

Ref:REL/034/2022-23

May 30, 2022

To,

Department of Corporate Services
THE STOCK EXCHANGE, MUMBAI,
PHIROZE JEEJEEBHOY TOWERS
DALAL STREET
MUMBAI-400001

\\SCRIP CODE: 531233\\

Dear Sir,

Sub:: Annual Secretarial Compliance Report Issued by a Practicing Company Secretary for the year ended 31st March, 2022, as per requirements of Reg.24A of SEBI (LODR) Regulations, 2015.

We are sending herewith Annual Secretarial Compliance Report issued by a Practicing Company Secretary for the year ended 31st March, 2022, as per requirements of Reg.24A of SEBI (LODR) Regulations, 2015.

We request you to take the above on record and acknowledge.

This letter and the annexures are being filed through the online listing portal at www.listing.bseindia.com through the User ID issued to the Company.

Thanking You,

Yours faithfully,
for RASI ELECTRODES LIMITED,


B POPATLAL KOTHARI
MANAGING DIRECTOR
DIN: 000594168

Manufacturers & Marketers of Welding Electrodes and Consumables



A.M. GOPIKRISHNAN B.Com., FCMA., FCS., MCA
COMPANY SECRETARY (in Wholetime Practice)
Phone : 044 - 26712781, 9282142370
E-mail : gopikrishnan_am@yahoo.com

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF
M/s. RASI ELECTRODES LIMITED**

FOR THE YEAR ENDING 31ST MARCH 2022

[Pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015, read along with
Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 issued by
Securities and Exchange Board of India]

I, **GOPIKRISHNAN MADANAGOPAL**, Practicing Company Secretary, have
examined:

- (a) all the documents and records made available to me and explanation
provided by **M/s RASI ELECTRODES LIMITED [CIN:
L52599TN1994PLC026980]** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to BSE LIMITED [the
stock exchange where its Equity shares are listed] [**Scrip Code: 531233**]
[**ISIN: INE822D01021**],
- (c) website of the listed entity (www.rasielectrodes.com),
- (d) any other document/ filing, as may be relevant, which has been relied
upon to make this certification,

for the year ended **31ST MARCH 2022** ("Review Period") in respect of compliance
with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and
the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made
thereunder and the Regulations, circulars, guidelines issued thereunder
by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued
thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and
Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital & Disclosure
Requirements) Regulations, 2018 – **Not applicable as there were no
reportable events during the financial year under review;**



(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not applicable as there were no reportable events during the financial year under review;**

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and / or Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity)) Regulations, 2021, as applicable - **Not applicable as there were no reportable events during the financial year under review;**

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as applicable - **Not applicable as there were no reportable events during the financial year under review;**

(g) Securities and Exchange Board of India (Issue and Listing of Non-convertible and Redeemable Preference Shares) Regulations, 2013 - **Not applicable as there were no reportable events during the financial year under review;**

(h) Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021 - **Not applicable as there were no reportable events during the financial year under review;**

(i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(j) Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018;

(k) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

and circulars/ guidelines issued thereunder and based on the above examination, I hereby report that, during the Review Period:



30/05/2022

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sno	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	NIL	NIL	NIL

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sno	Action taken by	Details of violations	Details of action take.e.g.Fines, warning letter, debarment, etc.	Observations/ Remarks of the Practicing Company Secretary, if any
1.	NIL	NIL	NIL	NIL

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sno	Observations of Practicing Company Secretary in the previous reports	Observations made in Secretarial Compliance Report for the year ended 31 st March 2021	Action taken by the Listed Entity, if any	Comments of the Practicing Company Secretary on action taken by the Listed Entity
1.	Regulation 39 of the SEBI (LODR) Regulations, 2015. BSE Limited has	The Company has allotted shares pursuant to split of Equity shares of Rs.10 each into 5 Equity shares of	Pursuant to the requirements of Regulation 39 of the SEBI (LODR) Regulations, 2015, the	Upon dematerialisation of the subject shares, the Company has complied



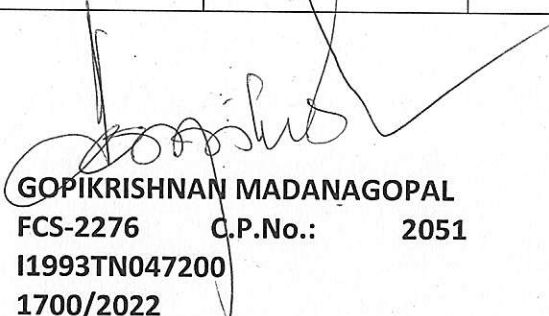
30/06/2022

<p>initiated process for assessment of compliance with Regulation 39(4) read along with Schedule VI of SEBI (LODR) Regulations, 2015, by the Company and its RTA.</p>	<p>Rs.2 each on 11th April 2015 and issued share certificates. The share Certificates sent to about 68 Folios have returned undelivered and lying unclaimed till date. As per the amended provisions of Regulation 39 of SEBI (LODR) Regulations, 2015, which came into effect subsequent to conclusion of the split event, the unclaimed shares will have to be transferred to a separate single folio and subsequently transferred to Demat Suspense Account to be opened with a Depository by following due process prescribed under the said regulation.</p>	<p>Company have, on 26th March 2021, transferred 242200 Equity shares of Rs.2/- each belonging to 68 Folios of shareholders to a new folio created in the name of the Company termed as "RASI ELECTRODES LIMITED - UNCLAIMED SHARES ACCOUNT" for subsequent dematerialisation of the subject shares to be held in Demat Suspense Account in custody on behalf of these 68 shareholders till such time they claim the same. These shares pertain to allotment of shares pursuant to split of 1 Equity shares of Rs.10 each into 5 Equity shares of Rs.2 each on 11th April 2015, which have been returned undelivered and lying unclaimed with the RTA. These shares have been dematerialized</p>	<p>with the requirements of Regulation 39 during the year ended 31.3.2022.</p> <p>As per the information and explanations furnished to me and as per the records maintained by the Company and its RTA, no claim have been received from any shareholders during the half year ended 31ST MARCH 2022 claiming ownership of these shares.</p>
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30/05/2022

			<p>and lying in credit in a separate demat account No. 12010900203923 99 as on 31ST MARCH 2022 and are being held on behalf of the shareholders till they claim the same after fulfilling the required procedure. The voting rights on these unclaimed shares are frozen till such time the rightful owner claims these shares.</p>	
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Signature : 
Name : GOPIKRISHNAN MADANAGOPAL
Membership No. : FCS-2276 C.P.No.: 2051
ICSI Unique Code : I1993TN047200
Peer Review Cert . : 1700/2022

UDIN : F002276D000426161
Place : CHENNAI
Date : 30TH MAY 2022



30/05/2022