

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

No.44/4, Strotten Muthia Mudali St.
Chennai - 600 079.

ADMINISTRATIVE OFFICE

No.A/14, Rams Apartments, III Floor,
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 22nd Annual General Meeting of the Company will be held at 9.30 A.M. on WEDNESDAY, the 28th September, 2016 at HOTEL SRI BALAJI BHAVAN, No.242, G.N.T.Road, Redhills, CHENNAI-600052, to transact the following business:

ORDINARY BUSINESS :

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

"RESOLVED THAT THE Audited Financial Statement of the Company for the financial year ended 31st March 2016 and the Directors' and Auditor's Report thereon, together with all the reports, statements and notes annexed thereto, be and are hereby approved and adopted."

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

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

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

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

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

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

SPECIAL BUSINESS:

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

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

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

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

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

By Order of the Board
for RASI ELECTRODES LIMITED

B POPATLAL KOTHARI
MANAGING DIRECTOR
DIN: 00594168

CHENNAI
DATED: 12TH AUGUST 2016

NOTES :

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

08. SERVING OF NOTICE

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

09. VOTING THROUGH ELECTRONIC MEANS

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

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

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

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 24.09.2016 at 10.00 A.M. and ends on 27.09.2016 at 4.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21.09.2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <input type="checkbox"/> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. <input type="checkbox"/> In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction(iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name M/s RASI ELECTRODES LIMITED which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

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

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

ITEM 5: RE-APPOINTMENT OF MANAGING DIRECTOR

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

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

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

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

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

By Order of the Board
for RASI ELECTRODES LIMITED

CHENNAI
DATED: 12th August 2016

B POPATLAL KOTHARI
MANAGING DIRECTOR
DIN: 00594168

RASI ELECTRODES LIMITED
CIN: L52599TN1994PLC026980

DIRECTORS' REPORT

Dear Shareholder,

Your Directors have pleasure in presenting the 22nd Annual Report of your Company together with the Audited Financial Statements for the year ended 31st March 2016.

FINANCIAL RESULTS

The Financial Performance of your Company for the year ended 31st March 2016 is summarized below:

	Year Ended 31.03.2016 Rs.in Lakhs	Year Ended 31.03.2015 Rs.in Lakhs
Net sales	2307.72	2329.18
Other Income	68.78	55.25
Total (A)	2376.50	2384.43
Total Expenditure	2093.77	2138.89
Profit before interest & depreciation	282.73	245.54
Interest & financial charges	32.71	36.90
Depreciation	80.50	60.47
Profit before tax	169.52	148.17
Provision for tax incl tax for earlier years	61.70	52.54
Deferred tax – current	7.13	1.71
Profit after tax	100.69	93.92
Profit brought forward	552.46	511.28
Transfer to General Reserve	Nil	10.00
Depn written off as per Sch II of Companies Act 2013	Nil	6.70
Proposed Dividend (5%)	31.13	30.80
Dividend tax	5.39	5.24
Balance carried to Balance sheet	616.64	552.46

DIVIDEND AND TRANSFER TO RESERVES

Your Directors have recommended a dividend of Re.0.10 ps (i.e. @ 5%) on the Equity Shares of Rs 2/- each (previous year Rs.0.50 i.e., @ 5% on Equity shares of Rs 10/- each). The dividend, if approved by the members at the ensuing Annual General Meeting, will be paid to eligible shareholders as on the date of the 22nd AGM.

Your Directors have not transferred any amount to the General Reserves out of the profits made during the year. An amount of Rs 126,22,500 have been transferred to Capital Reserve Account during the year arising out of forfeiture of initial application money received on warrants which have not been converted within the validity period.

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 CCMS Wire, 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 2016 the overall turnover of the Company was Rs 2307.72 lakhs as against Rs 2329.18 lakhs achieved during the last year resulting in an decrease in the turnover to the extent of 0.92% when compared with the previous year. The production of welding electrodes was 1706.137 MTs as against 1583.649 MTs achieved during the previous year. The production of CCMS Wire during the year ended 31st March 2016 was 1505.512 MTs as against 1469.169 MTs during the previous year.

During the year ended 31st March 2016 the profit before tax was Rs 169.52 lakhs (previous year Rs 148.17 lakhs) and after making a provision for tax amounting to Rs 68.82 lakhs (previous year Rs 54.24 lakhs) (including provision for deferred tax), the profit after tax was Rs 100.70 (previous year Rs 93.92 lakhs). The Profit after tax has increased by 7.22% during the year ended 31st March 2016 when compared to the previous year.

Your installed capacity of the CCMS Wire manufacturing facility increased from 1800 MTPA to 3300 MTPA due to installation of imported plant and machinery installed during the year. The capacity expansion has been funded partly out of the proceeds raised out of capital issuance made out of preferential allotment of shares.

The Company continues to comply with the certification requirements of Det Norske Veritas - GL 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. Though there are growth impulses, the capital goods sector is yet to show accelerated growth. The Company is hopeful that growth will pick up in the years to come.

E. Prospects and Outlook

Your Company has established a niche market for its products and CCMS Wire. The products of the company enjoys a considerable brand recognition and value in the market where it caters to.

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.

CAPITAL ISSUANCE AND CORPORATE ACTIONS

During the year, the following capital issuance and corporate actions have taken place:

i. The Board of Directors have sub-divided each Equity Share of the Company having a face value of Rs. 10 each fully paid-up into 5 (five) Equity Shares of face value of Rs. 2 each fully paid-up as per the approval accorded by the members through postal ballot and electronic voting process on 11th April 2015. Thus, as on the record date on 12th May 2015 fixed by the Board of Directors for the purpose of sub-division, the 61,61,100 Equity Shares of Rs 10/- each fully paid up were sub-divided into 308,05,500 Equity shares of Rs 2/- each fully paid up which has been duly credited to the demat account / physical share certificates sent to all the eligible members in lieu of and in cancellation of the Equity shares of Rs 10/- each held by them as on the record date on 12th May 2015.

