

A Trusted Name in Welding



RASI ELECTRODES LTD.,

AN ISO 9001:2008 CERTIFIED COMPANY

MANUFACTURERS OF SMAW ELECTRODES,
WIRES (CO₂ & EL-8) & MARKETERS OF
WELDING CONSUMABLES AND EQUIPMENTS



Range of Products from RASI®



MMAW Welding
Electrodes
Conventional & LHIP
Electrodes



S.A.W. Wire & Flux



Welding Equipment
All Ranges



TUNGSTEN
ELECTRODE
FOR TIG WELDING



MIG / MAG (Co₂) WIRES
Flux Cored Wires,
And TIG WIRES Etc.,



Natural Rutile Ore



POWER TOOLS



Grinding &
Cut Off Wheels



Filler Wire for TIG Welding



IS - 814 : 2004



RASI ELECTRODES LIMITED.,

21, Raja Annamalai Road, Flat No. A/14, Rams Apartments, Purasawalkam, Chennai - 600 084
Customer Care: 044-2640 1822 Fax: 044-4202 7464

E Mail: info@rasielectrodes.com Web: rasielectrodes.com

Twenty Third Annual Report 2016 - 2017



NSIC - CRISIL
SE - 2B



RASI ELECTRODES LTD

AN ISO 9001 : 2008 Certified Company

RASI ELECTRODES LIMITED
CIN: L52599TN1994PLC026980

BOARD OF DIRECTORS

Mr.B.Ranjit Kumar Kothari, Chairman (DIN:01560805)
Mr.B.Popatlal Kothari, Managing Director (DIN: 00594168)
Mr Hitesh M Dharamshi, Director (DIN: 00207799)
Mr Ajay Goyal, Director (DIN: 00513570)
Mr N Prakash Kumar, Director (DIN:01735537)
Mrs Payal Jain, Director (DIN:07181548)

CHIEF FINANCIAL OFFICER

Mr KASHYAP KOTHARI

COMPANY SECRETARY

Mrs JAGRUTI J JAIN

AUDITORS

M/s A.N.P. Associates,
Chartered Accountants,
B-7, Adinath Complex, 2nd floor,
91, Govindappa Naicken St.,
Chennai - 600 001.

BANKERS

Dena Bank
ICICI Bank

REGISTERED OFFICE

Rams Apartments, Flat A-14,
21, Raja Annamalai Road,
Purasawalkam,
Chennai - 600 084.

FACTORY

Upparapalayam Village, Alamathi Post,
Redhills, Chennai - 600 052.

(Members are requested to bring their copies of the Annual Report to the meeting)
(No Gifts will be given at the AGM)

RASI ELECTRODES LIMITED
CIN: L52599TN1994PLC026980
NOTICE

To,
The Shareholder,

NOTICE is hereby given that the 23rd Annual General Meeting of the Company will be held at 9.30 A.M. on THURSDAY, the 28th September, 2017 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 2017 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 Mr B RANJIT KUMAR KOTHARI (holding DIN: 01560805), the retiring Director, be and is hereby re-elected as Director of the Company, liable for retirement by rotation."

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

" RESOLVED THAT, pursuant to section 139(1) of the Companies Act, 2013, M/s SURESHKUMAR & Co., CHARTERED ACCOUNTANTS, 34, Strotten Muthiah Street, II Floor, Chennai-600079, (Registration No. FRN 009004S) be and is hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this 23rd Annual General Meeting till the conclusion of 28th Annual General Meeting scheduled to be held during the calendar year 2022, for auditing all the financial statements of the Company for for the financial years ending between the period from 1st April 2017 to 31st March 2022, at such remuneration as shall be fixed by the Board of Directors of the Company."

By Order of the Board
for RASI ELECTRODES LIMITED

B POPATLAL KOTHARI
MANAGING DIRECTOR
DIN: 00594168

CHENNAI
DATED: 14TH AUGUST 2017

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 22nd September 2017, to THURSDAY, the 28th September 2017 (both days inclusive) for the purpose of the 23rd AGM scheduled to be held on 28th September 2017.

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 23rd Annual General Meeting (23rd 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 23rd 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

9.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 23rd AGM scheduled to be held on THURSDAY, the September 28, 2017 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 14, 2017 for the 23rd AGM.

The instructions for shareholders voting electronically are as under:

- 1) The voting period begins on Monday, the 25th September 2017 at 10.00 AM and ends on Wednesday, the 27th September 2017, by 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 of 21st September 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (i) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (ii) Click on Shareholders/ Members:-
 - (iii) Enter your User ID as categorised below
 - 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.
 - (iv) Enter the Image Verification as displayed.
 - (v) 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.
 - (vi) If you are a first time user follow the steps given below:

PAN	Enter your 10 digit alpha-numeric *PAN <input type="checkbox"/> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the address label. <input type="checkbox"/> In Case the sequence number is less than 8 digits enter the applicable,0's before the number after the first Two characters of the name in CAPITAL Letters. Eg if your Name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of the Company M/s RASI ELECTRODES LIMITED on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed login pass word then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) 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 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.
- (xviii) 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.
- The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 20th September 2017.
 - The Company shall be making arrangement for the member to cast their votes in respect to the business through poll, for members attending the meeting who have not cast their vote by voting.
 - Mr A M GOPIKRISHNAN, Practising Company Secretary, has been appointed as the Scrutinizer to scrutinise the e-voting process in a fair and transparent manner.
 - The Scrutinizer shall, immediately after the conclusion of voting at the General Meeting, first count the votes cast at the meeting, thereafter unlock 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 three days of 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 authorised by him in writing who shall countersign the same and Chairman shall declare the results of the voting forthwith, which shall not be later than 04.00 pm., on 1st OCTOBER 2017.
 - The result declared, along with the Scrutinizer's report shall be placed on the company's website www.rasielectrodes.com and on the website of the CDSL after the result is declared by the Chairman and also be communicated to the Stock Exchange BSE Ltd where the company is listed.

EXPLANATORY STATEMENT ANNEXED TO THE NOTICE CONVENING THE 23RD ANNUAL GENERAL MEETING PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item 2: DETAILS DIRECTORS RETIRING BY ROTATION SEEKING RE-APPOINTMENT

The particulars required to be furnished under Regulation 36(3) of Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, relating to the Directors Mr B Ranjit Kumar Kothari who is retiring by rotation and seeking re-appointment is furnished below:

Name of the Director	Mr Ranjit Kumar Kothari
DIN	01560805
Date of Birth	23/07/1965
Qualification	Graduate
Expertise in specific functional areas	Around 28 Years Experience in various business such as Construction, Real Estate, Trading in Spices etc
List of other public Companies in which directorship held as on 31st March 2017	Arun Shanti Developers Private Limited
Chairman/Member of the Committees of the Boards of the other Companies in which he is a Director as on 31st March 2014	Nil
Shareholding as on 31st March 2017 (including holding as HUF)	990000
Relationship with other Directors	Related to Mr B Popatlal Kothari as his brother

ITEM 3:

The members have, at the 22nd Annual General Meeting held on 28th September 2016, appointed M/s ANP ASSOCIATES., Chartered accountants, as Statutory Auditors to hold office until the conclusion of the ensuing 23rd Annual General Meeting.

The Statutory Auditors M/s ANP ASSOCIATES., Chartered accountants, shall not be eligible to re-appointed as Statutory Auditors of the Company u/s 139(2) Companies Act, 2013, since they had already completed two consecutive terms of five years as Auditors of the Company during the prescribed period.

The Company has received a Notice from a shareholder proposing the appointment of M/s SURESHKUMAR & Co., CHARTERED ACCOUNTANTS, 34, Strotten Muthiah Street, II Floor, Chennai-600079, (Registration No. FRN 009004S), Chartered Accountants, as Statutory Auditors of the Company u/s 139(1) of the Companies Act, 2013, to hold office for a period of five years from the conclusion of the ensuing 23rd AGM to the conclusion of the 28th AGM scheduled to be held during the calendar year 2022. If appointed as Statutory Auditors u/s 139(1) of the Companies Act, 2013, by the members of the company at the ensuing 23rd AGM, M/s SURESHKUMAR & Co., CHARTERED ACCOUNTANTS, shall be auditing the Financial Statements of the Company for all the financial years ending between the period 1st April 2017 to 31st March 2022.

**By Order of the Board
for RASI ELECTRODES LIMITED**

CHENNAI
DATED: 14th August 2017

B POPATLAL KOTHARI
MANAGING DIRECTOR
DIN: 00594168

RASI ELECTRODES LIMITED
CIN: L52599TN1994PLC026980

DIRECTORS' REPORT

Dear Shareholder,

Your Directors have pleasure in presenting the 23rd Annual Report of your Company together with the Audited Financial Statements for the year ended 31st March 2017.

FINANCIAL RESULTS

The Financial Performance of your Company for the year ended 31st March 2017 is summarized below:

	Year Ended 31.03.2017 Rs.in Lakhs	Year Ended 31.03.2016 Rs.in Lakhs
Net sales	2684.05	2307.72
Other Income	61.93	68.78
Total (A)	2745.98	2376.50
Total Expenditure	2477.99	2093.77
Profit before interest & depreciation	267.99	282.73
Interest & financial charges	45.07	32.71
Depreciation	82.10	80.50
Profit before tax	140.82	169.52
Provision for tax incl tax for earlier years	52.56	61.70
Deferred tax – current	3.70	7.13
Profit after tax	84.56	100.69
Profit brought forward	616.14	552.46
Transfer to General Reserve	Nil	Nil
Depn written off as per Sch II of Companies Act 2013	Nil	Nil
Proposed Dividend (5%)	Nil	31.13
Dividend tax	Nil	5.39
Balance carried to Balance sheet	701.20	616.64

DIVIDEND AND TRANSFER TO RESERVES

In order to conserve resources for meeting the increasing working capital requirements for the expanded business capacity of the Company, your Directors have not recommended any dividend for the year ended 31st March 2017 (previous year dividend declared Rs.0.10 i.e., @ 5% on Equity shares of Rs 2/- each).

Your Directors have not transferred any amount to the General Reserves out of the profits made during the year.

MANAGEMENT DISCUSSION AND ANALYSIS

A. Industry structure and developments

Your Company is operating in the Small Scale Industrial Sector having manufacturing plants for the manufacture of Arc Welding Electrodes and Copper Coated Mild Steel (CCMS) Wire used for the purpose of welding by the Engineering and Fabrication industries Your Company also trades in the entire range of welding products and accessories required by diverse industries in the heavy engineering and capital goods sector. Your Company trades by importing rutile, MIG-MAG Machine, Flux Core Wire and Flux on a regular basis. The demand for Company's products depends upon the robustness of demand in the engineering and capital goods industries in the Country.

B. Performance

During the year ended 31st March 2017 the overall turnover of the Company was Rs 2684.05 lakhs as against Rs 2307.72 lakhs achieved during the last year resulting in an increase in the turnover to the extent of 16.31% when compared with the previous year. The production of welding electrodes was 1624.252 MTs as against 1706.137 MTs achieved during the previous year. The production of CCMS Wire during the year ended 31st March 2017 was 1709.215 MTs as against 1505.512 MTs during the previous year.

During the year ended 31st March 2017 the profit before tax was Rs 140.82 lakhs (previous year Rs 169.52 lakhs) and after making a provision for tax amounting to Rs 56.26 lakhs (previous year Rs 68.83 lakhs) (including provision for deferred tax), the profit after tax was Rs 84.56 lacs (previous year Rs 100.69 lakhs). The Profit after tax has decreased by 16.02% during the year ended 31st March 2017 when compared to the previous year.

The Company continues to comply with the certification requirements of Det Norkse Veritas Management System conforming to Quality Management System Standard ISO 9001:2008 for its manufacturing facility at Redhills, Chennai.

C. Segmentwise performance

Your company operates in the single segment i.e., manufacture and marketing of welding electrodes and as such the discussion of segment-wise performance is not applicable.

D. Concerns

The prospects of the company is closely connected with the performance of the capital goods sector. The infrastructure sector was experiencing stagnation during the whole of last year and as a result the performance of your company was also affected. The Company is hopeful that growth will pick up in the years to come.

E. Prospects and Outlook

Your Company was able to strengthen its brand image in the market with regards to the welding electrodes product. The CCMS Wire product produced by your Company has also received good response among the user industries. With a strong brand image, your company's product enjoys loyal patronage in the user market.

F. Internal control systems

Your company has a proper and adequate system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorised use or disposition.

G. Human resources and industrial relations

Your Company has well qualified and experienced technical, financial and administrative staff to cater to its business requirements. The relations with the employees of the company remained cordial throughout the year.

CREDIT RATING

Your Directors take pleasure in informing that your Company has been rated by NSIC-CRISIL Performance and Credit Rating for Small Scale Industries and they have awarded your Company with rating of 'SE 2B which indicates 'High Performance Capability and Moderate Financial Strength'.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

Your Company does not have any subsidiary, joint venture or associate companies.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state that:

- i. in the preparation of the annual accounts for the year ended March 31, 2017, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- ii. the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2017 and of the profit of the Company for the year ended on that date;
- iii. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. the Directors have prepared the annual accounts on a 'going concern' basis;
- v. the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- vi. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

CORPORATE GOVERNANCE

Your Company has complied with all the material requirements of Corporate Governance prescribed under Securities & Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015. A report on Corporate Governance as required under regulation 34(3) read along with Schedule V of the said regulation is annexed and it forms part of this report.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

During the year, the Company had not entered into any contract, arrangement or transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board was put up on the website of the Company at www.rasielectrodes.com and it is also furnished in the Corporate Governance Report.

Your Directors draw attention of the members to Note 22.4 to the financial statement which sets out related party disclosures.

RISK MANAGEMENT

Your Company has adequate risk management infrastructure in place capable of addressing risks faced by the company both internal and external. Your Company is not required to constitute a separate Risk Management Committee.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements. During the year, no reportable material weakness have surfaced with regard to those internal controls in place.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year, there has been no change in the overall composition of the Board of Directors of the Company.

Mr Kashyap Kothari is the Chief Financial Officer and Mrs Jagruti J Jain is the Company Secretary.

Your Director Mr Ranjit Kumar Kothari retires by rotation at the ensuing Annual General meeting and being eligible is offering himself for re-appointment.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

A familiarisation program was conducted on 12th February 2017 for the Independent Directors wherein the roles, rights, responsibilities of the Independent Directors, the business model of the company and the industry related developments was apprised and presented to them. The details of the familiarization program conducted for Independent Directors, Policy for selection of Directors and determining Directors independence, Remuneration Policy for Directors, Key Managerial Personnel and other employees are also put up on the website of the Company at www.rasielectrodes.com.

EMPLOYEES STOCK OPTION SCHEME

The Company has not formulated any Employees Stock Option scheme.

