnished below:

Name of the Director	Mr B Popatlal Kothari	Mrs Payal Jain
DIN	00594168	07181548
Date of Birth	17/09/1959	26/06/1985
Qualification	Under Graduate	M.A. (Fine Arts)
Expertise in specific functional areas	He is the main promoter director of the Company holding the position of Chairman & Managing Director right from the incorporation of the Company. He has around 39 years of experience in managing diverse businesses ranging from welding products, agri-products, FMCG products, etc. During his tenure, the Company has grown to its present stature surmounting several problems brought about by changing business cycle and when industry in general was facing adverse business conditions.	She has experience in textile designing, interior decoration, art work and aesthetic designing, and public relations functions.
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board as on 31st March 2016	Nil	Nil
Shareholding as on 31st March 2016	4956430	Nil
Relationship with other Directors	Related to Mr B Ranjit Kumar Kothari as his brother and to Mrs Payal Jain as her father-in-law	Related to Mr B Popatlal Kothari as his son's wife

By Order of the Board
for RASI ELECTRODES LIMITED

CHENNAI
DATED: 12th August 2016

B POPATLAL KOTHARI
MANAGING DIRECTOR
DIN: 00594168

MGT-11 Proxy form

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

CIN : L52599TN1994PLC026980
 Name of the Company : **RASI ELECTRODES LIMITED**
 Registered office : **44, Strotten muthiah street, Chennai-600079.**

Name of the member (s) :
 Registered address :
 E-mail Id :
 Folio No/ Client Id :
 DP ID :

I/We, being the member (s) of the Company holding Equity shares hereby appoint

1. Name: Address:
 Email id: Signature:, or failing him
2. Name: Address:
 Email id: Signature:, or failing him
3. Name: Address:
 Email id: Signature:, or failing him as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 22nd Annual General Meeting of the Company to be held on Wednesday, the 28th September 2016 at 09.30 a.m at HOTEL SRI BALAJI BHAVAN, No.242, G.N.T.Road, Redhills, CHENNAI-600052. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Vote (optional)*		
		For	Against	Abstain
I	ORDINARY BUSINESS:			
1	Adoption of Financial Statements for the year ended 31 st March 2016 (Ordinary resolution)			
2	Declaration of Dividend (Ordinary resolution)			
3	Re-appointment of Mr Payal Jain as a Director liable for retirement by rotation (Ordinary resolution)			
4	Appointment of M/s ANP Associates, Chartered Accountants, Chennai-79, as Auditors (Ordinary resolution)			
II	SPECIAL BUSINESS:			
5	Re-Appointment of Mr B Papatlal Kothari as Managing Director and remuneration payable to him for a period of five years from 13.2.2016 to 12.2.2021 (Ordinary resolution)			

Signed this day of 2016

Signature of shareholder.....

Signature of Proxy holder(s).....

**AFFIX
 Re 1/-
 Revenue
 Stamp**

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



22.7.Loans made to parties with no specific repayment schedule:

RASI ELECTRODES LIMITED
CIN: L52599TN1994PLC026980
Registered Office: 44, Strotten Muthiah street, Chennai-600079

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the hall

I, hereby record my attendance at the 22nd Annual General Meeting of the members of RASI ELECTRODES LIMITED to be held on WEDNESDAY, 28th SEPTEMBER 2016 at 9.30 A.M. at the HOTEL SRIBALAJI BHAVAN, No.242, G.N.T.Road, Redhills, CHENNAI-600052.

DP ID :	CLIENT ID :	FOLIO No. :
NAME AND ADDRESS OF SHAREHOLDER (IN BLOCK CAPITALS)	NAME OF PROXY (if the shareholder is represented by Proxy)	

.....
SIGNATURE OF THE SHARE HOLDER

.....
SIGNATURE OF PROXY

ROUTE MAP

Hotel Balaji Bhavan Map View

Get Direction
From
Enter a location

To
Hotel Balaji Bhavan, Redhills

Get Direction

Hotel Balaji Bhavan, Redhills, Chennai
No. 255, G.N.T. Road, Redhills, Chennai - 600052

Near by Restaurants businesses

Hotel Thangam
Redhills, Chennai

Sri Divya Chettinad Hotel
Redhills, Chennai

Arumugan Food Stall
Redhills, Chennai

Anon Icecream - Anon's Ice Land

The map displays the Redhills area in Chennai, India. A central marker identifies Hotel Balaji Bhavan at No. 255, G.N.T. Road. Surrounding areas include Gandhi Nagar, Kottur, Vadakarai, Payasambakkam, Sakthivel Nagar, and Kathirvedu. Key landmarks such as the Puzhal Central Jail and New Central Jail are also shown. The map includes a scale bar, a compass rose, and a 'Report a map error' link. The Google logo is visible in the bottom left corner of the map area.