ii. Your Board of Directors have allotted 325,000 Equity shares of Rs 2 each for cash at a price of Rs 10.80 per Equity share of Rs 2/- each to Warrant holders who have exercised their option to convert within the validity period of warrants issued to them. The allotment of equity shares upon conversion of warrants were made as per the terms of issue of the Warrants allotted to them as per approval accorded by the members at their Extraordinary General Meeting held on 30th August 2014. The proceeds raised have been utilized to meet the working capital requirements.

iii. Your Board of Directors have forfeited the initial application money amounting to Rs 126,22,500 paid on 935,000 convertible Warrants which have not been converted by the Warrant holders within the validity period of the warrants issued to them as per the terms of Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, and the terms of issue of warrants. The forfeited amount of Rs 126,22,500 have been transferred to Capital Reserve Account during 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, 2016, 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, 2016 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

The Risk Management Committee has been entrusted with the responsibility to assist the Board in framing and overseeing risk management policy and its periodical review, implementation and taking of pre-emptive corrective actions as may be deemed necessary. Your Company has adequate risk management infrastructure in place capable of addressing risks faced by the company both internal and external.

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.

The Chairman & Managing Director Mr B Popatlal Kothari held office up to 12th February 2016 as per approval accorded by the shareholders. The Board of Directors of the Company have, based on the recommendation of the Nomination & Remuneration Committee, re-appointed Mr B Popatlal Kothari as the Managing Director of the Company for a further period of five year from 13th February 2016 to 12th February 2021. The re-appointment of Mr B Popatlal Kothari as Managing Director and the remuneration payable to him is subject to the approval of the shareholders at the ensuing AGM. Mr B Popatlal Kothari demitted office as Chairman with effect from 12th February 2016 and in his place the Board of Directors have appointed Mr B Ranjit Kumar Kothari, Director (Non-Independent) as the Chairman 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 Directors Mrs Payal Jain retires by rotation at the ensuing Annual General meeting and being eligible is offering herself 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 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 familiarisation 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 are eligible for re-appointment. They have confirmed they are eligible for re-appointment and they are not disqualified for re-appointment as Statutory Auditors of the Company.

Secretarial Auditor

The Board has appointed Mr A M Gopikrishnan, Practicing Company Secretary, to conduct Secretarial Audit for the financial year 2015-16. The Secretarial Audit Report for the financial year ended March 31, 2016 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 nine 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 2016 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 2016 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: 12th August 2016

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 2016 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 60 lakhs PER ANNUM:

None of the Employees (including KMPs) are drawing remuneration exceeding Rs 60 lakhs per annum.

II. DETAILS OF REMUNERATION EACH DIRECTOR IN 2015-16:

Name	Designation	% increase over previous year	Ratio to median remuneration
Mr B Popatlal Kothari	Managing Director	NIL	16.04:1
Mr B Ranjit Kumar Kothari	Chairman	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	3.29:1
Mrs Jagruti Jain (w.e.f. 2.5.2015 i.e. part of the year)	Company secretary	NIL	1.75:1

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

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

As on 31.03.2016: 79

As on 31.03.2015: 80

IV. PERCENTAGE INCREASE IN MEDIAN REMUNERATION OF EMPLOYEES IN THE FINANCIAL YEAR 2015-16: 6.99%
V. RELATIONSHIP BETWEEN AVERAGE INCREASE IN REMUNERATION AND THE COMPANY PERFORMANCE:

Average remuneration per employee per annum decreased from 2.38 lakhs as at the end of 2014-15 to 2.33 lakhs as at the end of 2015-16 ,i.e., decreased by 2.10%. Total Turnover in this period decreased by 0.92%.

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 2016 is Rs 39.43 lakhs as against Rs 30.00 lakhs paid during the previous year. The figures are not comparable since CFO and Company Secretary have been appointed only during the current year. The total payments to KMPs' increased during the year by 31.43%. As against this the total turnover of the Company increased from Rs 2329.18 lakhs to Rs 2307.72 lakhs resulting in an decrease of 0.92% during the year.

VII. MARKET PRICE AND PRICE EARNING RATIO:

As on 31st March 2016, the closing Market price per equity share of Rs 2 each is Rs 8.22 and PE Ratio is 12.25.

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 2016 is Rs. 8.22 (Source: BSE Ltd) resulting in a increase @ 474.82% 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 8.22 per Rs 2 equity shares as on 31.3.2016 resulting in decrease to the extent of 23.89%.

IX. AVERAGE PERCENTAGE INCREASE IN SALARIES OF EMPLOYEES OTHER THAN WHOLETEIME DIRECTORS: -4.06%
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 2016 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.18,15,840
	(b) Foreign exchange outgo;	Rs.4,55,82,394

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 2016, 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 abovementioned 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

Chennai
Dated: 12th August 2016

AMISH N PATEL
Proprietor
Membership No.027859

RASI ELECTRODES LIMITED
CIN: L52599TN1994PLC026980

A REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED 31ST MARCH 2016
[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 2016, have been made by the Directors.

iii. 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	9	No	1	Nil
2. Mr Popatlal Kothari Managing Director	Promoter	Related	Executive/ Non-independent	9	Yes	1	Nil
3. Mr Hitesh M Dharamshi, Director	Non-Promoter	Not Related	Non-Executive/ Independent	5	No	Nil	Nil
4. Mr Ajay Goyal, Director	Non-Promoter	Not Related	Non-Executive/ Independent	8	No	Nil	Nil
5. Mr N Prakash Kumar, Director	Non-Promoter	Not Related	Non Executive/ Independent	6	Yes	Nil	Nil
6. Mrs. Payal Jain Director	Promoter	Related	Non-Executive/ Non-independent	3	No	Nil	Nil

iv. During the year ended 31st March 2016, NINE (9) Board Meetings were held on 6th April 2015, 22nd April 2015, 30th May 2015, 12th August 2015, 13th November 2015, 25th January 2016, 11th February 2016, 14th March 2016 and 28th March 2016.

v. 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.

vi. 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. Mrs. Payal Jain was appointed as Additional Director on 31.03.2015 (subsequently appointed as a Director liable for retirement by rotation at the 21st AGM held on 29th September 2015) to comply with the requirement of having at least one women director as required u/s 149(1) and Regulation 17(1)(a) of SEBI (LODR) Regulations, 2015.