AUDITORS & AUDITORS REPORT

Statutory Auditor

The report of the Statutory Auditors M/s ANP Associates., Chartered Accountants, Chennai, is annexed to this report. The Auditors Report does not contain any qualification, reservation or adverse remarks.

The Statutory Auditors shall be holding office until the conclusion of the ensuing Annual General Meeting and in view of the requirements of section 139(2) of the Companies Act, 2013, they have indicated to the Company that they are not available for re-appointment.

The Company has received a special notice from a shareholder proposing the appointment of M/s SURESHKUMAR & Co., Chartered Accountants, 34, Strotten Muthiah Street, II Floor, Chennai-600079, as Statutory Auditors of the Company to hold office for a period of five years from Statutory Auditors of the Company to hold office from the conclusion of this 23rd Annual General Meeting till the conclusion of 28th Annual General Meeting scheduled to be held during the calendar year 2022, for auditing the financial statements of the Company for all the financial years ending between the period from 1st April 2017 to 31st March 2022. The Company has received a certificate from M/s SURESHKUMAR & Co., Chartered Accountants, that they are eligible for appointment as Statutory Auditors of the Company and they are not disqualified for appointment as Statutory Auditors of the Company.

Secretarial Auditor

The Board has appointed Mr A M Gopikrishnan, Practising Company Secretary, to conduct Secretarial Audit for the financial year 2016-17. The Secretarial Audit Report for the financial year ended March 31, 2017 is annexed to this report.

Internal Auditor

Mr G Mahavirchand Kochar, Independent Practicing Chartered Accountant is the Internal Auditor of the Company as required under section 138 of the Companies Act, 2013. The Internal Auditor reports to the Audit Committee and the periodical reports submitted by him are reviewed by the Audit Committee and the Board. No adverse findings were reported by the Internal Auditor during the year.

DISCLOSURES**Corporate Social Responsibility**

Your Company is not falling within the financial criteria laid down under section 135(1) of the Companies Act, 2013, and as such is not under obligation constitute Corporate Social Responsibility committee and undertake CSR activities.

Audit committee

The Audit Committee comprises of two Independent Director and one Non-Independent Director and as such the composition requirements prescribed under section 177 of the Companies Act, 2013 and the SEBI (LODR) Regulations is satisfied. All the recommendations made by the Audit Committee during the year have been accepted by the Board.

Vigil Mechanism

The Company has put in place a vigil mechanism in order to facilitate Directors and Employees to report on genuine concerns. The Whistle Blower policy adopted by the Company and the Vigil Mechanism as a part of the said policy has been put up on the website of the Company at www.rasielectrodes.com.

Meetings of Board

During the year SEVEN meetings of the Board of Directors were held. The dates on which the Board meetings were held and the attendance of the Directors therein is furnished in the Corporate Governance Report.

Particulars of Loans given, Investments made, Guarantees given and securities provided.

The particulars of Loans given, investments made and the purpose for which the loan given is proposed to be utilized by the recipient is furnished in Note:22.6 to the financial statements.

The Company has not given any guarantees and has not provided any security during the year.

Conservation of energy, technology absorption, foreign exchange earnings and outgo.

As required under the Provisions of Sec. 134(3)(m) of the Companies Act 2013, information relating to Conservation of energy, technology absorption, and foreign exchange earnings and outgo is annexed to this report.

Extract of Annual Return

The extract of Annual Return as on 31st March 2017 in the prescribed Form MGT9 is annexed to this report.

Particulars of Employees and related disclosures

In terms of the requirements of Section 197(12) of the Companies Act, 2013, read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Directors wish to state that none of the employees are drawing remuneration in excess of the limits set out in the said rules.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed to this report.

Employees Stock Option Scheme

The Company has not formulated any Employees Stock Option scheme.

Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has in place Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The Company has not received any complaints under the said Act during the year.

General

Your Directors do not have anything to report or disclose on the following items since there were no transaction relating to them during the year:

- i. No deposits were accepted attracting the provisions of section 73 – 76 of the Companies Act, 2013.
- ii. The Company has not issued any equity shares during the year with differential rights as to dividend, voting or otherwise.
- iii. The Company has not issued any shares (including sweat equity shares) to any of its employees during the year.

- iv. The Company does not have any subsidiary, Joint venture or associate companies and as such the Managing Director / Whole time Directors receiving any remuneration from such companies does not arise.
- v. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- vi. There were no material changes and commitments affecting the financial position of the company which have occurred between 31st March 2017 and the date of this report

ACKNOWLEDGEMENT

Your Directors take this opportunity to thank the various Governmental authorities, the Company's Bankers M/s.Dena Bank, the customers, and Suppliers. Your Directors also wish to place on record the dedicated Services rendered by the employees of the Company at all levels.

By Order of the Board,
For & on behalf of the Board of Directors

CHENNAI
DATED: 14th August 2017

B RANJIT KUMAR KOTHARI
CHAIRMAN
DIN: 01560805

ANNEXURES FORMING PART OF BOARDS' REPORT:

Annexure I: Disclosure under Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Annexure II: Disclosures pertaining to conservation of energy, technology absorption and foreign exchange earnings and outgo as required u/s 134(3)(m) of the Companies Act, 2013, read along with rule 8(3) of Companies (Accounts) Rules, 2014.

Annexure III: Corporate Governance Report (including Auditor Certificate & other certificates annexed to CG Report).

Annexure IV: Extract of Annual return – Form MGT9.

Annexure V: Secretarial Audit Report.

Annexure VI: Independent Auditors' Report on Financial Statements.

Annexure VII: Financial Statements as on and for the year ended 31st March 2017 together with notes thereto.

Directors' Report – Annexure I:
Disclosure under Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014
I. EMPLOYEES DRAWING REMUNERATION OF MORE THAN Rs 102 lakhs PER ANNUM:

None of the Employees (including KMPs) are drawing remuneration exceeding Rs 102 lakhs per annum.

II. DETAILS OF REMUNERATION EACH DIRECTOR IN 2016-17:

Name	Designation	% increase over previous year	Ratio to median remuneration
Mr B Popatlal Kothari	Chairman & Managing Director	NIL	16.22.1
Mr B Ranjit Kumar Kothari	Director	NIL	Na
Mr Hitesh M Dharamshi	Independent Director	NIL	Na
Mr Ajay Goyal	Independent Director	NIL	Na
Mr N Prakash Kumar	Independent Director	NIL	Na
Mrs Payal Jain	Director	NIL	Na
Mr Kashyap Kothari	Chief Financial Officer	NIL	6.58.1
Mrs Jagruti Jain	Company secretary	NIL	2.01.1

Note: Sitting fees paid has not been considered as remuneration.

III. NUMBER OF PERMANENT EMPLOYEES ON THE ROLLS OF THE COMPANY:

As on 31.03.2017: 88

As on 31.03.2016: 79

IV. PERCENTAGE INCREASE IN MEDIAN REMUNERATION OF EMPLOYEES IN THE FINANCIAL YEAR 2016-17: -1.44%
V. RELATIONSHIP BETWEEN AVERAGE INCREASE IN REMUERATION AND THE COMPANY PERFORMANCE:

Average remuneration per employee per annum increased from 2.33 lakhs as at the end of 2015-16 to 2.36 lakhs as at the end of 2016-17 ,i.e., increased by 1.61%. Total Turnover in this period increased by 16.31%.

VI. REMUNERATION OF KEY MANAGERIAL PERSONNEL AND COMPARISON OF THEIR REMUNERATION TO THE PERFORMANCE OF THE COMPANY.

The total remuneration of Key Managerial Personnel during the year ended 31st March 2017 is Rs 45.88 lakhs as against Rs 39.43 lakhs paid during the previous year. The figures are not comparable since CFO and Company Secretary have been appointed for only part of the year during the previous year. The total payments to KMPs' increased during the year by 16.36% in absolute terms. As against this the total turnover of the Company increased from Rs 2307.72 lakhs to Rs 2684.05 lakhs resulting in an decrease of 16.31% during the year.

VII. MARKET PRICE AND PRICE EARNING RATIO:

As on 31st March 2017, the closing Market price per equity share of Rs 2 each is Rs 7.14 and PE Ratio is 26.44.

VIII. COMPARISON OF MARKET PRICE WITH THE ISSUE PRICE AT THE LAST PUBLIC OFFER:

The last public offer was made during the year ended 31st March 1996 at par at Rs 10/- per Equity share. The Company issued bonus shares in the ratio of 2:5 during the year ended 31.03.2008. The closing Market Price per Equity share of Rs 2/- each (post split), of the Company as on 31st March 2017 is Rs. 7.14 (Source: BSE Ltd) resulting in a increase @ 399.30% when compared to public offer price (adjusted for bonus shares and adjusted for stock split). The Company has issued and allotted equity shares at Rs 10.80 per Rs 2/- equity shares during the year ended 31.3.2015 and 31.3.2016 compared to closing price of Rs 7.14 per Rs 2 equity shares as on 31.3.2017 resulting in decrease to the extent of 33.89%.

IX. AVERAGE PERCENTAGE INCREASE IN SALARIES OF EMPLOYEES OTHER THAN WHOLETIME DIRECTORS: 1.62%
X. KEY PARAMETERS OF ANY VARIABLE COMPONENT OF REMUNERATION AVAILED BY DIRECTORS:

Not applicable since Directors have not been paid any variable component of remuneration.

XI. THE RATIO OF THE REMUNERATION OF THE HIGHEST PAID DIRECTOR TO THAT OF THE EMPLOYEES WHO ARE NOT DIRECTORS BUT RECEIVED REMUNERATION IN EXCESS OF THE HIGHEST PAID DIRECTOR DURING THE YEAR:

No Employee received remuneration higher than the Managing Director.

XII. AFFIRMATION THAT THE REMUNERATION IS AS PER THE REMUNERATION POLICY OF THE COMPANY:

The remuneration paid during the year ended 31st March 2017 is as per the remuneration policy of the Company.

Directors' Report – Annexure II:

Disclosures pertaining to conservation of energy, technology absorption and foreign exchange earnings and outgo as required u/s 134(3)(m) of the Companies Act, 2013, read along with rule 8(3) of Companies (Accounts) Rules, 2014.

S.No.	Required Particulars	Details
A.	Conservation of energy:	
i.	The steps taken or impact on conservation of energy;	The Company regularly conducts energy conservation program at the factory to sensitize the workmen for using energy conservation practices throughout the factory. Energy Conservation measures have been adopted right from the initial Stages of manufacture to achieve the optimum energy consumption per unit of production.
ii.	The steps taken by the company for utilising alternate sources of energy;	The Company has not taken any steps to use alternate sources of energy
iii.	The capital investment on energy conservation equipments;	Nil
B.	Technology absorption:	
i.	The efforts made towards technology absorption;	The Company uses technology developed inhouse
ii.	The benefits derived like product improvement, cost reduction, product, development or import substitution;	The Company has developed CCMS Wire product without copper coating which was developed out of the Company's own initiative. The avoidance of copper coating has resulted in cost reduction and power saving.
iii.	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):	The Company has not imported any technology
	(a) the details of technology imported;	Not applicable
	(b) the year of import;	Not applicable
	(c) whether the technology been fully absorbed;	Not applicable
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	Not applicable
iv.	The expenditure incurred on Research and Development.	Nil
C.	Foreign exchange earnings and outgo:	
	(a) Foreign exchange Earnings;	Rs.29,60,316
	(b) Foreign exchange outgo;	Rs.2,57,89,738

Directors' Report – Annexure III: Corporate Governance Report and Auditor's Certificate and other Certificates:

**M/s A.N.P. Associates
Chartered Accountants**

B-7, Adinath Complex, 2nd floor, 91, Govindappa Naicken St., Chennai - 600 001.

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE
To the Members of M/s Rasi Electrodes Limited

We have examined the compliance of the conditions of Corporate Governance by Rasi Electrodes Limited for the year ended 31st March 2017, as stipulated in Schedule V to the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of the conditions of corporate governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has, complied with the conditions of Corporate Governance as stipulated in the above mentioned Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For A N P ASSOCIATES,
Firm Registration No.:009004 S
Chartered Accountants

AMISH N PATEL
Proprietor
Membership No.027859

Chennai
Dated: 14th August 2017

RASI ELECTRODES LIMITED
CIN: L52599TN1994PLC026980

A REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED 31ST MARCH 2017
[As required under Regulation 34(3) read along with Schedule V of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015(hereinafter referred to as SEBI (LODR) Regulations)]

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Your company is in the business of manufacturing welding electrodes required by engineering, chemical and other manufacturing industries. Your company's philosophy of corporate governance is to provide low cost quality welding electrodes which best satisfy the needs of the customers and in the process, to bring about prosperity to the company, its shareholders, its investors and the country at large.

2. BOARD OF DIRECTORS

- i. The Board of Directors of the Company is headed by a Non-Executive, Non-Independent Chairman. The Company's Board comprises SIX Directors of whom Three are Independent Directors (50%) and Three are Non-Independent Directors (50%). The number of Non-Executive Directors is Five (83%). The composition of the Board is in conformity with Regulation 17 of SEBI (LODR) Regulations, 2015.
- ii. None of the Directors on the Board is a Member of more than ten Committees or Chairman of more than 5 Committees as specified in Regulation 26 of SEBI (LODR) Regulations, 2015 across all the Companies in which he/she is a Director. Necessary disclosures regarding Directorship / Committee positions held by the Directors in other public companies as at 31st March 2017, have been made by the Directors.
- iii. None of the employees of the Company, including key managerial personnel or director or promoter, have entered into any agreement for himself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company during the financial year ended 31st March 2017 and necessary affirmation to this effect have been obtained from them and taken on record by the Board.
- iv. The names and categories of Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanships / Memberships held by them in other companies is given below. Other Directorships do not include alternate directorships, Directorships of private limited companies and of companies incorporated outside India. Chairmanship / Membership of Board Committees include only Audit and Shareholders / Investors Grievance Committees.