vii. The Chairman & Managing Director Mr B Popatlal Kothari held office up to 12th February 2016 as per approval accorded by the shareholders. The Board of Directors of the Company have, based on the recommendation of the Nomination & Remuneration Committee, re-appointed Mr B Popatlal Kothari as the Managing Director of the Company for a further period of five year from 13th February 2016 to 12th February 2021. The re-appointment of Mr B Popatlal Kothari as Managing Director and the remuneration payable to him is subject to the approval of the shareholders at the ensuing AGM. Mr B Popatlal Kothari demitted office as Chairman with effect from 12th February 2016 and in his place the Board of Directors have appointed Mr B Ranjit Kumar Kothari, Director (Non-Independent) as the Chairman of the Board of Directors of the Company.

viii. The Board of Directors have appointed Mr Kashyap Kothari as Chief Financial Officer, in order to comply with the requirements of section 203 of the Companies Act, 2013, at their meeting held on 12th August 2015 for a period of five years up to 11th August 2020. Mr Kashyap Kothari, Chief Financial

Officer, is related to Mr B Popatlal Kothari. The remuneration payable is within the limits prescribed under section 188(1)(d) of the Companies Act, 2013, read along with rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, and as such is within the powers of the Board to approve his appointment as Chief Financial Officer.

ix. Mrs. Jagruti J Jain is the Company Secretary appointed u/s 203 of the Companies Act, 2013.

x. Details of shares of the Company held by Directors as on 31st March 2016 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

xi. The Company has not issued any convertible debentures. None of the Directors are holding any convertible instruments as on 31st March 2016.

xii. During the year ended 31st March 2016, Mr B Popatlal Kothari, Managing Director converted 25000 Warrants issued to him into 125000 Equity shares of Rs 2/- each (post split) on 28.03.2016 at a price of Rs 10.80 per Equity share (post split) as approved by the members at their EGM held on 30th August 2014. The balance 365000 Warrants held by him have not been exercised for conversion within the due date. The Board of Directors of the Company have forfeited the initial subscription money paid by him at the time of allotment of Warrants.

xiii. The details of familiarization programmes imparted to independent directors could be accessed at the web link <http://rasielectrodes.com/PDF/familiarisationprogforindependentdirectors.pdf>.

xiv. The Independent Directors of the Company met once during the year on 10th February 2016 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 29th September 2015 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 2015, 12th August 2015, 13th November 2015 and 11th February 2016.
- 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 2015 and 2nd February 2016.

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 2016 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	19000
2. Mr B Popatlal Kothari	Managing Director	3000000	Nil	Nil
3. Mr Hitesh M Dharamshi	Director	Nil	Nil	10000
4. Mr Ajay Goyal	Director	Nil	Nil	13500
5. Mr N Prakash Kumar	Director	Nil	Nil	11000
6. Mrs Payal Jain	Director	Nil	Nil	3000

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	9	9
Mr B Popatlal Kothari	Executive, Non-Independent	9	9
Mr Prakash Kumar	Non-Executive, Independent	9	9

ii. The Committee met NINE (9) times during the year on 30th May 2015, 10th June 2015, 20th June 2015, 30th June 2015, 20th July 2015, 31st July 2015, 31st August 2015, 10th September 2015 and 11th January 2016.

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
Admn Off: 'Rams Apartments', Flat A-14,
12 (Old No.:21), Raja Annamalai Road,
Chennai-600084
Tel: 044-26424523; 26427884

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

Opening Balance as on 01.04.2015	Received during the year ended 31.03.2016	Resolved during the year ended 31.03.2016	Closing Balance as on 31.03.2016
Nil	Nil	Nil	Nil

7. RISK MANAGEMENT COMMITTEE

i. The Board of Directors have constituted the Risk management Committee of Directors (even though the constitution of the Risk Management Committee is not mandatory as per SEBI (LODR) Regulations) and the Committee comprises of the following Directors as its Members:

S.No.	Name of the Director	Designation	No. of Meetings held	No. of Meetings attended
1	Mr Ajay Goyal	Chairman, Member, Director - Independent	2	2
2	Mr B Popatlal Kothari	Member, Managing Director - Non-Independent	2	2
3	Mr B Ranjit Kumar Kothari	Member, Director – Non-Independent	2	2

ii. The Risk Management Committee met TWICE during the year on 30th May 2015 and 10th February 2016.

iii. The terms of reference of the Risk Management Committee are to monitor and review the risk management plan and aid and advise the Board in controlling and mitigating risks affecting the company and its business.

8. GENERAL BODY MEETINGS

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

AGM / EGM	LOCATION	DATE	TIME
19 TH AGM	HOTEL ASHOKA PVT LTD . New No 47 Old No 33, Pantheon Road, Egmore, Chennai – 600008	28.09.2013	9.00 A.M.
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

ii. The details of Special Resolutions passed during the three years ended 31st March 2016 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.

iii. The Company has passed the following resolution through the process of Postal Ballot and Electronic Voting on 11th April 2015:

- Approval u/s 61(1)(d) and 64 of the Companies Act, 2013, for sub-division of Equity shares of Rs 10 each into 5 Equity shares of Rs 2/- each fully paid.
- Approval under section 13 of the Companies Act, 2013 for re-classifying the Authorised capital of Rs 8 crores as comprising of 400,00,000 Equity shares of Rs 2 each in order to facilitate sub-division of Equity shares to Rs 2/- per share.
- Approval under section 14 of the Companies Act, 2013 for re-classifying the Authorised capital of Rs 8 crores as comprising of 400,00,000 Equity shares of Rs 2 each in order to facilitate sub-division of Equity shares to Rs 2/- per share.
- Approval u/s 13(1) of the Companies Act, 2013 to insert a new Clause III. B.25. to facilitate borrowings.
- Approval u/s 180(1)(c) of the Companies Act, 2013 to facilitate borrowings up to a limit of Rs 100 crores.
- Approval u/s 180(1)(a) of the Companies Act, 2013 to facilitate providing security for borrowings made up to a limit of Rs 100 crores.