Names of Directors	Promoter/ non-promoter	Relationship with other Directors	Executive/ Non-executive/ Independent	No. of Board Meetings Attended	Last AGM Attended Yes/No	No. of Outside Directorship held	Member of Committee*
1. Mr Ranjit Kumar Kothari, Chairman	Promoter	Related	Non-Executive/ Non-independent	7	Yes	1	Nil
2. Mr Popatlal Kothari Managing Director	Promoter	Related	Executive/ Non-independent	7	Yes	1	Nil
3. Mr Hitesh M Dharamshi, Director	Non-Promoter	Not Related	Non-Executive/ Independent	5	Yes	Nil	Nil
4. Mr Ajay Goyal, Director	Non-Promoter	Not Related	Non-Executive/ Independent	5	No	Nil	Nil
5. Mr N Prakash Kumar, Director	Non-Promoter	Not Related	Non Executive/ Independent	5	No	Nil	Nil
6. Mrs. Payal Jain Director	Promoter	Related	Non-Executive/ Non-independent	7	Yes	Nil	Nil

- v. During the year ended 31st March 2017, SEVEN (7) Board Meetings were held on 30th May 2016, 19th July 2016, 2nd August 2016, 12th August 2016, 28th September 2016, 14th November 2016, 13th February 2017.
- vi. The Notice and Agenda for the Board Meeting is sent to each of the Director at least a week in advance. The Managing Director as the Chief Executive Officer of the Company briefs the Board at every meeting on the overall performance of the Company. The Board reviews all the mandatory matters as prescribed under Regulation 17(7) read along with Schedule II of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, [hereinafter referred to as SEBI (LODR) Regulations] every quarter.
- vii. The Independent Directors Mr Hitesh M Dharamshi, Mr Ajay Goyal and Mr N Prakash Kumar have been appointed by the members of the Company at the AGM held on 29th September 2014 to hold office up to 31st March 2019.
- viii. Mr Kashyap Kothari is the Chief Financial Officer and Mrs. Jagruti J Jain is the Company Secretary appointed u/s 203 of the Companies Act, 2013.

ix. Details of shares of the Company held by Directors as on 31st March 2017 are as follows.

Name	Designation	Equity shares held
1.Mr Ranjit Kumar Kothari,	Chairman	990000
2.Mr B Popatlal Kothari	Managing Director	4956430
3.Mr Hitesh M Dharamshi	Director	Nil
4.Mr Ajay Goyal	Director	8500
5.Mr N Prakash Kumar	Director	Nil
6.Payal Jain	Director	Nil

x. The Company has not issued any convertible debentures. None of the Directors are holding any convertible instruments as on 31st March 2017.

xi. The details of familiarization programmes imparted to independent directors could be accessed at the web link <http://cmsbox.rasielectrodes.com/pdf/RASI%20FAMILIARISATION%20PROG%2012022017.pdf>

xii. The Independent Directors of the Company met once during the year on 12th February 2017 without the presence of non-independent directors and members of the management as required under Regulation 25(3) of SEBI (LODR) Regulation. The details of Directors present at the meeting is furnished below:

Name	Category	No. of meetings held	No. of meetings attended
Mr Hitesh M Dharamshi	Chairman, Director, Independent	1	1
Mr Ajay Goyal	Member, Director, Independent	1	1
Mr N Prakash Kumar	Member, Director, Independent	1	1

3.AUDIT COMMITTEE

- The Company has in place an Audit Committee and its composition complies with the requirements of Regulation 18 of SEBI (LODR) Regulations, 2015 and section 177(2) of the Companies Act, 2013.
- The terms of reference of the Audit Committee are in line with the one prescribed under Regulations 18(3) and section 177 of the Companies Act, 2013.
- In its meetings, the Audit Committee considered and reviewed matters relating to operational, financial and other business areas and also reviewed the quarterly results and annual results of the Company.
- The previous Annual General Meeting was held on 28th September 2016 and it was not attended by the Chairman of the Audit Committee.
- The Audit Committee of Directors met FOUR (4) times during the year on 30th May 2016, 12th August 2016, 14th November 2016 and 13th February 2017..
- The composition of the Audit Committee and particulars of meetings attended by the members of the Audit Committee are given below:

S.No.	NAME OF THE DIRECTOR	CATEGORY	No. of Meetings held	No. of Meetings attended
1	Mr Hitesh M Dharamshi	Chairman, Independent, Non-Executive	4	4
2	Mr Ranjit Kumar Kothari	Non-Independent, Non-Executive	4	4
3	Mr Ajay Goyal	Independent, Non-Executive	4	4

4.NOMINATION AND REMUNERATION COMMITTEE

i. The Nomination & Remuneration Committee of Directors complies with the requirements of the Regulation 19(4) of SEBI (LODR) Regulations, 2015, and the Committee comprises of the following Directors as its Members:

S.No.	NAME OF THE DIRECTOR	CATEGORY	No. of Meetings held	No. of Meetings attended
1	Mr Ajay Goyal	Chairman, Independent, Non-Executive	2	2
2	Mr Ranjit Kumar Kothari	Non-Independent, Non-Executive	2	2
3	Mr Prakash Kumar	Independent, Non-Executive	2	2

- ii. The terms of reference of the Remuneration Committee to review and recommend the remuneration payable to Executive Director and Non-Executive Directors, as when their appointment and revision in their remuneration is considered and determine the remuneration policy to be pursued by the Company from time to time.
- iii. A meeting of the Remuneration Committee was held TWICE during the year on 30th May 2016 and 12th February 2017.
- iv. Performance evaluation criteria for independent directors is disclosed at the web link <http://rasielectrodes.com/PDF/Criteria-for-Evaluation.pdf>.

5. REMUNERATION

- i. The Remuneration policy of the Company comprises of payment of suitable remuneration to its Executive Director as evaluated and recommended by the Remuneration Committee and approved by the Board and shareholders. The Non-Executive Directors will be paid sitting fees as approved by the Board for the meetings of the Board and Committees attended by them. The non-executive Directors are not being paid any other remuneration or commission. The Managing Director has been authorized to determine the remuneration policy and pay suitable remuneration to the employees of the Company who are not Directors on the Board of the Company.
- ii. Details of the remuneration paid to Executive and Non-Executive Directors for the year ended 31st March 2017 is given below:

Name	Designation	Remuneration paid to Executive Directors including perquisites (Rs.)	Remuneration paid to Non-Executive Directors (Rs.)	Sitting fees paid to Directors (Rs.)
1. Mr Ranjit Kumar Kothari,	Chairman	Nil	Nil	21000
2. Mr B Popatlal Kothari	Managing Director	3000000	Nil	Nil
3. Mr Hitesh M Dharamshi	Director	Nil	Nil	14500
4. Mr Ajay Goyal	Director	Nil	Nil	15500
5. Mr N Prakash Kumar	Director	Nil	Nil	13000
6. Mrs Payal Jain	Director	Nil	Nil	10500

- iii. The Company does not have any performance linked incentive payment scheme for any of its Directors or employees.
- iv. The Company does not have any Employee Stock Option Scheme or Employees Stock Purchase Scheme.

6. STAKEHOLDERS RELATIONSHIP COMMITTEE

- i. The Stakeholders Relationship Committee of Directors complies with the requirements of the revised Regulation 20 of SEBI (LODR) Regulations. The composition of the Stakeholders' Relationship Committee and the details of meetings held and attended by the members of the Committee are given below:

Name	Category	No. of meetings held	No. of meetings attended
Mr B Ranjit Kumar Kothari	Chairman, Non Executive, Non-independent	7	7
Mr B Popatlal Kothari	Executive, Non-Independent	7	7
Mr Prakash Kumar	Non-Executive, Independent	7	7

- ii. The Committee met SEVEN (7) times during the year on 2nd May 2016, 27th June 2016, 12th August 2016, 29th August 2016, 12th September 2016, 14th November 2016 and 13th February 2017.
- iii. The terms of reference of the Committee are to consider and resolve the grievances of the security holders of the company including complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends besides approving the Share Transfers / Transmission, to take on record dematerialization of shares, to approve splits, consolidation of share certificates, etc.
- iv. Name, Designation and address of Compliance Officer is given below:

Mrs Jagruti J Jain
 Company Secretary
 Rasi Electrodes Limited
 Registered office: 'Rams Apartments', Flat A-14,
 12 (Old No.:21), Raja Annamalai Road,
 Chennai-600084
 Tel: 044-26424523; 26427884

vi. Details of complaints received and redressed are given below:

Opening Balance as on 01.04.2016	Received during the year ended 31.03.2017	Resolved during the year ended 31.03.2017	Closing Balance as on 31.03.2017
Nil	14	14	Nil

7. RISK MANAGEMENT COMMITTEE

Your Company has adequate risk management infrastructure in place capable of addressing risks faced by the company both internal and external. Your Company is not required to constitute a separate Risk Management Committee as per the criteria laid down in the SEBI (LODR) Regulations, 2015.

8. GENERAL BODY MEETINGS

i. The location, time where last three AGMs / EGMs held are furnished below:

AGM / EGM	LOCATION	DATE	TIME
EGM	Indian Red Cross Society, No.40, Montieth Road, Egmore, Chennai-600008	30.08.2014	9.30.A.M.
20 TH AGM	HOTEL ASHOKA PVT LTD . New No 47 Old No 33, Pantheon Road, Egmore, Chennai – 600008	29.09.2014	9.00 A.M
21 ST AGM	HOTEL ASHOKA PVT LTD . New No 47 Old No 33, Pantheon Road, Egmore, Chennai – 600008	29.09.2015	9.00 A.M
22 ND AGM	HOTEL SRI BALAJI BHAVAN, No 242,G.N.T.Road, Redhills, Chennai-600052	28.09.2016	9.30.A.M.

ii. The details of Special Resolutions passed during the three years ended 31st March 2017 is furnished below:

Date of AGM/EGM	Details of Special Resolution Passed
28.09.2013 – AGM	Re-appointment of Mr B Popatlal Kothari as Chairman & Managing Director for a further period of three years up to 12 th February 2016
30.08.2014 – EGM	1. Approval u/s 13,14 and 61 of the Companies Act, 2013 for Amendment to Memorandum and Articles of Association for increasing the Authorised Capital from Rs 6 crores to Rs 8 crores. 2. Approval u/s 62(1)(c) and 42 of the Companies Act, 2013 for issue of 10,00,000 Convertible Warrants and 15,00,000 Equity shares to Promoters and Promoters Group and Non-Promoters at a price of Rs 54/- including a premium of Rs 44/- per share.
28.09.2016 – AGM	Re-appointment of Mr B Popatlal Kothari as Managing Director for a further period of FIVE years up to 12 th February 2021

iii. The Company has NOT passed the any resolution through the process of Postal Ballot during the year ended 31st March 2017.

iv. No resolution is proposed to be passed through postal ballot during the year ended 31st March 2018.

9. MEANS OF COMMUNICATION

i. The quarterly and annual results are communicated to the Stock Exchange (i.e.BSE Ltd) immediately after the Board Meeting where in it is approved.

ii. The quarterly and annual results are also published in the news papers "Trinity Mirror" and "Makkal Kural".

iii. The results are also displayed at the official website of the Company www.rasi-electrodes.com. The website also displays official news releases, if any.

iv. The Company has not made any presentation to institutional investors or to any financial analysts.

v. A Management discussion and Analysis Statement is a part of the Directors Report furnished in the Company's Annual Report.

10. General Shareholder Information

a.	23 rd Annual General Meeting Date Time Venue	28 th September 2017 9.30 A.M. HOTEL SRIBALAJI BHAVAN, No.242, G.N.T.Road, Redhills, CHENNAI-600052,
b.	Financial year:	1 st April 2016 to 31 st March 2017
c.	Dividend payment date & book closure date	The Board of Directors have not recommended any dividend for the year ended 31 st March 2017. Book closure from Friday the 22 nd September 2017 to Thursday, the 28 th September 2017 (both days inclusive) for the purpose of the 23 rd AGM.
d.	Listing on Stock Exchanges	BSE LIMITED [BOMBAY STOCK EXCHANGE] Phiroze Jeejeebhoy Towers, Dala Street, MUMBAI-400001 The Company has paid the Annual Listing Fees due to the stock exchange for the financial year 2016-2017
e.	Stock code ISIN No.	531233 INE822D01021
f & g	Market price data and Comparison with BSE Sensex	The details of share prices as traded on the Bombay Stock Exchange is furnished below:

Month	High	Low	Close	No.of shares traded	No.of Trades	Net T/O (Rs.)
April 2016	11.30	8.25	9.18	896102	1217	8707310
May 2016	9.58	8.00	8.44	543473	815	4672196
June 2016	9.09	6.70	7.01	594867	1073	4579712
July 2016	10.00	6.55	8.65	1364912	1888	11537933
August 2016	9.60	6.54	7.34	438449	823	3292557
September 2016	8.35	6.80	6.94	680538	834	4915842
October 2016	11.10	6.80	10.00	3085539	3492	26934809
November 2016	10.80	7.56	7.87	869620	1775	7990697
December 2016	9.46	7.58	8.13	510740	957	4193530
January 2017	9.30	7.90	8.10	466739	827	3905100
February 2017	8.49	7.62	7.79	499464	679	4028873
March 2017	7.96	6.66	7.14	713491	1164	5111445

Source: Website of The Stock Exchange, Mumbai (i.e. www.bseindia.com)

h.	Trading of securities at the stock exchange	The Equity shares of the Company are actively traded at the BSE Limited and they have not been suspended from trading at any point of time during the year.
l.	Registrar & Share Transfer Agent	Cameo Corporate Services Limited Subramanian Building 1, Club House Road, Chennai-600002 Tel: 044-28460390-91-92
j.	Share Transfer System	As on 31 st March 2017, a total of 30,224,405 equity shares of Rs 2/- each fully paid representing 97.09% of the paid-up capital of the Company are in electronic form and 906,095 equity shares of Rs 2/- each fully paid representing 2.91% of the paid-up capital of the Company are in physical form. The transfer of shares held in electronic form is done through the depositories with no involvement of the Company. The shares in the physical form are normally transferred within a period of 15 days from the date of receipt if the documents are complete in all respects.
k.	Distribution of shareholding	Furnished below:

a. Distribution of shareholding as on 31st March 2017 is furnished below:

Distribution Range (No. of shares)	No. of shareholders	% of total	Value of Equity shares of Rs 2 each held	% of total
2 - 5000	2268	69.8921	2753846	4.4230
5001 - 10000	435	13.4052	3357682	5.3929
10001 - 20000	236	7.2727	3378792	5.7480
20001 - 30000	74	2.2804	1803592	2.8968
30001 - 40000	45	1.3867	1641008	2.6356
40001 - 50000	38	1.1710	1781626	2.8615
50001 - 100000	68	2.0955	5181042	8.3214
100001 & above	81	2.4961	42163412	67.7204
Total	3245	100.0000	62261000	100.0000

b. Categories of shareholders as on 31st March 2017 is furnished below:

Category	No. of shares	Percentage
Promoters holdings	8697950	27.94
Corporate Bodies	2098641	6.74
NRI	285363	0.92
Indian Public	20048546	64.40
Total	31130500	100.000

i.	Dematerialisation of shares and liquidity	The Company's shares are compulsorily traded in dematerialized form and are available for trading on both the depositories in India viz. National Securities Depository Ltd(NSDL) and Central Depository Services Limited (CSDL). As on 31 st March 2017, a total of 30,224,405 Equity shares of Rs 2/- each fully paid representing 97.09% of the Company's share capital are held in dematerialized form. Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE822D01021
m.	Outstanding GDRs/ADRs	The Company has so far not issued any GDRs/ADRs/Warrants or any convertible instruments.
n.	Commodity price risk or foreign exchange risk and hedging activities	The Company's operations are not subject to any commodity price risk other than in the normal course of business. The Company does not face any foreign exchange risks and hence has not undertaken any hedging activities.
o.	Plant locations	Welding Electrodes Manufacturing Plant Upparapalayam Village Alamathi Post, Redhills Chennai-600052
p.	Address for correspondence	Registered Office: 'Rams', A-14, III Floor, 21, Raja Annamalai Road, Chennai-600084 For transfer of shares, dematerialisation, change of address, etc., to: CAMEO CORPORATE SERVICES LIMITED Subramaniam Building, No.1, Club House Road, Chennai-600002
q.	Exclusive E-Mail ID for Redressal of Investor Complaints	The Company has designated an e-mail ID exclusively for the purpose of registering complaints by investors. The e-mail ID is info@rasielectrodes.com . Shareholders / Investors can send their complaints / Grievances to the above e-mail ID.