iv. The details of voting pattern of the Postal Ballot and Electronic Voting held on 11th April 2015 is furnished below:

S. No.	Item of Business	In favour of the Resolution			Against the Resolution		
		No. of members	No. of Votes cast	% of total number of valid votes cast	No. of members	No. of Votes cast	% of total number of valid votes cast
1	Ordinary Resolution for sub-division of shares of the Company	48	1986299	99.6922%	2	1080	0.0542%
2	Special Resolution for alteration of the Capital Clause of the Memorandum of Association of the Company.	49	1987279	99.7414%	1	100	0.0050%
3	Special Resolution for alteration of the Capital Clause of the Articles of Association of the Company.	49	1987279	99.7414%	1	100	0.0050%
4	Special Resolution approving amendment to Memorandum of Association to facilitate borrowings.	49	1987279	99.7414%	1	100	0.0050%
5	Special Recording for according consent to the Board of Directors to borrow funds up to a limit of Rs 100 crores outstanding at any point in time	47	1982799	99.5165%	4	4780	0.2399%
6	Special Resolution for according consent to the Board of Directors to Mortgage the properties of the company to secure borrowings made up to a limit of Rs 100 crores outstanding at any point in time	47	1982799	99.5165%	3	4580	0.2298%

v. The Postal Ballot and Electronic Voting held on 11th April 2015 was conducted under the Chairmanship of Mr B Popatlal Kothari and Mr A M Gopikrishnan, Practicing Company Secretary was appointed and functioned as Scrutinizer.

vi. No resolution is proposed to be passed through postal ballot during the year ended 31st March 2017.

9. MEANS OF COMMUNICATION

- 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.
- The quarterly and annual results are also published in the news papers "Trinity Mirror" and "Makkal Kural".
- The results are also displayed at the official website of the Company www.rasielectrodes.com. The website also displays official news releases, if any.
- The Company has not made any presentation to institutional investors or to any financial analysts.
- 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.	22 nd Annual General Meeting Date Time Venue	28 th September 2016 9.30 A.M. HOTEL SRI BALAJI BHAVAN, No.242, G.N.T.Road, Redhills, CHENNAI-600052,
b.	Financial year:	1 st April 2015 to 31 st March 2016
c.	Dividend payment date & book closure date	The Board of Directors have recommended a dividend @ Re.0.10 ps per Equity share of Rs 2/- each which when declared at the 22 nd AGM will be paid to the shareholders on or before 26 th October 2016. From Thursday the 16 th September 2016 to Wednesday, the 28 th September 2016 (both days inclusive) for the purpose of determining the shareholders eligible for dividend
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 2015	91.00	71.10	74.80	202529	2283	18043902
May 2015	84.00	13.00	14.00	459202	1929	13877735
(split 5:1 w.e.f.12.5.2015)						
June 2015	16.75	11.02	13.44	565580	1329	7950783
July 2015	24.20	12.50	23.25	8729850	9537	178243518
August 2015	24.30	13.55	16.45	3632413	3862	78744241
September 2015	19.90	13.50	18.35	865161	1384	14858165
October 2015	19.80	14.00	16.50	2384481	3405	40599260
November 2015	17.75	13.15	13.40	385227	1133	5642130
December 2015	18.05	11.00	15.88	4643220	4991	66834220
January 2016	21.70	15.20	17.80	8302283	7365	155735217
February 2016	18.25	12.70	14.20	2612658	2298	39523081
March 2016	19.00	8.11	8.22	3216307	3516	41773629

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.
i.	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 2016, a total of 298,77,005 equity shares of Rs 2/- each fully paid representing 95.90% of the paid-up capital of the Company are in electronic form. Transfer of these shares 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 2016 is furnished below:

Distribution Range (No. of shares)	No. of shareholders	% of total	Value of Equity shares of Rs 2 each held (Rs.)	% of total
2 – 5000	2019	69.0965	2396646	3.8494
5001 – 10000	405	13.8604	3118086	5.0081
10001 – 20000	212	7.2553	3280596	5.2691
20001 – 30000	59	2.0192	1450290	2.3294
30001 – 40000	33	1.1294	1220564	1.9604
40001 – 50000	35	1.1978	1606362	2.5800
50001 – 100000	72	2.4641	5470408	8.7863
100001 & above	87	2.9774	43718048	70.2174
Total	2922	100.0000	62261000	100.0000

b. Categories of shareholders as on 31st March 2016 is furnished below:

Category	No. of shares	Percentage
Promoters holdings	8697950	27.94
Corporate Bodies	2818820	9.05
Indian Public	19613730	63.01
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 (CDSL). As on 31 st March 2016, a total of 298,77,005 Equity shares of Rs 2/- each fully paid representing 95.90% 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	Administrative 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 2016 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 2016.
- 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 2015-16 is an un-modified one and does not contain any qualifications.
- iv. Until 12th February 2016 the post of Chairman and Chief Executive Officer was held combined by Mr B Popatlal Kothari as per the approval accorded by the shareholders. With effect from 13th February 2016 when the term of office of Mr B Popatlal Kothari came to an end, he was re-appointed by the Board of Directors as Managing Director only. Mr B Ranjit Kumar Kothari was appointed by the Board of Directors as Chairman to hold office from 13th February 2016 in order to comply with the requirements of SEBI (LODR) Regulations, 2015 which mandates the Company to have a separate post of Chairperson and Chief Executive Officer.

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:

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://rasielectrodes.com/PDF/familiarisationprogforinddirectors.pdf>

CHENNAI
DATED: 12.08.2016

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 2016 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

P KASHYAP KOTHARI
CHIEF FINANCIAL OFFICER

CHENNAI
DATED: 30th May 2016

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.