11. DISCLOSURES

i. Disclosures on materially significant related party transactions that may have potential conflict with the interest of the Company at large.

The disclosures relating to related party transactions is given in Note 22.4 : Other Significant Notes attached to Balance sheet . The Company's policy on dealing with related party transactions is available at the web link <http://rasielectrodes.com/PDF/Rasi-Policy-on-Related-Party-Transaction.pdf>.

ii. Details of non compliance by the company, penalties, strictures imposed on the Company by Stock exchange or SEBI or any statutory authority, on any matter related to capital market during the last three years :

None

- iii. The Company has established vigil mechanism and Whistle Blower Policy for directors and employees to report concerns about unethical behavior. No person has been denied access to the Audit Committee. The details of establishment of vigil mechanism/ Whistle Blower policy could be accessed at the web link <http://rasielectrodes.com/PDF/Whistle-Blower-Policy-and-Vigil-Mechanism.pdf>.
- iv. The Board of Directors of the Company have adopted a suitable Code of Conduct to be adhered to by its Directors and Senior Management Personnel. All the Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct during the year ended 31st March 2017 and the Certificate furnished by the Managing Director in his capacity as the Chief Executive Officer of the Company is annexed to this report.
- v. The Board of Directors have also laid down a comprehensive Code of Conduct for Prevention of Insider Trading applicable to its Board of Directors and Senior Management Personnel. All the Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct during the year ended 31st March 2017.
- vi. The risk assessment and minimization procedures are in existence and the Board of Directors reviews the same at their quarterly meetings.
- vii. All the mandatory requirements as per SEBI (LODR) Regulations have been complied with by the Company.
- viii. The Company does not have any holding, subsidiary or associate companies.
- ix. The Company's operations are not subject to any commodity price risk other than in the normal course of business. The Company does not face any foreign exchange risks and hence has not undertaken any hedging activities.

12. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT

The Company has complied with all the mandatory requirements of Corporate Governance Report.

13. DISCLOSURE RELATING TO ADOPTION OF DISCRETIONARY REQUIREMENTS

The extent of adoption of discretionary requirements of Corporate Governance by the Company is summarized below:

- i. No reimbursement of expenses is made to the Non-Executive Chairman in connection with maintenance of his office.
- ii. The Company does not mail the Un-Audited Half yearly Financial Results individually to its shareholders. However, these are published in the newspapers 'Trinity Mirror' and 'Makkal Kural', and are also posted on the website of the Company www.rasielectrodes.com.
- iii. The Audit report for the year ended 2016-17 is an un-modified one and does not contain any qualifications.
- iv. The Company has separate post of Chairman who is a Non-Executive and Non-Independent Director and separate post of Chief Executive Officer who is the Managing Director of the Company.
- v. The Company has engaged the services of an Independent Practicing Chartered Accountant as Internal Auditor who reports to the Audit Committee.

14. DISCLOSURE OF COMPLIANCE

The necessary disclosure of compliance with Regulation 17 to 27 and 46(2)(b) to (i) is furnished hereunder:

Regulation No.	Relating to	Extent of Compliance by the Company
17	Board of Directors	Fully complied
18	Audit Committee	Fully complied
19	Nomination & Remuneration Committee	Fully complied
20	Stakeholders' Relationship Committee	Fully complied
21	Risk Management Committee	Fully complied
22	Vigil Mechanism	Fully complied
23	Related Party transactions	Fully complied
24	Corporate Governance requirements with respect to subsidiary	Not applicable since the Company does not have subsidiary companies
25	Obligations with respect to Independent Directors	Fully complied
26	Obligations with respect to Directors and Senior Management	Fully complied
27	Other Corporate Governance Requirements	Disclosure relating to adoption of discretionary requirements under this Regulation is given vide Para 13 of the Corporate Governance Report.

Website: The Company maintains a functional website www.rasielectrodes.com wherein all the prescribed basic information about the company is disclosed. The web link of disclosure of compliance with the requirements of Regulation 46(2)(b) to (i) is furnished below:

Regulation 46(2)(b): terms and conditions of appointment of independent directors:
<http://rasielectrodes.com/PDF/Terms-of-Appointment-of-Independent-Directors.pdf>

Regulation 46(2)(c): composition of various committees of board of directors:
<http://cmsbox.rasielectrodes.com/pdf/COMPOSITION%20OF%20BOARD%20AND%20COMMITTEES.pdf>

Regulation 46(2)(d): code of conduct of board of directors and senior management personnel:
<http://rasielectrodes.com/PDF/CODE%20OF%20CONDUCT%20FOR%20DIRECTORS%20AND%20SENIOR%20MGMT.pdf>

Regulation 46(2)(e): details of establishment of vigil mechanism/ Whistle Blower policy:
<http://rasielectrodes.com/PDF/Whistle-Blower-Policy-and-Vigil-Mechanism.pdf>

Regulation 46(2)(f): criteria of making payments to non-executive directors , if the same has not been disclosed in annual report:

Disclosed at para 5 above of Corporate Governance Report.

Regulation 46(2)(g): policy on dealing with related party transactions:
<http://rasielectrodes.com/PDF/Rasi-Policy-on-Related-Party-Transaction.pdf>

Regulation 46(2)(h): policy for determining 'material' subsidiaries

Not applicable since the Company does not have any subsidiaries.

Regulation 46(2)(i): details of familiarization programmes imparted to independent directors:
<http://cmsbox.rasielectrodes.com/pdf/RASI%20FAMILIARISATION%20PROG%2012022017.pdf>

CHENNAI
DATED: 14.08.2017

for and on behalf of the Board of Directors
B.POPATLAL KOTHARI
Managing Director
DIN: 00594168

CEO/CFO CERTIFICATION :

Pursuant to the requirements of Regulation 17(8) of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr B Popatlal Kothari, Managing Director & CEO, and Mr P Kashyap Kothari, Chief Financial Officer have furnished the following certificate to the Board of Directors of the Company:

We, B Popatlal Kothari, Managing Director & Chief Executive Officer, and P Kashyap Kothari, Chief Financial Officer, certify that:

- (a) We have reviewed the financial statements and the cash flow statement for the year ended 31st March 2017 and that to the best of our knowledge and belief:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading
 - (ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the company pertaining to the financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design and operation for internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committee
 1. Significant changes in internal control over financial reporting during the year;
 2. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 3. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

B POPATLAL KOTHARI
MANAGING DIRECTOR & CEO
CHENNAI
DATED: 30th May 2017

KASHYAP KOTHARI
CHIEF FINANCIAL OFFICER

MANAGING DIRECTOR'S DECLARATION ON CODE OF CONDUCT

As required under Schedule V(D) to the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, it is hereby affirmed that all the Board members and Senior Management Personnel have complied with the Code of Conduct of the Company. It is also confirmed that the Code of Conduct has already been posted on the web site of the Company.

SD/-
B POPATLAL KOTHARI
MANAGING DIRECTOR

CHENNAI
DATED: 30th May 2017

Directors' Report – Annexure IV:

Form No. MGT- 9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31st March, 2017
of
RASI ELECTRODES LIMITED
 [Pursuant to Section 92(3) of the Companies Act, 2013 And
 Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I.REGISTRATION AND OTHER DETAILS:

i.	CIN	L52599TN1994PLC026980
ii.	Registration Date	8TH MARCH 1994
iii.	Name of the Company	RASI ELECTRODES LIMITED
iv.	Category / sub-category of the Company	Company Limited by Shares / Indian Non-Government Company
v.	Address of the registered office and contact details	<u>Registered Office:</u> 44/4, Strotten Muthiah Street, Chennai-600079. <u>Administrative Office:</u> A-14, RAMS Apartment, 3rd Floor, 21, Raja Annamalai Road, Chennai-600084. Tel.No.: 044-26424523; Email: info@rasielectrodes.com Website: www.rasielectrodes.com
vi.	Whether Listed Company (Yes / No)	Yes (Listed at BSE Ltd)
vii.	Name, address and contact details of Registrar & Transfer Agent, if any	Cameo Corporate Services Limited 'Subramaniam Building', 1, Club House road, Chennai-600002 Tel.No.: 044-28460390.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the Company shall be stated.

Name & Description of the main products / services	NIC Code of the Product / Service	% of Total turnover of the Company
Welding Electrodes & CCMS Wire	4004	87.10%

III.PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: NIL
IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)(i) Category-wise Share Holding

Name of the Company : RASI ELECTRODES LIMITED - RS 2/-

Face Value : 2 /-

Paidup Shares as on 01-04-2016 : 30805500 [Equivalent post split No. of shares]

Paidup Shares as on 31-Mar-2017 : 31130500

For the Period From : 01-April-2016 To : 31-Mar-2017

Category code	Category of Shareholder	No. of shares held at the beginning of the year			No. of shares held at the end of the year			% Change during the year
		Demat	Physical	Total	Demat	Physical	Total	
A.	SHAREHOLDING OF PROMOTER AND PROMOTER GROUP							
1.	INDIAN							
a.	INDIVIDUALS/HINDU UNDIVIDED/FAMILY	8297950	0	8297950	8447950	0	8447950	27.1372
b.	CENTRAL GOVERNMENT/STATE GOVERNMENT(S)	0	0	0	0	0	0	0.0000
c.	BODIES CORPORATE	2500000	0	2500000	2500000	0	2500000	0.8030
d.	FINANCIAL INSTITUTIONS/BANKS	0	0	0	0	0	0	0.0000
e.	ANY OTHER	0	0	0	0	0	0	0.0000
	SUB - TOTAL (A)(1)	8547950	0	8547950	8697950	0	8697950	0.1921
2.	FOREIGN							
a.	INDIVIDUALS (NON-RESIDENT INDIVIDUALS/ FOREIGN INDIVIDUALS)	0	0	0	0	0	0	0.0000
b.	BODIES CORPORATE	0	0	0	0	0	0	0.0000
c.	INSTITUTIONS	0	0	0	0	0	0	0.0000
d.	QUALIFIED FOREIGN INVESTOR	0	0	0	0	0	0	0.0000
e.	ANY OTHER	0	0	0	0	0	0	0.0000
	SUB - TOTAL (A)(2)	0	0	0	0	0	0	0.0000
	TOTAL SHARE HOLDING OF PROMOTER AND PROMOTER GROUP (A) = (A)(1)+(A)(2)	8547950	0	8547950	8697950	0	8697950	0.1921
B.	PUBLIC SHAREHOLDING							
1.	INSTITUTIONS							
a.	MUTUAL FUNDS/UTI	0	0	0	0	0	0	0.0000
b.	FINANCIAL INSTITUTIONS/BANKS	0	0	0	0	0	0	0.0000
c.	CENTRAL GOVERNMENT/STATE GOVERNMENT(S)	0	0	0	0	0	0	0.0000
d.	VENTURE CAPITAL FUNDS	0	0	0	0	0	0	0.0000
e.	INSURANCE COMPANIES	0	0	0	0	0	0	0.0000
f.	FOREIGN INSTITUTIONAL INVESTORS	0	0	0	0	0	0	0.0000
g.	FOREIGN VENTURE CAPITAL INVESTORS	0	0	0	0	0	0	0.0000
h.	QUALIFIED FOREIGN INVESTOR	0	0	0	0	0	0	0.0000
i.	ANY OTHER	0	0	0	0	0	0	0.0000
	SUB - TOTAL (B)(1)	0	0	0	0	0	0	0.0000

Category code	Category of Shareholder	No. of shares held at the beginning of the year			No. of shares held at the end of the year			% Change during the year	
		Demat	Physical	Total	% of Total Shares	Demat	Physical		Total
2.	NON-INSTITUTIONS								
a.	BODIES CORPORATE	3240118	0	3240118	10.5179	2098641	0	2098641	6.7414
b.	INDIVIDUALS - I INDIVIDUAL SHAREHOLDERSHOLDING NOMINAL SHARE CAPITAL UPTO RS. 1 LAKH II INDIVIDUAL SHAREHOLDERSHOLDING NOMINAL SHARE CAPITAL IN EXCESS OF RS. 1 LAKH	6457315	928495	7385810	23.9756	7631409	906095	8537504	27.4248
c.	QUALIFIED FOREIGN INVESTOR	10614922	0	10614922	34.4578	10494503	0	10494503	33.7113
d.	ANY OTHER CLEARING MEMBERS HINDU UNDIVIDED FAMILIES NON RESIDENT INDIANS	0	0	0	0.0000	0	0	0	0.0000
		103933	0	103933	0.3373	34614	0	34614	0.1111
		867011	0	867011	2.8144	981925	0	981925	3.1542
		45756	0	45756	0.1485	285363	0	285363	0.9166
	SUB - TOTAL (B)(2)	1016700	0	1016700	3.3003	1301902	0	1301902	4.1820
	TOTAL PUBLIC SHAREHOLDING(B) = (B)(1)+(B)(2)	21329055	928495	22257550	72.2518	21526455	906095	22432550	72.0597
	TOTAL (A)+(B)	29877005	928495	30805500	100.0000	30224405	906095	31130500	100.0000
C.	SHARES HELD BY CUSTODIANS AND AGAINST WHICH DEPOSITORY RECEIPTS HAVE BEEN ISSUED								
	Promoter and Promoter Group	0	0	0	0.0000	0	0	0	0.0000
	Public	0	0	0	0.0000	0	0	0	0.0000
	TOTAL CUSTODIAN (C)	0	0	0	0.0000	0	0	0	0.0000
	GRAND TOTAL (A)+(B)+(C)	29877005	928495	30805500	100.0000	30224405	906095	31130500	100.0000

ii. Shareholding of promoters:
IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) (Contd.)
ii) Shareholding of promoters
Name of the Company : RASI ELECTRODES LIMITED - Rs.2

SI No	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year		% change in shareholding during the year	FOLIO/IDP_CL_ID	PAN	Pledged Shares at beginning of the Year	Pledged Shares at end of the Year
		No of shares	% of total shares of the company	No of shares	% of total shares of the company					
1	B POPATLAL KOTHARI	4831430	15.6836	4956430	15.9214	0.4015	'IN30302851933459	AAIPK7746D	0	0
2	P NITYA KOTHARI	1061485	3.4457	1061485	3.4097	0.0000	'IN30267931755448	AAANPK2428F	0	0
3	P MANJULA KOTHARI HAVING SAME PAN	840810	2.7294	840810	2.7009	0.0000	'IN30018312341922	AAIPK7745A	0	0
3	MANJULA KOTHARI	41890	0.1359	41890	0.1345	0.0000	'1204840000191301	AAIPK7745A	0	0
4	P KASHYAP KOTHARI HAVING SAME PAN	685555	2.2254	685555	2.2021	0.0000	'IN30108022506127	AAOPK0675M	0	0
4	KASHYAP KOTHARI P	527510	1.7123	527510	1.6945	0.0000	'IN30287120469915	AAOPK0675M	0	0
5	BPK DEVELOPERS PVT.LTD.	250000	0.8115	250000	0.8030	0.0000	'1204840000242100	AAHFB9968P	0	0
6	POPATLAL KOTHARI AND SONS	218570	0.7095	218570	0.7021	0.0000	'1203150000202059	AAAHP2895Q	0	0
7	RUCHI N KOTHARI	90700	0.2944	115700	0.3716	0.0803	'IN30115123472352	AFIPJ0913Q	0	0

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) (Contd.)