B POPATLAL KOTHARI
MANAGING DIRECTOR

CHENNAI
DATED: 30th May 2016

Directors' Report – Annexure IV:

Form No. MGT- 9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31st March, 2016
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	8 TH 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, 3 rd 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)

(i) Category-wise Share Holding	
Name of the Company:	: RASI ELECTRODES LIMITED
Face Value	: Rs.2/-
Paidup Shares as on 01-Apr-2015	: 30805500 [Equivalent post split No.of shares]
Paidup Shares as on 31-Mar-2016	: 31130500
For the Period From	: 01-Apr-2015 To : 31-Mar-2016

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 01-04-2015 : 30805500 [Equivalent post split No. of shares]

Paidup Shares as on 31-Mar-2016 : 31130500

For the Period From : 01-April-2015 To : 31-Mar-2016

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							
		INDIAN						
		1. a. INDIVIDUALS/HINDU UNDIVIDED FAMILY	8297950	0	8297950	150000	8447950	0.2007
		b. CENTRAL GOVERNMENT/STATE GOVERNMENT(S)	0	0	0	0	0	0.0000
		c. BODIES CORPORATE	0	0	0	0	250000	0.8115
	FINANCIAL INSTITUTIONS/BANKS ANY OTHER	d. FINANCIAL INSTITUTIONS/BANKS	0	0	0	0	0	0.0000
		e. ANY OTHER	0	0	0	0	0	0.0000
		SUB - TOTAL (A)(1)	8297950	0	8297950	150000	8697950	1.0122
		FOREIGN						
		2. a. INDIVIDUALS (NON-RESIDENT INDIVIDUALS/ FOREIGN INDIVIDUALS)	0	0	0	0	0	0.0000
B.	PUBLIC SHAREHOLDING	b. BODIES CORPORATE	0	0	0	0	0	0.0000
		c. INSTITUTIONS	0	0	0	0	0	0.0000
		d. QUALIFIED FOREIGN INVESTOR	0	0	0	0	0	0.0000
		e. ANY OTHER	0	0	0	0	0	0.0000
		SUB - TOTAL (A)(2)	0	0	0	0	0	0.0000
	TOTAL SHARE HOLDING OF PROMOTER AND PROMOTER GROUP (A) = (A)(1)+(A)(2)							
		PUBLIC SHAREHOLDING	8297950	0	8297950	150000	8697950	1.0122
		1. a. INSTITUTIONS	0	0	0	0	0	0.0000
		b. MUTUAL FUNDS/UTI	0	0	0	0	0	0.0000
		c. FINANCIAL INSTITUTIONS/BANKS	0	0	0	0	0	0.0000
	FINANCIAL INSTITUTIONS/BANKS CENTRAL GOVERNMENT/STATE GOVERNMENT(S) VENTURE CAPITAL FUNDS INSURANCE COMPANIES	d. CENTRAL GOVERNMENT/STATE GOVERNMENT(S)	0	0	0	0	0	0.0000
		e. VENTURE CAPITAL FUNDS	0	0	0	0	0	0.0000
		f. INSURANCE COMPANIES	0	0	0	0	0	0.0000
		FOREIGN INSTITUTIONAL INVESTORS	0	0	0	0	0	0.0000
		FOREIGN VENTURE CAPITAL INVESTORS	0	0	0	0	0	0.0000
	ANY OTHER	g. QUALIFIED FOREIGN INVESTOR	0	0	0	0	0	0.0000
		i. ANY OTHER	0	0	0	0	0	0.0000
		SUB - TOTAL (B)(1)	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	Demat	Physical	Total	
2.	NON-INSTITUTIONS							
a.	BODIES CORPORATE	2779900	0	2779900	3240118	0	3240118	1.4939
b.	INDIVIDUALS - I INDIVIDUAL SHAREHOLDERSHOLDING NOMINAL SHARE CAPITAL UPTO RS. 1 LAKH II INDIVIDUAL SHAREHOLDERSHOLDING NOMINAL SHARE CAPITAL IN EXCESS OF RS. 1 LAKH	4594700	1013595	5608295	6457315	1103495	7560810	6.0821
c.	QUALIFIED FOREIGN INVESTOR	12763725	0	12763725	10614922	0	10614922	-6.9753
d.	ANY OTHER CLEARING MEMBERS HINDU UNDIVIDED FAMILIES NON RESIDENT INDIANS	0	0	0	0	0	0	0.0000
		17250	0	17250	103933	0	103933	0.2813
		1331380	0	1331380	867011	0	867011	-1.5074
		7000	0	7000	45756	0	45756	0.1258
		1355630	0	1355630	1016700	0	1016700	-1.1002
	SUB - TOTAL (B)/(2)	21493955	1013595	22507550	21329055	1103495	22432550	-1.0037
	TOTAL PUBLIC SHAREHOLDING (B) = (B)(1)+(B)(2)	21493955	1013595	22507550	21329055	1103495	22432550	-1.0037
	TOTAL (A)+(B)	29791905	1013595	30805500	29877005	1253495	31130500	0.0000
C.	SHARES HELD BY CUSTODIANS AND AGAINST WHICH DEPOSITORY RECEIPTS HAVE BEEN ISSUED							
	Promoter and Promoter Group Public	0	0	0	0	0	0	0.0000
		0	0	0	0	0	0	0.0000
	TOTAL CUSTODIAN (C)	0	0	0	0	0	0	0.0000
	GRAND TOTAL (A)+(B)+(C)	29791905	1013595	30805500	29877005	1253495	31130500	0.0000

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

Sl 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/DP_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	% of shares pledged / encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged / encumbered to total shares					
1	B POPATLAL KOTHARI	4831430	15.6836	0.0000	4956430	15.9214	0.0000	0.0000	'IN30302851933459	AAIPK7746D	0	0
2	P NITYA KOTHARI	1061485	3.4457	0.0000	1061485	3.4100	0.0000	0.0000	'IN30267931755448	AANPK2428F	0	0
3	P MANJULA KOTHARI HAVING SAME PAN	840810	2.7294	0.0000	840810	2.7009	0.0000	0.0000	'IN30018312341922	AAIPK7745A	0	0
3	MANJULA KOTHARI	41890	0.1359	0.0000	41890	1346	0.0000	0.0000	'1204840000191301	AAIPK7745A	0	0
4	P KASHYAP KOTHARI HAVING SAME PAN	685555	2.2254	0.0000	685555	2.2022	0.0000	0.0000	'IN30108022506127	AAOPK0675M	0	0
4	KASHYAP KOTHARI P	527510	1.7123	0.0000	527510	1.6945	0.0000	0.0000	'IN30287120469915	AAOPK0675M	0	0
5	POPATLAL KOTHARI AND SONS	218570	0.7095	0.0000	218570	0.7021	0.0000	0.0000	'1203150000202059	AAAHHP2895Q	0	0
6	RUCHI N KOTHARI	90700	0.2944	0.0000	115700	0.3717	0.0000	0.0000	'IN30115123472352	AFIPJ0913Q	0	0
7	BPK DEVELOPERS PVT. LTD.	250000	0.8115	0.0000	250000	0.8031	0.0000	0.0000	'1204840000242100	AAHFB9968P	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/-