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Name of the Company : RASI ELECTRODES LIMITED - RS 2/-

Sl No.	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year		FOLIO/DP_CL_ID	PAN
		No of shares	% of total shares of the company	No of shares	% of total shares of the company		
1	B POPATLAL KOTHARI At the beginning of the year 01-Apr-2016 Purchase 21-Oct-2016 At the end of the Year 31-Mar-2017	4831430 125000 4956430	15.6836 0.4015 15.9214	4831430 4956430 4956430	15.6836 15.9214 15.9214	'IN30302851933459	AAIPK7746D
2	P NITYA KOTHARI At the beginning of the year 01-Apr-2016 At the end of the Year 31-Mar-2017	1061485 1061485	3.4457 3.4097	1061485 1061485	3.4457 3.4097	'IN30267931755448	AANPK2428F
3	P MANJULA KOTHARI At the beginning of the year 01-Apr-2016 At the end of the Year 31-Mar-2017 HAVING SAME PAN	840810 840810	2.7294 2.7009	840810 840810	2.7294 2.7009	'IN30018312341922	AAIPK7745A
3	MANJULA KOTHARI At the beginning of the year 01-Apr-2016 At the end of the Year 31-Mar-2017	41890 41890	0.1359 0.1345	41890 41890	0.1359 0.1345	'1204840000191301	AAIPK7745A
4	P KASHYAP KOTHARI At the beginning of the year 01-Apr-2016 At the end of the Year 31-Mar-2017 HAVING SAME PAN	685555 685555	2.2254 2.2021	685555 685555	2.2254 2.2021	'IN30108022506127	AAOPK0675M
4	KASHYAP KOTHARI P At the beginning of the year 01-Apr-2016 At the end of the Year 31-Mar-2017	527510 527510	1.7123 1.6945	527510 527510	1.7123 1.6945	'IN30287120469915	AAOPK0675M
5	BPK DEVELOPERS PVT .LTD. At the beginning of the year 01-Apr-2016 At the end of the Year 31-Mar-2017	250000 250000	0.8115 0.8030	250000 250000	0.8115 0.8030	'1204840000242100	AAHFB9968P
6	POPATLAL KOTHARI AND SONS At the beginning of the year 01-Apr-2016 At the end of the Year 31-Mar-2017	218570 218570	0.7095 0.7021	218570 218570	0.7095 0.7021	'1203150000202059	AAAHP2895Q
7	RUCHI N KOTHARI At the beginning of the year 01-Apr-2016 Purchase 21-Oct-2016 At the end of the Year 31-Mar-2017	90700 25000 115700	0.2944 0.0803 0.3716	90700 115700 115700	0.2944 0.3716 0.3716	'IN30115123472352	AFIPJ0913Q

(iv) Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):
Name of the Company : RASI ELECTRODES LIMITED

Sl No.	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year		FOLIO/DP_CL_ID	PAN
		No of shares	% of total shares of the company	No of shares	% of total shares of the company		
1	B RANJEET KOTHARI At the beginning of the year 01-Apr-2016 At the end of the Year 31-Mar-2017	990000 990000	3.2137 3.1801	990000 990000	3.2137 3.1801	'1203320000092849	AAKPK6088N
2	CHANDRAKALA At the beginning of the year 01-Apr-2016 Sale 06-Jan-2017 At the end of the Year 31-Mar-2017 HAVING SAME PAN	719405 -719405 0	2.3353 2.3109 0.0000	719405 0 0	2.3353 0.0000 0.0000	'IN30061010291777	AAEPC5084C
2	CHANDRAKALA KOTHARI At the beginning of the year 01-Apr-2016 Purchase 06-Jan-2017 At the end of the Year 31-Mar-2017 HAVING SAME PAN	273040 719405 992445	0.8863 2.3109 3.1880	273040 992445 992445	0.8863 3.1880 3.1880	'1201750000177786	AAEPC5084C
2	CHANDRAKALA At the beginning of the year 01-Apr-2016 At the end of the Year 31-Mar-2017	5 5	0.0000 0.0000	5 5	0.0000 0.0000	'IN30189510341916	AAEPC5084C
3	JALPA HITESH DHARAMSHI At the beginning of the year 01-Apr-2016 Sale 21-Oct-2016 Sale 06-Jan-2017 At the end of the Year 31-Mar-2017	696600 -53 -80000 616547	2.2612 0.0001 0.2569 1.9805	696600 696547 616547 616547	2.2612 2.2375 1.9805 1.9805	'IN30154919200255	AGKPD4461A
4	UTTAM KUMAR At the beginning of the year 01-Apr-2016 Sale 06-Jan-2017 At the end of the Year 31-Mar-2017 HAVING SAME PAN	550500 -550500 0	1.7870 1.7683 0.0000	550500 0 0	1.7870 0.0000 0.0000	'IN30061010208936	AAFPPK4604H
4	UTTAM KUAMR KOTHARI At the beginning of the year 01-Apr-2016 At the end of the Year 31-Mar-2017 HAVING SAME PAN	69140 69140	0.2244 0.2220	69140 69140	0.2244 0.2220	'1203320000111759	AAFPPK4604H
4	UTTAM KUMAR KOTHARI At the beginning of the year 01-Apr-2016 Purchase 06-Jan-2017 At the end of the Year 31-Mar-2017 HAVING SAME PAN	30900 550500 581400	0.1003 1.7683 1.8676	30900 581400 581400	0.1003 1.8676 1.8676	'1201750000177617	AAFPPK4604H
4	B UTTAM KUMAR At the beginning of the year 01-Apr-2016 At the end of the Year 31-Mar-2017	5600 5600	0.0181 0.0179	5600 5600	0.0181 0.0179	'IN30018313064782	AAFPPK4604H
5	SRINIVAS KANAKAGIRI At the beginning of the year 01-Apr-2016 Sale 15-Apr-2016 At the end of the Year 31-Mar-2017 HAVING SAME PAN	500000 -500000 0	1.6230 1.6061 0.0000	500000 0 0	1.6230 0.0000 0.0000	'1205890000004874	ADOPK7177K

Sl No.	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year		FOLIO/DP_CL_ID	PAN
		No of shares	% of total shares of the company	No of shares	% of total shares of the company		
5	SRINIVAS KANAKAGIRI At the beginning of the year 01-Apr-2016 Purchase 15-Apr-2016 Sale 22-Apr-2016 Sale 29-Apr-2016 Sale 06-May-2016 Sale 03-Jun-2016 Sale 08-Jul-2016 Sale 15-Jul-2016 At the end of the Year 31-Mar-2017	0 528547 -11407 -8455 -8900 -2000 -10001 -1603 486181	0.0000 1.6978 0.0366 0.0271 0.0285 0.0064 0.0321 0.0051 1.5617	0 528547 517140 508685 499785 497785 487784 486181 486181	0.0000 1.6978 1.6612 1.6340 1.6054 1.5990 1.5669 1.5617 1.5617	'1206690000034158	ADOPK7177K
6	PANKAJ KOTHARI T At the beginning of the year 01-Apr-2016 At the end of the Year 31-Mar-2017	472535 472535	1.5339 1.5179	472535 472535	1.5339 1.5179	'IN30061010490028	AITPP5447M
7	ARCADIA SHARE & STOCK BROKERS PVT LTD At the beginning of the year 01-Apr-2016 Purchase 15-Apr-2016 Purchase 10-Jun-2016 Sale 24-Jun-2016 Sale 08-Jul-2016 Sale 15-Jul-2016 Sale 05-Aug-2016 Sale 07-Oct-2016 Sale 14-Oct-2016 Sale 21-Oct-2016 Sale 28-Oct-2016 Sale 04-Nov-2016 Sale 09-Dec-2016 Sale 10-Mar-2017 Sale 17-Mar-2017 Sale 31-Mar-2017 At the end of the Year 31-Mar-2017 HAVING SAME PAN	468495 61290 119300 -35000 -5000 -20000 -23000 -17646 -569 -23997 -36957 -94000 -46 -2000 -125000 -11000 254870	1.5208 0.1968 0.3832 0.1124 0.0160 0.0642 0.0738 0.0566 0.0018 0.0770 0.1187 0.3019 0.0001 0.0064 0.4015 0.0353 0.8187	468495 529785 649085 614085 609085 589085 566085 548439 547870 523873 486916 392916 392870 390870 265870 254870 254870	1.5208 1.7018 2.0850 1.9726 1.9565 1.8923 1.8184 1.7617 1.7599 1.6828 1.5641 1.2621 1.2620 1.2555 0.8540 0.8187 0.8187	'1203440000005939	AAACA4562G
7	ARCADIA SHARE AND STOCK BROKERS PVT. LTD. At the beginning of the year 01-Apr-2016 Purchase 08-Apr-2016 Sale 15-Apr-2016 Purchase 29-Apr-2016 Purchase 06-May-2016 Purchase 13-May-2016 Purchase 03-Jun-2016 Sale 10-Jun-2016 Purchase 17-Jun-2016 Purchase 30-Jun-2016 Purchase 15-Jul-2016 Purchase 15-Sep-2016 Purchase 14-Oct-2016 Sale 21-Oct-2016 Purchase 28-Oct-2016 Purchase 04-Nov-2016 Purchase 11-Nov-2016 Purchase 18-Nov-2016 Purchase 09-Dec-2016 Purchase 23-Dec-2016 Purchase 27-Jan-2017 Sale 10-Feb-2017 Sale 03-Mar-2017 Sale 10-Mar-2017 At the end of the Year 31-Mar-2017 HAVING SAME PAN	33100 13000 -39290 1000 80517 1000 1000 -90300 1500 2000 2000 3000 769 -1600 500 200 6000 2500 46 1000 26000 -700 -300 -26000 16942	0.1074 0.0417 0.1262 0.0032 0.2586 0.0032 0.0032 0.2900 0.0048 0.0064 0.0064 0.0096 0.0024 0.0051 0.0016 0.0006 0.0192 0.0080 0.0001 0.0032 0.0835 0.0022 0.0009 0.0835 0.0544	33100 46100 6810 7810 88327 89327 90327 27 1527 3527 5527 8527 9296 7696 8196 8396 14396 16896 16942 17942 43942 43242 42942 16942 16942	0.1074 0.1480 0.0218 0.0250 0.2837 0.2869 0.2901 0.0000 0.0049 0.0113 0.0177 0.0273 0.0298 0.0247 0.0263 0.0269 0.0462 0.0542 0.0544 0.0576 0.1411 0.1389 0.1379 0.0544 0.0544	'1203440000068717	AAACA4562G

Sl No.	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year		FOLIO/DP_CL_ID	PAN
		No of shares	% of total shares of the company	No of shares	% of total shares of the company		
7	ARCADIA SHARE & STOCK BROKERS PVT. LTD At the beginning of the year 01-Apr-2016 Purchase 08-Apr-2016 Purchase 15-Apr-2016 Sale 10-Jun-2016 At the end of the Year 31-Mar-2017	25501 2370 1129 -29000 0	0.0827 0.0076 0.0036 0.0931 0.0000	25501 27871 29000 0 0	0.0827 0.0895 0.0931 0.0000 0.0000	'1203440000000069	AAACA4562G
8	AADRIK DISTRIBUTORS PVT. LTD At the beginning of the year 01-Apr-2016 At the end of the Year 31-Mar-2017	449965 449965	1.4606 1.4454	449965 449965	1.4606 1.4454	'1201750000228270	AAECA6320J
9	RABINDRA KAPUR At the beginning of the year 01-Apr-2016 At the end of the Year 31-Mar-2017 HAVING SAME PAN	350005 350005	1.1361 1.1243	350005 350005	1.1361 1.1243	'IN30021414820228	AAEPK8587E
9	RABINDRA KAPUR At the beginning of the year 01-Apr-2016 Sale 03-Mar-2017 Sale 10-Mar-2017 At the end of the Year 31-Mar-2017	80000 -39499 -1207 39294	0.2596 0.1268 0.0038 0.1262	80000 40501 39294 39294	0.2596 0.1301 0.1262 0.1262	'IN30120910053997	AAEPK8587E
10	SUBHASH BRIJMOHAN BOHRA At the beginning of the year 01-Apr-2016 At the end of the Year 31-Mar-2017 NEW TOP 10 AS ON (31-Mar-2017)	300000 300000	0.9738 0.9636	300000 300000	0.9738 0.9636	'1202000000112827	AILPB9416E
11	JAYANT SADASHIV BASRUR JT1 : PADMINI JAYANT BASRUR At the beginning of the year 01-Apr-2016 Purchase 28-Oct-2016 At the end of the Year 31-Mar-2017	300000 31700 331700	0.9738 0.1018 1.0655	300000 331700 331700	0.9738 1.0655 1.0655	'IN30216410439495	AAEPB0230B

v.Shareholding of Directors and Key Managerial Personnel:

S. No.	Names of Directors / KMPs	No of shares held at the beginning of the year (Post Split Equivalent holding)		Date	Change in shareholding	Reason	No of shares held at the end of the year	
		No. of shares	% of total shares				No. of shares	% of total shares
I	DIRECTORS:							
1	RANJEET KUMAR KOTHARI Director	990000	3.1802	Nil	Nil	Na	990000	3.1802
2	B POPATLAL KOTHARI Chairman & Managing Director	4956430	15.9215	Nil	Nil	Na	4956430	15.9215
3	HITESH M DHARAMSHI Director	Nil	nil	Nil	Nil	Nil	Nil	nil
4	AJAY GOYAL Director	8500	0.0273	Nil	Nil	Nil	8500	0.0273
5	N PRAKASH KUMAR Director	Nil	nil	Nil	Nil	Nil	Nil	nil
6	Mrs PAYAL JAINDirector	Nil	nil	Nil	Nil	Nil	Nil	nil
II	KEY MANAGERIAL PERSONNEL (Other than Directors):							
1	KASHYAP KOTHARI, Chief Financial Officer	1213065	3.8967	Nil	Nil	Nil	1213065	3.8967
2	JAGRUTI JAIN Company Secretary	Nil	nil	Nil	Nil	Nil	Nil	nil