SI 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-2015 Allotment pursuant to Warrant conversion on 28.03.2016 At the end of the Year 31-Mar-2016	4831430 4831430	15.6836 15.6836	4831430 125000 4956430	15.6836 15.9214	'IN30302851933459	AAIPK7746D
2	P NITYA KOTHARI At the beginning of the year 01-Apr-2015 At the end of the Year 31-Mar-2016	1061485 1061485	3.4457 3.4457	1061485 1061485	3.4457 3.4457	'IN30267931755448	AANPK2428F
3	P MANJULA KOTHARI At the beginning of the year 01-Apr-2015 At the end of the Year 31-Mar-2016 HAVING SAME PAN	840810 840810	2.7294 2.7294	840810 840810	2.7294 2.7294	'IN30018312341922	AAIPK7745A
3	MANJULA KOTHARI At the beginning of the year 01-Apr-2015 At the end of the Year 31-Mar-2016	41890 41890	0.1359 0.1359	41890 41890	0.1359 0.1359	'1204840000191301	AAIPK7745A
4	P KASHYAP KOTHARI At the beginning of the year 01-Apr-2015 At the end of the Year 31-Mar-2016 HAVING SAME PAN	685555 685555	2.2254 2.2254	685555 685555	2.2254 2.2254	'IN30108022506127	AAOPK0675M
4	KASHYAP KOTHARI P At the beginning of the year 01-Apr-2015 At the end of the Year 31-Mar-2016	527510 527510	1.7123 1.7123	527510 527510	1.7123 1.7123	'IN30287120469915	AAOPK0675M
5	POPATLAL KOTHARI AND SONS At the beginning of the year 01-Apr-2015 At the end of the Year 31-Mar-2016	218570 218570	0.7095 0.7095	218570 218570	0.7095 0.7095	'1203150000202059	AAHP2895C
6	RUCHIN KOTHARI At the beginning of the year 01-Apr-2015 Allotment pursuant to Warrant conversion on 28.03.2016 At the end of the Year 31-Mar-2016	90700 90700	0.2944 0.2944	90700 25000 115700	0.2944 0.3717	'IN30115123472352	AFIPJ0913Q
7	BPK DEVELOPERS PVT. LTD. At the beginning of the year 01-Apr-2015 At the end of the Year 31-Mar-2016	250000 250000	0.8115 0.8115	250000 250000	0.8115 0.8115	'1204840000242100	AAHFB9968P

(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-2015 At the end of the Year 31-Mar-2016	990000 990000	3.2137 3.2137	990000 990000	3.2137 3.2137	'1203320000092849	AAKPK6088N
2	CHANDRAKALA At the beginning of the year 01-Apr-2015 At the end of the Year 31-Mar-2016 HAVING SAME PAN	719405 719405	2.3353 2.3353	719405 719405	2.3353 2.3353	'IN30061010291777	AAEPC5084C
2	CHANDRAKALA KOTHARI At the beginning of the year 01-Apr-2015 At the end of the Year 31-Mar-2016 HAVING SAME PAN	273040 273040	0.8863 0.8863	273040 273040	0.8863 0.8863	'1201750000177786	AAEPC5084C
2	CHANDRAKALA At the beginning of the year 01-Apr-2015 At the end of the Year 31-Mar-2016	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-2015 At the end of the Year 31-Mar-2016	696600 696600	2.2612 2.2612	696600 696600	2.2612 2.2612	'IN30154919200255	AGKPD4461A
4	UTTAM KUMAR At the beginning of the year 01-Apr-2015 At the end of the Year 31-Mar-2016 HAVING SAME PAN	550500 550500	1.7870 1.7870	550500 550500	1.7870 1.7870	'IN30061010208936	AAFPK4604H
4	UTTAM KUAMR KOTHARI At the beginning of the year 01-Apr-2015 At the end of the Year 31-Mar-2016 HAVING SAME PAN	69140 69140	0.2244 0.2244	69140 69140	0.2244 0.2244	'1203320000111759	AAFPK4604H
4	UTTAM KUMAR KOTHARI At the beginning of the year 01-Apr-2015 At the end of the Year 31-Mar-2016 HAVING SAME PAN	30900 30900	0.1003 0.1003	30900 30900	0.1003 0.1003	'1201750000177617	AAFPK4604H
4	B UTTAM KUMAR At the beginning of the year 01-Apr-2015 At the end of the Year 31-Mar-2016	5600 5600	0.0181 0.0181	5600 5600	0.0181 0.0181	'IN30018313064782	AAFPK4604H
5	SUBHASH BRIJMOHAN BOHRA At the beginning of the year 01-Apr-2015 Sale 26-Feb-2016 At the end of the Year 31-Mar-2016	500000 -200000 300000	1.6230 0.6492 0.9738	500000 300000 300000	1.6230 0.9738 0.9738	'1202000000112827	AILPB9416E
6	CNI RESEARCH LIMITED At the beginning of the year 01-Apr-2015 Sale 31-Jul-2015 Sale 07-Aug-2015 At the end of the Year 31-Mar-2016 HAVING SAME PAN	500000 -198673 -291000 10327	1.6230 0.6449 0.9446 0.0335	500000 301327 10327 10327	1.6230 0.9781 0.0335 0.0335	'1202870000004023	AACCC2842H

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		
6	CNI RESEARCH LIMITED At the beginning of the year 01-Apr-2015 Sale 22-May-2015 Sale 10-Jul-2015 At the end of the Year 31-Mar-2016	61445 -39751 -21694 0	0.1994 0.1290 0.0704 0.0000	61445 21694 0 0	0.1994 0.0704 0.0000 0.0000	'1203990000069191	AACCC2842H
7	SRINIVAS KANAKAGIRI At the beginning of the year 01-Apr-2015 At the end of the Year 31-Mar-2016	500000 500000	1.6230 1.6230	500000 500000	1.6230 1.6230	'1205890000004874	ADOPK7177K
8	JAYANT SADASHIV BASRUR JT1 : PADMINI JAYANT BASRUR At the beginning of the year 01-Apr-2015 Sale 16-Oct-2015 At the end of the Year 31-Mar-2016 HAVING SAME PAN	500000 -500000 0	1.6230 1.6230 0.0000	500000 0 0	1.6230 0.0000 0.0000	'IN30021417329046	AAEPB0230B
8	JAYANT SADASHIV BASRUR JT1 : PADMINI JAYANT BASRUR At the beginning of the year 01-Apr-2015 Purchase 16-Oct-2015 Sale 26-Feb-2016 At the end of the Year 31-Mar-2016	0 500000 -200000 300000	0.0000 1.6230 0.6492 0.9738	0 500000 300000 300000	0.0000 1.6230 0.9738 0.9738	'IN30216410439495	AAEPB0230B
9	PANKAJ KOTHARI T At the beginning of the year 01-Apr-2015 At the end of the Year 31-Mar-2016	472535 472535	1.5339 1.5339	472535 472535	1.5339 1.5339	'IN30061010490028	AITPP5447M
10	AADRIK DISTRIBUTORS PVT. LTD At the beginning of the year 01-Apr-2015 At the end of the Year 31-Mar-2016 NEW TOP 10 AS ON (31-Mar-2016)	449965 449965	1.4606 1.4606	449965 449965	1.4606 1.4606	'1201750000228270	AAECA6320J
11	ARCADIA SHARE & STOCK BROKERS PVT LTD At the beginning of the year 01-Apr-2015 Sale 22-May-2015 Purchase 12-Jun-2015 Sale 19-Jun-2015 Sale 26-Jun-2015 Sale 03-Jul-2015 Sale 10-Jul-2015 Purchase 17-Jul-2015 Sale 24-Jul-2015 Purchase 31-Jul-2015 Sale 07-Aug-2015 Purchase 14-Aug-2015 Purchase 21-Aug-2015 Sale 28-Aug-2015 Sale 04-Sep-2015 Sale 11-Sep-2015 Sale 14-Sep-2015 Sale 18-Sep-2015 Sale 23-Oct-2015 Purchase 06-Nov-2015 Sale 20-Nov-2015 Sale 11-Dec-2015 Sale 31-Dec-2015 Sale 08-Jan-2016 Purchase 15-Jan-2016 Sale 29-Jan-2016 Purchase 12-Feb-2016 Purchase 19-Feb-2016 Purchase 04-Mar-2016 Sale 18-Mar-2016 Purchase 25-Mar-2016 Sale 31-Mar-2016 At the end of the Year 31-Mar-2016	60485 -8 13570 -200 -11625 -839 -16888 56660 -44424 24430 -5000 14799 609 -3326 -1906 -14005 -1000 -1500 -5014 11890 -200 -1000 -1500 -9000 143200 -20021 48923 5040 125560 -1115 117900 -16000 468495	0.1963 0.0000 0.0440 0.0006 0.0377 0.0027 0.0548 0.1839 0.1442 0.0793 0.0162 0.0480 0.0019 0.0107 0.0061 0.0454 0.0032 0.0048 0.0162 0.0385 0.0006 0.0032 0.0048 0.0292 0.4648 0.0649 0.1588 0.0163 0.4075 0.0036 0.3827 0.0519 1.5208	60485 60477 74047 73847 62222 61383 44495 101155 56731 81161 76161 90960 91569 88243 86337 72332 71332 69832 64818 76708 76508 75508 74008 65008 208208 188187 237110 242150 367710 366595 484495 468495 468495	0.1963 0.1963 0.2403 0.2397 0.2019 0.1992 0.1444 0.3283 0.1841 0.2634 0.2472 0.2952 0.2972 0.2864 0.2802 0.2348 0.2315 0.2266 0.2104 0.2490 0.2483 0.2451 0.2402 0.2110 0.6758 0.6108 0.7697 0.7860 1.1936 1.1900 1.5727 1.5208 1.5208	'1203440000005939	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		
11	ARCADIA SHARE AND STOCK BROKERS PVT. LTD. BSE ABC COLLATERAL A/C At the beginning of the year 01-Apr-2015	95	0.0003	95	0.0003	'1203440000068717	AAACA4562G
	Sale 12-Jun-2015	-90	0.0002	5	0.0000		
	Purchase 26-Jun-2015	215	0.0006	220	0.0007		
	Purchase 03-Jul-2015	5516	0.0179	5736	0.0186		
	Sale 17-Jul-2015	-3036	0.0098	2700	0.0087		
	Purchase 24-Jul-2015	30000	0.0973	32700	0.1061		
	Sale 31-Jul-2015	-24430	0.0793	8270	0.0268		
	Purchase 07-Aug-2015	5000	0.0162	13270	0.0430		
	Sale 14-Aug-2015	-11507	0.0373	1763	0.0057		
	Sale 21-Aug-2015	-1763	0.0057	0	0.0000		
	Purchase 28-Aug-2015	2094	0.0067	2094	0.0067		
	Purchase 09-Oct-2015	200	0.0006	2294	0.0074		
	Purchase 16-Oct-2015	7500	0.0243	9794	0.0317		
	Purchase 23-Oct-2015	27219	0.0883	37013	0.1201		
	Sale 30-Oct-2015	-29500	0.0957	7513	0.0243		
	Sale 06-Nov-2015	-6190	0.0200	1323	0.0042		
	Purchase 31-Dec-2015	16000	0.0519	17323	0.0562		
	Purchase 08-Jan-2016	125900	0.4086	143223	0.4649		
	Sale 15-Jan-2016	-143200	0.4648	23	0.0000		
	Purchase 29-Jan-2016	37201	0.1207	37224	0.1208		
	Purchase 05-Feb-2016	4799	0.0155	42023	0.1364		
	Sale 12-Feb-2016	-41423	0.1344	600	0.0019		
	Sale 19-Feb-2016	-40	0.0001	560	0.0018		
	Sale 04-Mar-2016	-560	0.0018	0	0.0000		
	Purchase 11-Mar-2016	1000	0.0032	1000	0.0032		
	Purchase 18-Mar-2016	130000	0.4220	131000	0.4252		
	Sale 25-Mar-2016	-107900	0.3502	23100	0.0749		
	Purchase 31-Mar-2016	10000	0.0324	33100	0.1074		
	At the end of the Year 31-Mar-2016 HAVING SAME PAN	33100	0.1074	33100	0.1074		
11	ARCADIA SHARE & STOCK BROKERS PVT. LTD At the beginning of the year 01-Apr-2015	0	0.0000	0	0.0000	'1203440000000069	AAACA4562G
	Purchase 17-Jul-2015	10000	0.0324	10000	0.0324		
	Sale 24-Jul-2015	-5000	0.0162	5000	0.0162		
	Sale 31-Jul-2015	-1000	0.0032	4000	0.0129		
	Sale 14-Aug-2015	-4000	0.0129	0	0.0000		
	Purchase 18-Sep-2015	5	0.0000	5	0.0000		
	Sale 23-Oct-2015	-5	0.0000	0	0.0000		
	Purchase 15-Jan-2016	3000	0.0097	3000	0.0097		
	Purchase 11-Mar-2016	4500	0.0146	7500	0.0243		
	Purchase 18-Mar-2016	18001	0.0584	25501	0.0827		
	At the end of the Year 31-Mar-2016	25501	0.0827	25501	0.0827		
12	RABINDRA KAPUR At the beginning of the year 01-Apr-2015	350005	1.1361	350005	1.1361	'IN30021414820228	AAEPK8587E
	At the end of the Year 31-Mar-2016 HAVING SAME PAN	350005	1.1361	350005	1.1361		
12	RABINDRA KAPUR At the beginning of the year 01-Apr-2015	50000	0.1623	50000	0.1623	'IN30120910053997	AAEPK8587E
	Purchase 29-Jan-2016	30000	0.0973	80000	0.2596		
	At the end of the Year 31-Mar-2016	80000	0.2596	80000	0.2596		