V.INDEBTEDNESS (of the Company including interest outstanding/accrued but not due for payment):

	Secured Loans Rs.	Unsecured loans Rs.	Deposits Rs.	Total Rs.
Indebtedness at the beginning of the Financial Year:				
i.Principal Amount	5,33,80,535	0	0	5,33,80,535
ii.Interest due but not paid	0	0	0	0
iii.Interest accrued but not due	0	0	0	0
Total (i + ii + iii)	5,33,80,535	0	0	5,33,80,535
Change in Indebtedness during the financial year:				
Addition	0	0	0	0
Reduction	87,26,425	0	0	87,26,425
Net change	87,26,425	0	0	87,26,425
Indebtedness at the end of the Financial Year:				
i.Principal Amount	4,46,54,110	0	0	4,46,54,110
ii.Interest due but not paid	0	0	0	0
iii.Interest accrued but not due	0	0	0	0
Total (i + ii + iii)	4,46,54,110	0	0	4,46,54,110

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director & Wholetime Directors:

S. No.	Particulars of remuneration	Total Remuneration paid to Managing Director Mr B Popatlal Kothari during the YE 31.3.2017
1	Gross Salary:	Rs.
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	24,00,000
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	6,00,000
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	Nil
2.	Commission as a % of Profit Total (A) Ceiling as per Companies Act, 2013	Nil 30,00,000 The remuneration has been paid as minimum remuneration in the absence or inadequacy of profits as approved by members

B. Remuneration to other Directors:

S. No.	Particulars of remuneration	Name of the Independent Director			Total Amount
		Hitesh M Dharamshi	Ajay Goyal	N Prakash Kumar	
1	Independent Directors: (a) Fees for attending Board / Committee Meetings. (b) Commission (c) Others, please specify Total (1)	Rs.	Rs.	Rs.	Rs.
		14,500	15,500	13,000	43,000
		Nil	Nil	Nil	nil
		Nil	Nil	Nil	nil
		14,500	15,500	13,000	43,000
		Name of the Other Non-Executive Director			
		B Ranjeet Kothari	Payal Jain		
2	Other Non-Executive Directors: (a) Fees for attending Board / Committee Meetings. (b) Commission (c) Others, please specify Total (2) Total (B)=(1+2)	Rs.	Rs.		Rs.
		21,000	10,500		31,500
		Nil	Nil		Nil
		Nil	Nil		Nil
		21,000	10,500		31,500
	Total Managerial Remuneration	Not applicable			30,74,500
	Overall ceiling as per Act.	NA			

C. Remuneration to key managerial personnel other than MD and WTD:

S. No.	Particulars of remuneration	Mrs Jagruti J Jain, Company secretary	Mr Kashyap Kothari, Chief Financial Officer
1	Gross Salary:	Rs.	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	3,72,000	12,16,500
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	Nil	Nil
2.	Commission as a % of Profit	Nil	Nil
	Total (A)	3,72,000	12,16,500
	Ceiling as per Companies Act, 2013	Not applicable	Not applicable

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES UNDER THE COMPANIES ACT, 2013: NIL

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2017**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

The Members,
RASI ELECTRODES LIMITED
CIN: L52599TN1994PLC026980
REGD OFF: 44/4, STROTTEN MUTHIAH STREET,
CHENNAI-600079

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s RASI ELECTRODES LIMITED (hereinafter called the company)**. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31ST MARCH 2017 ('Audit Period')** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the financial year ended on **31ST MARCH 2017**, according to the provisions of:

- 1.1. The Companies Act, 2013 (the Act) and the rules made thereunder;
- 1.2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- 1.3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- 1.4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (**Not applicable to the Company during the Audit Period**);
- 1.5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - 1.5.1. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - 1.5.2. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - 1.5.3. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
 - 1.5.4. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - 1.5.5. The Securities and Exchange Board of India (Depositories & Participants) Regulations, 1996
 - 1.5.6. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - 1.5.7. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (**Not applicable to the Company during the Audit Period**);
 - 1.5.8. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not applicable to the Company during the Audit Period**);
 - 1.5.9. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not applicable to the Company during the Audit Period**); and
 - 1.5.10. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not applicable to the Company during the Audit Period**);

1.6. I have also examined the systems and mechanism put in place by the Company to ensure compliance with the other Acts, Laws and Regulations applicable to the activities carried on by the Company during the Audit Period. I state that there are adequate systems and processes commensurate with the size and operations of the Company to monitor and ensure compliance of such applicable laws, rules, regulations and guidelines. The following other laws are specifically applicable to the operations carried on by the Company:

- (i). The Factories Act, 1948.
- (ii). The Employees State Insurance Act, 1948.
- (iii). The Employees Provident Fund and Misc. Provisions Act, 1952, and other labour related laws.
- (iv). The Environment (Protection) Act, 1986.
- (v). The Water (Prevention & Control of Pollution) Act, 1974.
- (vi). The Air (Prevention & Control of Pollution) Act, 1981
- (vii). The Micro, Small & Medium Enterprises Development Act, 2006

2. I have also examined compliance with the applicable clauses of the following:

2.1. Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.

2.2. The Listing Agreements entered into by the Company with BSE Limited as prescribed under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

3. I further report that the applicable financial laws, such as Direct and Indirect Tax Laws, have not been reviewed by me as the same falls under the review of statutory audit and other designated professionals.

4. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

5. I further report that:

5.1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

5.2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

5.3. All the decisions at Board meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be and based on the scrutiny of minutes of the meetings as referred above, I have not come across any dissenting views that were recorded during the Audit Period. There exists a system for capturing and recording the dissent of any members of the Board or Committee in the minutes of the meetings.

6. I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. As informed, the Company has responded appropriately to instructions, directions, orders and notices received from statutory / regulatory authorities including by taking corrective measures wherever found necessary.

7. I further state that during the audit period the following specific events / actions have happened having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above:

7.1. The Board of Directors of the Company at their meeting held on 28th March 2016, have allotted 350,000 Equity shares of Rs.2/- each fully paid to Warrant holders who have exercised their rights to convert 70,000 Warrants held by them. The Company has applied to BSE Limited for listing these Equity shares and the listing approval was granted by BSE Ltd on 01.08.2016 for only 325,000 Equity shares of Rs.2/- each and one application for 25,000 Equity shares was rejected. The allotment of 350,000 Equity shares made by the Board of Directors was amended as allotment of 325,000 Equity shares of Rs.2 each at its meeting held on 02.08.2016 and revised Form PAS3 was filed with the Ministry of Corporate Affairs. This event has resulted in the difference between the Issued and Listed Capital of the Company. The Register of Members have been updated up to the listed capital of 3,11,30,500 Equity shares of Rs.2/- each fully paid aggregating to Rs.622,61,000 comprising of distinctive numbers from 1 to 309,80,500 and from 310,05,501 to 311,55,500 which is as per the listing approval granted by BSE Ltd.

This report is to be read with my letter of even date which is annexed as **Annexure "A"** which forms an integral part of this report.

A M GOPIKRISHNAN
COMPANY SECRETARY IN PRACTICE
FCS 2276; COP 2051
Place: Chennai
Dated: 30th May 2017

ANNEXURE A:

To,

**The Members,
RASI ELECTRODES LIMITED
CIN: L52599TN1994PLC026980
REGD OFF: 44/4, STROTTEN MUTHIAH STREET,
CHENNAI-600079**

MY Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on the audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**A M GOPIKRISHNAN
COMPANY SECRETARY IN PRACTICE
FCS 2276; COP 2051
Place: Chennai
Dated: 30th May 2017**

**Directors' Report – Annexure VI:
INDEPENDENT AUDITORS REPORT
To the Members of Rasi Electrodes Ltd
Report on the Financial Statements**

1. We have audited the accompanying financial statements of Rasi Electrodes Ltd ("the Company"), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss, the cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act 2013 ("The Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014. This responsibility also includes maintenance of adequate records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and free from material misstatements, whether due to fraud or error.

Auditors Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. We have taken into account the provisions of the Act, and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.
5. We conducted our audit in accordance with the Standards on Auditing Specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risk of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments; the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidences we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as on March 31, 2017, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

9. As required by the Companies (Auditors Report) Order, 2016, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraph 3 and 4 of the Order.
10. As required by section 143 (3) of the Act, we report that:
- i. We have sought and obtained all the information and explanation which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - ii. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - iii. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - iv. In our opinion, the aforesaid financial statements comply with the Accounting Standards Specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - v. On the basis of written representations received from the Directors, as on 31st March, 2017 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of section 164 (2) of the Act.
 - vi. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B"
 - vii. With respect to the other matters to be included in the Auditors Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us:
 - a) The Company does not have any pending litigation which would impact its financial position.
 - b) The Company did not have any long term contracts including derivative contracts as at March 31, 2017 for which there were any material foreseeable losses.
 - c) There has been no delay in transferring amounts required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2017.
 - d) The Company has provided requisite disclosures in the financial statements as to the holding as well as dealings in Specified Bank Notes (SBN) during the period from 8th November 2016 to 30th December 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note No.22.10 on Financial Statements.

For ANP ASSOCIATES
Chartered Accountants
(FRN-009004S)

AMISH N PATEL
Proprietor
Membership No. 027859

Place: Chennai
Date: May 30, 2017

ANNEXURE A TO THE AUDITORS REPORT

The annexure referred to in our report to the members of Rasi Electrodes Ltd (the company) for the year ended 31st March, 2017. We Report that

- (i) Regarding Fixed Assets:
- The Company has maintained proper records to show full particulars, including quantitative details and situation of Fixed Assets;
 - As explained to us, considering the nature of the fixed assets, the same have been physically verified by the management at reasonable intervals including the during the current year as per the verification plan adopted by the Company, which in our opinion, is reasonable having regard to the size of the Company and the nature of the assets. According to the information and explanations given to us and the records produced to us for our verification, no discrepancies were noticed during such physical verification..
 - The title deeds of immovable properties are held in the name of the company.
- (ii) Regarding Inventory
- According to the information and explanation given to us, the Inventory has been physically verified by the management at reasonable intervals during the year.
 - In our opinion, the procedures of physical verification of stock followed by the management were reasonable and adequate in relation to the size of the Company and nature of its business.
 - The Company is maintaining proper records for inventory and discrepancies between the physical Stocks and the book stocks, which have been properly dealt with in the books of account, were not material.
- (iii) The Company has not granted any loan, secured or unsecured to companies, firms, limited Liability Partnership or other parties listed in the register maintained under section 189 of the Act.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 with respect to loans and investments made.
- (v) The Company has not accepted any deposit from the public and hence the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- (vi) On the basis of information given to us, we are of the opinion that, prima facie, the cost records and accounts prescribed by the Central Government of India, under sub –section (1) of Section 148 of the Companies Act, 2013, have been maintained. However, we are not required to and have not carried out any detailed examination of such accounts and records.
- (vii) a. According to the records, the Company is regular in depositing undisputed statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, ESI, Sales Tax, Vat, Income tax, Customs Duty, Wealth tax, Service tax, Excise Duty, Cess and any other statutory dues were outstanding as at the balance sheet date for a period of more than six months from the date they became payable.
- b. According to the information and explanation given to us, details of Statutory dues which have not been deposited as on 31st March 2017, on account of any dispute are given below:

Name of the Statute	Name of the dispute	Amount (in Rs.)	Period to which relates	Forum where the dispute is pending
Income Tax Act, 1961	Income-Tax	14,56,090/-	AY 2012-2013	The Commissioner of Income Tax(Appeals), Chennai.
Income Tax Act, 1961	Income-Tax	16,08,176/-	AY 2013-2014	The Commissioner of Income Tax(Appeals), Chennai.

- (viii) In our opinion and according to the information and explanation given to us, the Company has not defaulted in the repayment of loans and borrowings to Financial Institutions, Banks and Government.
- (ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term Loans and hence the provisions Clause 3(ix) of the Order are not applicable to the Company.
- (x) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) According to the information and explanation given to us and based on our examination of the records of the company, the Company has paid/provided for Managerial Remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.
- (xiii) To the best of our knowledge and belief and according to the information and explanations given to us, the Company is in compliance with Sections 177 and 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements, etc. as required by the applicable accounting standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Hence, the provisions of clause 3(xiv) of the Order is not applicable.
- (xv) According to the information and explanation given to us and based on our examination of the records of the company, the company has not entered into any non-cash transactions during the period with directors or persons connected with him. Accordingly paragraph 3 (xv) of the Order is not applicable.
- (xvi) To the best of our knowledge and belief, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

Place: Chennai
Date: May 30, 2017

For AN PASSOCIATES
Chartered Accountants
(FRN-009004S)

AMISH N PATEL
Proprietor
Membership No. 027859

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT

Referred in paragraph 10(vi) of the Independent Auditors' Report of even date to members of Rasi Electrodes Limited on the financial statements for the year ended March 31, 2017.

Report on the Internal Financial Controls under Clause (1) of Sub-section 3 of Section 143 of the Act

We have audited the internal financial controls over financial reporting of Rasi Electrodes Ltd, ("The Company") as on 31st March, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on the date

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013

Auditors Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit.

We conducted our audit in accordance with Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act 2013, to the extent applicable to an audit of internal controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note required that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining and understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over financial Reporting

Because of the inherent limitations financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not to be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2016, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Noted on Audit of Internal Financial Controls Reporting Over Financial Reporting issued by the Institute of Chartered Accountants of India".

For A N P ASSOCIATES
Chartered Accountants
(FRN-009004S)
AMISH N PATEL
Proprietor

Place: Chennai
Date: May 30, 2017

BALANCE SHEET AS AT 31ST MARCH 2017

SNO	PARTICULARS	Notes	AS AT 31.03.2017	AS AT 31.03.2016
A	EQUITY AND LIABILITIES			
1	Shareholder's Funds			
[a]	Share capital	1	62261000	62261000
[b]	Reserves & surplus	2	152629880	144174174
[c]	Money received against convertible share warrants		0	0
	Sub Total - Shareholders' Funds		214890880	206435174
2	Share Application money pending allotment		0	202500
3	Non-current Liabilities			
[a]	Deferred tax Liabilities (net)		1010248	640181
[b]	Long-term provisions	3	3149972	2629498
	Sub Total - Non-current Liabilities		4160220	3269679
3	Current Liabilities			
[a]	Short term borrowings	4	44654110	53380535
[b]	Trade payables	5	4426157	1681441
[c]	Other current liabilities	6	4454258	2885948
[d]	Short-term provisions	7	5045077	9821219
	Sub Total - Current Liabilities		58579602	67769143
	TOTAL - EQUITY AND LIABILITIES		277630702	277676496
B. ASSETS				
1	Non-current Assets			
[a]	Fixed assets	8		
	Tangible assets		59920562	65034845
	Intangible assets			0
	Capital work-in-progress		385167	0
	Total fixed assets		60305729	65034845
[b]	Non-current investments	9	11155144	7925801
[c]	Deferred tax assets (net)	10	0	0
	Sub Total - Non-current Assets		71460873	72960646
2	Current Assets			
[a]	Inventories	11	52077646	48578231
[b]	Trade receivables	12	79838132	62372474
[c]	Cash and bank balances	13	7296955	29720010
[d]	Short-term loans and advances	14	66957096	64045135
	Sub Total - Current Assets		206169829	204715850
	TOTAL - ASSETS		277630702	277676496
	Significant Accounting Policies	21		
	Other significant notes on financial statements	22		

For and on behalf of the Board of Directors

 As per our report of even date attached
 For **ANP Associates**
 Chartered Accountants
 FRN:009004 S

B RANJIT KUMAR KOTHARI
 Chairman

B POPATLAL KOTHARI
 Managing Director

AMISH N PATEL
 Proprietor
 M.No.027859

 Chennai
 Dated : 30th May 2017

JAGRUTI JAIN
 Company Secretary

P KASHYAP KOTHARI
 Chief Financial Officer

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2017

SNO	PARTICULARS	Notes	YEAR ENDED 31.03.2017	YEAR ENDED 31.03.2016
1	Income from Operations:			
a.	Gross Sales		294846372	255477479
	Less: Excise Duty on Sales		26441335	24705312
	Net Sales		268405037	230772167
b	Other Income	15	6193384	6878082
	Total Income From Operations (a + b)		274598421	237650249
2	Expenses:			
	[a]. Cost of materials consumed	16	162122765	137897882
	[b]. Purchases of stock in trade		38331352	30033231
	[c]. Changes in inventories of finished goods, work-in-progress and stock-in-trade	17	-6482819	-5890239
	[d]. Employees benefits expense	18	26854211	22107466
	[e]. Finance costs	19	4506782	3271121
	[f]. Depreciation and amortisation expense	8	8210154	8049757
44	[g]. Other expenses	20	26974050	25229370
	Total Expenses		260516495	220698587
9	Profit Before Tax		14081926	16951662
10	Tax expense:			
	Current tax		5045077	6169487
	Prior period tax		211076	0
	Deferred tax		370067	712925
11	Profit after Tax		8455706	10069250
17.i.	Basic & diluted earnings per equity share of Rs 10 each (Rs.)		0.27	0.32
	Significant Accounting Policies	21		
	Other significant notes on financial statements	22		

For and on behalf of the Board of Directors

 As per our report of even date attached
 For **ANP Associates**
 Chartered Accountants
 FRN:009004 S

B RANJIT KUMAR KOTHARI
 Chairman

B POPATLAL KOTHARI
 Managing Director

AMISH N PATEL
 Proprietor
 M.No.027859

 Chennai
 Dated : 30th May 2017

JAGRUTI JAIN
 Company Secretary

P KASHYAP KOTHARI
 Chief Financial Officer

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017

	YEAR ENDED 31.03.2017 Rs.	YEAR ENDED 31.03.2016 Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax and Extra-ordinary items	14081926	16951662
Adjustment for:		
Depreciation and deferred revenue expenditure	8210154	8049757
Interest paid	4506782	3271121
Interest received	-2928126	-4593646
(Profit)/Loss on sale of fixed assets	-48084	0
Operating Profit before working capital changes	23822652	23678894
Adjustment for:		
Inventories	-3499415	-9318005
Sundry Debtors	-17465658	455458
Loans and Advances	-2911961	-4576773
Current Liabilities	5203567	-6808534
CASH GENERATED FROM OPERATIONS	5149185	3431040
Less: Interest paid	4506782	3271121
Cash Flow before extraordinary items	642403	159919
Less: Extra-ordinary items	0	0
NET CASH FROM OPERATING ACTIVITIES(A)	642403	159919
B. CASH FLOW FROM INVESTMENT ACTIVITIES		
Purchase of fixed assets	-3167287	-18217157
Capital work in progress	-385167	0
Dividend received	135938	0
Purchase of Investments	-3229343	-7740671
Interest received	2928126	4593646
Sale of fixed assets	119500	7983500
NET CASH FROM INVESTING ACTIVITIES(B)	-3598233	-13380682
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Short term borrowings	-8726425	21674172
Proceeds from Preferential Issue	0	2835000
Refund of money recd against share warrant	-202500	0
Amt received on maturity of deposits	0	2251250
Refund of Addl Import duty received	887044	203558
Payment of dividend incl dividend tax	-3862808	-3604090
payment of taxes	-7562536	-7087728
NET CASH USED IN FINANCING ACTIVITIES (C)	-19467225	16272162
D. NET INCREASE IN CASH & CASH EQUIVALENTS		
A+B+C=D	-22423055	3051399
CASH AND CASH EQUIVALENTS AS AT 01.04.2016	29720010	26668611
Add: Net increase in Cash & Cash equivalents	-22423055	3051399
CASH AND CASH EQUIVALENTS AS ON 31.03.2017	7296955	29720010

For and on behalf of the Board of Directors

B RANJIT KUMAR KOTHARI
Chairman

B POPATLAL KOTHARI
Managing Director

 Chennai
Dated : 30th May 2017

JAGRUTI JAIN
Company Secretary

P KASHYAP KOTHARI
Chief Financial Officer

As per our report of even date attached

 For **ANP Associates**
Chartered Accountants
FRN:009004 S

AMISH N PATEL
Proprietor
M.No.027859

NOTES TO BALANCE SHEET AS AT 31ST MARCH 2017

NOTE No.	Particulars	AS AT 31.03.2017 Rs.	AS AT 31.03.2016 Rs.
1.00	SHARE CAPITAL		
1.01	Authorised Share Capital 400,00,000 (40,00,0000) Equity Shares of Rs 2 each	<u>80000000</u>	<u>80000000</u>
1.02	Issued, subscribed and paid-up Share Capital 311,30,500 (308,05,500) Equity shares of Rs 2 each fully paid up	<u>62261000</u>	<u>61611000</u>
1.03	The Company has only one class of shares namely equity shares comprising of nominal value of Rs 2 per equity shares. Each holder of equity shares is entitled to one vote per share. The shareholders have the right to receive interim dividends, if any, declared by the Board of Directors and final dividends proposed by the Board of Directors and approved by the shareholders. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company after distribution of preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. The equity shareholders have all other rights as available to the equity shareholders as per the provisions of the Companies Act, 2013, read together with the Memorandum of Association and Articles of Association of the Company as applicable.		
1.04	Out of 311,30,500 Equity shares issued subscribed and paid up, 68,00,000 (post split equivalent) Equity shares of Rs 2/- each have been issued and allotted as fully paid bonus shares on 29th December 2007 by capitalisation of General Reserves.		
1.05	The details of shareholders holding more than 5% of total shareholding in the Company are as follows:		

Name of the shareholder	As at 31st March 2017		As at 31st March 2016	
	No. of equity shares held Rs 2 each	% held	No. of equity shares held Rs 10 each	% held
B Popatlal Kothari	4956430	15.92	4956430	15.92

1.06 The reconciliation of the number of shares outstanding is set out below:

Details	As at 31st March 2017 No. of shares	As at 31st March 2016 No. of shares
Equity shares at the beginning of the year	31130500	30805500
Issued during the year	Nil	325000
Bought back during the year	Nil	Nil
Equity shares at the end of the year	31130500	31130500

1.07 The Company has converted 240000 Warrants into equal number of Equity shares upon conversion request received during the year. The Company has 1000000 Warrants pending conversion into equal number of equity shares issued to promoters and promoters' group. The reconciliation of number of convertible Warrants outstanding is furnished below:

Details	As at 31st March 2017 No. of Warrants	As at 31st March 2016 No. of Warrants
Warrants at the beginning of the year	Nil	1000000
Issued during the year	Nil	Nil
Converted during the year	Nil	70000
Warrants at the end of the year	Nil	Nil
Option to convert expires on		28.03.2016

2.00	RESERVES & SURPLUS		
2.01	Investment subsidy		
	As per last Balance sheet	1434835	1434835
		<u>1434835</u>	<u>1434835</u>
2.02	Capital Reserve		
	As per last Balance sheet	12622500	12622500
		<u>12622500</u>	<u>12622500</u>
2.03	General Reserve		
	As per last Balance sheet	12125575	12125575
	Add: Transferred from Profit & Loss Account	0	0
		<u>12125575</u>	<u>12125575</u>
2.03	SHARE PREMIUM ACCOUNT		
	As per last Balance Sheet	56327400	53467400
	Add: Recd during Current Year	0	2860000
		<u>56327400</u>	<u>56327400</u>
2.03	Profit & Loss Account		
	As per last Balance sheet	61663864	55246346
	Add: Profit for the year	8455706	10069250
		70119570	65315596
	Proposed dividend	0	3113050
	Tax on dividend	0	538682
		<u>70119570</u>	<u>61663864</u>
	TOTAL RESERVES & SURPLUS	<u>152629880</u>	<u>144174174</u>
3.00	LONG TERM PROVISIONS		
a.	Provision for employee benefits	3149972	2629498
	TOTAL	<u>3149972</u>	<u>2629498</u>
4.00	SHORT TERM BORROWINGS		
a	Loans repayable on demand:		
	From Banks (Secured)	44020909	52395451
	From others	633201	985084
	TOTAL	<u>44654110</u>	<u>53380535</u>

4.01 Short term borrowings from Banks represents working capital borrowings by way of cash credit repayable on demand. They are secured by hypothecation of raw-materials, work in progress, finished goods, book debts and a part of plant and machineries, and additionally secured by equitable mortgage by deposit of title deeds of land and personal guarantees of promoter directors.

4.02 The Company has not accepted any deposits from public.

4.03 The Company has not borrowed any funds from related parties.

5.00 TRADE PAYABLES

a.	Sundry creditors	4426157	1681441
	TOTAL	4426157	1681441

5.01 There are no amount which is due for more than 30 days and exceeds Rs 100,000.

6.00 OTHER CURRENT LIABILITIES

a.	Unclaimed dividends	345294	330779
b.	Other payables	<u>4108964</u>	<u>2555169</u>
	TOTAL	<u>4454258</u>	<u>2885948</u>

6.01 The details of amount outstanding in the dividend account as on 31st March 2015 representing unclaimed dividend declared in the earlier years are furnished below:

Unclaimed dividend pertaining for the year ending	Amount unclaimed as on 31st March 2017 Rs.	Rate	Declared at AGM held on	Tentative date for transfer to IEPF
31st March 2010	47976	5%	27.09.2010	03.11.2017
31st March 2011	44796	5%	30.09.2011	06.11.2018
31st March 2012	58114	5%	28.09.2012	04.11.2019
31st March 2013	64774	5%	28.09.2013	04.11.2020
31st March 2015	64642	5%	28.09.2015	04.11.2022
31st March 2016	64992	5%	28.09.2016	04.11.2023

7.00 SHORT TERM PROVISIONS

a.	Others	5045077	9821219
	TOTAL	<u>5045077</u>	<u>9821219</u>

NOTE 8 - FIXED ASSETS

S No.	PARTICULARS	GROSS BLOCK AT COST			ACCUMULATED DEPN, AMORTISATION & IMPAIRMENT				NET BLOCK	
		COST AS ON 01.04.2016	ADDITIONS DRG YR	DELETIONS DRG YR	TOTAL COST AS ON 31.03.2017	UPTO 31.03.2016	Deletions for the year	TOTAL Depn up to 31.03.2017	AS ON 31.03.2017	AS ON 31.03.2016
	TANGIBLE ASSETS:									
1	Land	20929631	26000		20955631	0	0	0	20955631	20929631
2	Buildings	15640057		0	15640057	7350446	816394	8166840	7473217	8289611
3	Plant & Equipments: Machineries Lab equipments Generators Weighing scale Electrical equipments	52733469 1974830 1090557 234626 2308577	1965451	0 0 0 0 0	54698920 1974830 1090557 246626 2318277	22248182 1937892 718225 113730 1512617	5949925 18765 71597 25040 172757	28198107 19566657 789822 138770 1685374	26500813 18173 300735 107856 632903	30485287 36938 372332 120896 795960
4	Furnitures & Fixtures Furniture & fittings Electrical typewriters	1261845 526490	24825	0 0	1286670 526490	1126611 283592	82411 24744	1209022 308336	77648 218154	135234 242898
5	Vehicles	9961648	812911	119500	10655059	7301150	48084	8005134	2649925	2660498
6	Office equipments	2210049	232875	0	2442924	1638126	196225	1834351	608573	571923
7	Others: Spares & tools Total Tangible assets	2968698	83525	0	3052223	2575061	100228	2675289	376934	393637
II	Intangible assets: Patents Account	0	0	0	0	0	0	0	0	0
	Total	111840477	3167287	119500	11488264	46805632	48084	54967702	59920562	65034845
	Previous year	101627950	19539402	9326875	111840477	38755874	0	46805632	65034845	

ASSETS: NON- CURRENT ASSETS			
9.00	NON-CURRENT INVESTMENTS		
a.	Investments in Equity Instruments (quoted-Market value as on 31.3.2017 Rs 7480819 (previous year Rs 4700691))	11010216	7780873
b.	Other non-current investments	144928	144928
	TOTAL	<u>11155144</u>	<u>7925801</u>
10.00	DEFERRED TAX ASSETS		
	Retirement Benefits	166348	80597
	Less: Deferred Tax Liability		
	Depreciation	1176596	720778
		<u>-1010248</u>	<u>-640181</u>
11.00	INVENTORIES		
a.	Raw materials & packing materials	17200489	20388882
b.	work in process	493740	288750
c.	Finished goods	8624505	7253236
d.	Stock-in-trade (traded goods)	25758912	20647363
	TOTAL	<u>52077646</u>	<u>48578231</u>
12.00	TRADE RECEIVABLES		
	a. Unsecured, considered good:		
b.	Due for period exceeding six months	9689669	8172675
c.	Other debts	70148463	54199799
	TOTAL	<u>79838132</u>	<u>62372474</u>
13.00	CASH & CASH EQUIVALENTS		
a.	Balances with Banks	531499	22928389
b.	Fixed deposits with Banks:		
	Exceeding 12 months	6513776	6080949
	Maturing within 12 months	0	0
c.	Cash on hand	251680	710672
	TOTAL	<u>7296955</u>	<u>29720010</u>
14.00	SHORT TERM LOANS AND ADVANCES		
	To related parties	0	0
	To others	66957096	64045135
	TOTAL	<u>66957096</u>	<u>64045135</u>
15.00	OTHER INCOME		
	Interest from Banks	480918	481457
	Interest from others	2447208	4112189
	Profit from Shares - STCG	0	519773
	Profit from Shares - LTCCG	7643	0
	Dividend received	135938	11371
	Rebate & Discount	3044382	2457093
	Job Work Charges received	0	270637
	Duty Draw back received	26686	36769
	Profit on sale of fixed assets	48084	0
	Profit on exchange rate fluctuations	2525	-385804
	Profit from sale of land	0	-625403
		<u>6193384</u>	<u>6878082</u>

16.00	COST OF RAW MATERIALS CONSUMED		
	Opening stock		
	Raw materials	18524814	15628998
	Packing materials	<u>2152818</u>	<u>1620868</u>
	(A)	<u>20677632</u>	<u>17249866</u>
	Add: Purchases		
	Raw materials	148405054	131774898
	Packing materials	<u>10734308</u>	<u>9550750</u>
	(B)	<u>159139362</u>	<u>141325648</u>
	Less: Closing stock		
	Raw materials	16152036	18524814
	Packing materials	<u>1542193</u>	<u>2152818</u>
	(C)	<u>17694229</u>	<u>20677632</u>
	Consumption (A) + (B) - (C)	<u>162122765</u>	<u>137897882</u>
17.00	CHANGES IN INVENTORIES		
	Opening Stock	27900599	22010360
	Closing Stock	<u>34383418</u>	<u>27900599</u>
	Increase/(Decrease) in inventories	<u>-6482819</u>	<u>-5890239</u>
18.00	EMPLOYEES BENEFIT EXPENSES		
	Salaries, allowances & perquisites	9149637	7733979
	Factory wages & salaries	16281245	13190790
	Staff welfare expenses	641507	525429
	Contribution to provident fund & other funds	<u>781822</u>	<u>657268</u>
		<u>26854211</u>	<u>22107466</u>
19.00	FINANCE COST		
	Interest & finance charges	<u>4506782</u>	<u>3271121</u>
20.00	OTHER EXPENSES		
	Wire drawing charges	415710	674121
	Cartage, coolie and freight	1983618	1844544
	Factory expenses	12146731	11498876
	Provision for gratuity	520474	243717
	Advertisement	182464.25	115614
	Auditors remuneration	180500	153000
	Bank charges/commission	392858.67	551626
	Books & Periodicals	6288	6412
	Commission, Brokerage&Discount	2132037.25	1602152
	Insurance	261987.67	236233.83
	Approval charges	291563.00	324141
	General Charges	1321357	1702440
	Postage & telegram	160143	136469
	Printing & stationeries	475178	441942
	Rent, rates & taxes	957100	823656
	Listing fees & custodial fees	301900	301429
	Telephone expenses	231569.36	236640.43
	Travelling expenses	156384	262539
	Vehicle maintenance(car)	266249.30	397976
	Vehicle maintenance(others)	1195365	961334
	Business promotion expenses	1835521.91	1218269
	Professional charges	698270	526955
	Sitting Fees	74500	53500
	Software Expenses	12600	21492
	Donation	45000	109641
	Subscription charges	1200	1384
	Cartage, coolie and freight outwards	584262	429441
	Electricity charges	105706	141801
	Bad debts	37512.33	212025.11
	Registrar charges		
		<u>26974050</u>	<u>25229370</u>

NOTE 21: SIGNIFICANT ACCOUNTING POLICIES:**21.1. BASIS OF PREPARATION**

The accounts have been prepared to comply in all material aspects with applicable accounting principles in India, the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules 2014 and the relevant provisions of the Companies Act, 2013. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

21.2. SYSTEM OF ACCOUNTING :

- i) The Company generally follows the mercantile system of accounting and recognizes income and expenditure on an accrual basis except those with significant uncertainties.
- ii) Financial statements are based on historical cost. These costs are not adjusted to reflect the impact of the changing value in the purchasing power of money.
- iii) The preparation of financial statements is in conformity with generally accepted accounting principles which requires management to make estimates and assumption that affect the reported amounts of assets, liabilities, revenue and expenses and disclosure of contingent assets and liabilities.
- iv) The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of the financial statements. Actual results may differ from the estimates and assumptions used in preparing the accompanying financial statements. Any variation to accounting estimates are recognised prospectively in current and future periods.

21.3. FIXED ASSETS AND DEPRECIATION :

- a. Fixed Assets are stated at cost less depreciation, Costs comprise of cost of acquisition, borrowing cost, cost of improvement and any attributable cost of bringing the asset to condition for its intended use.
- b. Depreciation on Fixed Assets for the year has been provided on all assets on Written Down Value Method as per the useful life prescribed in Schedule II to the Companies Act, 2013.
- c. Intangible Assets, if any, are amortized over their useful life as determined in accordance with the extent provisions of the Companies Act, 2013.

21.4. FOREIGN CURRENCY TRANSACTIONS :

Foreign Currency transactions are initially recorded at exchange rates prevailing on transaction dates. All foreign currency loans, current assets and current liabilities outstanding on the date of Balance Sheet are converted at the appropriate rates of exchange prevailing on the date of the Balance Sheet except those covered by forward contracts if any, which are accounted for at the contracted rate representing the amount required to meet the liability. Exchange difference arising from foreign currency fluctuations are dealt with in the Statement of Profit and Loss.

Derivative instrument to hedge foreign exchange exposures are simulated for maturity / closure at the close of the year. Losses arising on such simulation on account of fluctuations in exchange rates during the reporting period are recognised in the Statement of Profit and Loss. Gains, if any, are postponed for a recognition on final determination.

21.5. INVESTMENTS :

Long term investments are stated at cost. A provision for diminution is made to recognize a decline, other than temporary, in the value of Long Term Investments. Short term investment are stated at lower of cost or fair value.

21.6. INVENTORY VALUATION :

Inventories are valued as under:

**Raw Materials, packing materials and stores and spares at cost.
Finished Products at lower of cost or net realizable value.**

21.7. SALES :

- i) Domestic sales are accounted for when dispatched from the point of sale, consequent to property in goods being transferred.
- ii) Export sales for exports are accounted on the basis of date of Bill of Lading.

21.8. EXPORT INCENTIVES :

Export incentives are accounted for on export of goods if the entitlements can be estimated with reasonable accuracy and conditions precedent to claim are fulfilled.

21.9. OTHER INCOME:

Other operating revenues are accounted on accrual basis.
Interest income is accounted on accrual basis.
Dividend income is accounted when right to receive payment is established.

21.10 RETIREMENT BENEFITS :**a. Provident Fund and ESI :**

Company's contributions during the year towards Government administered Provident Fund, Family Pension Fund and Labour Welfare Fund and ESI are charged to the Profit & Loss Account as incurred.

b. Gratuity :

The Gratuity is evaluated as on the date of Balance Sheet as provided under the Payment of Gratuity Act and the amount is shown as liability payable.

c. Others:

Any other employee benefit payments are accounted for on cash or accrual basis in the year of occurrence of the event giving rise to such liability.

21.11. LEASES:

Lease arrangements where the risks and rewards incident to ownership of an asset substantially vest with the lessor are recognized as operating leases. Lease rents under operating leases are recognized in the Profit & Loss Account on accrual basis.

21.12. BORROWING COST :

Borrowing cost include interest, fees and other charges incurred in connection with the borrowing of funds and is considered as revenue expenditure for the year in which it is incurred. Borrowing cost attributed to the acquisition/improvement of qualifying capital assets and incurred till the commencement of commercial use of the assets is capitalized as cost of the assets.

21.13. TAXATION :

Provision for Taxation is made on the basis of the taxable profits computed for the current accounting period in accordance with the Income Tax Act, 1961. Deferred tax resulting from timing difference between book profits and tax profits is accounted for at the applicable rate of tax to the extent the timing differences are expected to crystallise, in case of deferred tax liabilities with reasonable certainty and in case of deferred tax assets with virtual certainty that there would be adequate future taxable income against which deferred tax assets can be realised.

21.14. IMPAIRMENT OF ASSETS :

The Company tests for impairments at the close of the accounting period if and only if there are indicators that suggest a possible reduction in the recoverable value of an asset. If the recoverable value of asset, i.e. the net realizable value or the economic value in use of a cash generating unit is lower than the carrying amount of the asset, the difference is provided for as impairment. However, if subsequently the position reverses and the recoverable amount becomes higher than the then carrying value, the provision to the extent of the then difference is reversed, but not higher than the amount provided for.

21.15. PROVISIONS :

Necessary provisions are made for present obligations that arise out of past events prior to the Balance Sheet date entailing future outflow of economic resources. Such provisions reflect best estimates based on available information.

21.16. CONTINGENT LIABILITIES

A disclosure for contingent liability is made when there is possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

NOTE 22: OTHER SIGNIFICANT NOTES:
22.1.. Directors' Remuneration

Managing Director's Remuneration	YE 31.03.2017	YE 31.03.2016
Salary	2400000	2400000
Perquisites	600000	600000
Total	3000000	3000000
Other Directors remuneration	Nil	Nil

The above managerial remuneration has been paid as minimum remuneration in the absence or inadequacy of profits as approved by the shareholders.

22.2..Auditors' Remuneration:

Auditors remuneration	YE 31.03.2017	YE 31.03.2016
Audit fees	36000	36000
Tax Audit fees	32000	30000
Certification fees	82500	63500
Vat Audit fees	20000	16000
Reimbursement of expenses	10000	7500
TOTAL	180500	153000

22.3.. The details of contingent liability not provided for in the books of accounts as on 31st March 2017 are as follows:

Details of contingent liability	YE 31.03.2017 Amount Rs.	YE 31.03.2016 Amount Rs.
Letter of Credit	36,32,194	67,28,080

22.4..Related Party Transactions during the year ended 31st March 2017:

1. Relationships
a. Key Management Personnel

Mr B. Papatlal Kothari - Managing Director

Mr P Kashyap Kothari –Factory Manager

b. Relatives of Key Managerial Personnel:

Mr P Nitya Kothari

2. Transactions carried out with related parties referred to in 1 above, in ordinary course of business:

Name of the related party	Amount Rs.	Nature of transaction
Mr B Papatlal Kothari	3000000	Remuneration (including perquisites)
Mr. B Papatlal Kothari	384000	Rent for Office
	405000	Rental Advance for Office Premises
Mr P Kashyap Kothari	1216500	Remuneration
P Nitya Kothari	480000	Rent for Godown
	420000	Rental Advance for Godown

22.5.. The Company operates in a single segment and as such disclosures under segmental reporting is not applicable.

22.6.The investment in equity instruments shown under Non-Current investments are long term investments and hence the company has not provided for diminution in its value as on 31st March 2017.

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

Name of the parties	Balance as at 31.03.2017	Purpose for which the loan was proposed to be utilized as indicated by the party
Adeswar Investment	1200000	Business
Akshay Kothari	452460	Business
Amrutlal P Jain	500000	Business
B Dinesh Kumar	600530	Business
Durai Arulneyam	100000	Business
Golden Traders	200000	Business
H.S. Syndicate	900000	Business
J Haja funyamin	660000	Business
Kaamdaa Impex	3688957	Business
Kushal Ashok Solanki	146418	Business
Ravi Enterprises	2500000	Business
M Nageswari	220000	Business
R Lakshmanan	675000	Business
NDR Warehousing Pvt Ltd	2800000	Business
R Sathiyamoorthy	209000	Business
Ratanraj Mahendra Kumar	800000	Business
SKB Enterprises	641870	Business
Nageswari	200000	Business
Sri Manikandan Enterprises	550000	Business
V Rajendra	316625	Business
Vijayalakshmi Enterprises	1500000	Business
Vishal Investment	3000000	Business

22.8. The Depreciation on tangible assets have been computed based on useful life of assets, under straight line method as prescribed under Schedule II to the Companies Act, 2013.

22.9. Earnings and Expenditure in Foreign Exchange:

SNo.	Details	FYE 31.03.2017	FYE 31.03.2016
1	CIF Value of imports:		
	Raw materials, stores and spares	24047528	37973364
	Capital goods	17422101	7609030
2	Expenditure in foreign currency (Travelling)	Nil	Nil
3	Earnings in foreign exchange:		
	FOB Value of Exports	2960316	1815840

22.10. As required by the Notification dated 30th March 2017, issued by the Ministry of Corporate Affairs and amendment to Schedule III to the Companies Act, 2013, the details of Specified Bank Notes (SBN) held and transacted during the period 8th November 2016 to 30th December 2016 is furnished as below:

	Specified Bank Note	Other Denomination Note	Total
Closing Cash in hand as on 08.11.2016	4,50,000	1,13,605	5,63,605
Add: Permitted Receipts	-	13,94,671	19,58,276
Less: Permitted Payments	-	14,57,775	5,00,501
Less: Deposited in Bank Accounts	4,50,000	-	50,501
Closing Cash in Hand as on 30.12.2016	-	50,501	50,501

22.11. The figures have been rounded off to the nearest rupee.

As per our report attached
For ANP ASSOCIATES
Chartered Accountants
FRN:009004 S

AMISHN PATEL
Proprietor.
M. No.027859

Place: Chennai
Date : 30TH MAY 2017

for and behalf of the Board of Directors

B. RANJITKUMAR KOTHARI
Chairman

JAGRUTI JAIN
Company Secretary

B. POPATLAL KOTHARI
Managing Director

P KASHYAP KOTHARI
Chief Financial Officer

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 : Flat A-14, Rams Apartments, 3rd Floor, 21, Raja Annamalai Road, Purasawalkam, Chennai-600084

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 23rd Annual General Meeting of the Company to be held on Thursday, the 28th September 2017 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
1	ORDINARY BUSINESS:			
1	Adoption of Financial Statements for the year ended 31 st March 2017 (Ordinary resolution)			
2	RE-appointment of Mr Ranjit Kumar Kothari as a Director liable for retirement by rotation (Ordinary resolution)			
3	Appointment of M/s SURESHKUMAR & CO., Chartered Accountants, Chennai-79, as Auditors (Ordinary resolution)			

Signed this..... day of..... 2017

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.

RASI ELECTRODES LIMITED

CIN: L52599TN1994PLC026980

Registered Office: A-14, Rams Apt, 21, Raja Annamalai Road, Third Floor, Purasawalkam, Chennai-600084

ATTENDANCE SLIP

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

I, hereby record my attendance at the 23rd Annual General Meeting of the members of RASI ELECTRODES LIMITED to be held on THURSDAY, 28th SEPTEMBER 2017 at 9.30 A.M. at the HOTEL SRI BALAJI 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
- Anam Ice-cream - Anam 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, Sakhivel Nagar, and Balaji Nagar. Key landmarks such as the Central Jail and the lake are also shown. The map includes a scale bar and a 'Report a map error' link.