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
1	RANJEET KUMAR KOTHARI Chairman	990000	3.2137	Nil	Nil	Na	990000	3.1802
2	B. POPATLAL KOTHARI Managing Director	4831430	15.6836	28.03.2016	Conversion of warrants	125000	4956430	15.9215
3	HITESH M DHARAMSHI Director	Nil	Nil	Nil	Nil	Nil	Nil	Nil
4	AJAY GOYAL Director	8500	0.0276	Nil	Nil	Nil	8500	0.0273
5	N PRAKASH KUMAR Director	Nil	Nil	Nil	Nil	Nil	Nil	Nil
6	Mrs PAYAL JAIN Director	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	3,17,06,363	0	0	3,17,06,363
ii.Interest due but not paid	0	0	0	0
iii.Interest accrued but not due	0	0	0	0
Total (i + ii + iii)	3,17,06,363	0	0	3,17,06,363
Change in Indebtedness during the financial year:				
Addition	2,16,74,172	0	0	2,16,74,172
Reduction	0	0	0	0
Net change	2,16,74,172	0	0	2,16,74,172
Indebtedness at the end 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

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

S. No.	Particulars of remuneration	Total Remuneration paid to Managing Director Mr B Popatlal Kothari during the YE 31.3.2016
1	Gross Salary: (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	Rs. 24,00,000 6,00,000 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. 11,000 Nil Nil 11,000	Rs. 10,000 Nil Nil 10,000	Rs. 13,500 Nil Nil 13,500	Rs. 34,500 nil nil 34,500
		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. 19,000 Nil Nil 19,000	Rs. 3,000 Nil Nil 3,000		Rs. 22,000 Nil Nil 22,000 56,500
	Total Managerial Remuneration	Not applicable			30,56,500
	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: (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	Rs. 3,27,000 Nil Nil	6,16,500 Nil Nil
2.	Commission as a % of Profit Total (A) Ceiling as per Companies Act, 2013	Ni 3,27,000 Not applicable	Ni 6,16,500 Not applicable

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

Directors' Report – Annexure V:

Form No. MR-3

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH 2016**

[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]

To,

The Members,
RASI ELECTRODES LIMITED
CIN: L52599TN1994PLC026980
REGD OFF: 44/4, STROTEN 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 2016 ('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 2016**, 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, 1992 (upto 14th May 2015) and Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 effective 15th May 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 (effective 1st December 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 and made effective from 1st July 2015.
- 2.2. The Listing Agreements entered into by the Company with BSE Limited and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (effective from 1st December 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 **subject to the remark that the Company has not filed the prescribed returns u/s 93 of the Companies Act, 2013, with regard to changes in the number of shares held by the specified persons during the year ended 31st March 2016.**

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 members of the Company have passed the following resolutions through the process of postal ballot and electronic voting on 11th April 2015:
 - a. Approval u/s 61(1)(d) and 64 of the Companies Act, 2013, for sub-division of Equity shares of Rs 10 each into 5 Equity shares of Rs 2/- each fully paid.
 - b. Approval under section 13 of the Companies Act, 2013 for re-classifying the Authorised capital of Rs 8 crores as comprising of 400,00,000 Equity shares of Rs 2 each in order to facilitate sub-division of Equity shares to Rs 2/- per share.

- c. Approval under section 14 of the Companies Act, 2013 for re-classifying the Authorised capital of Rs 8 crores as comprising of 400,00,000 Equity shares of Rs.2 each in order to facilitate sub-division of Equity shares to Rs 2/- per share.
 - d. Approval u/s 13(1) of the Companies Act, 2013 to insert a new Clause III.B.25. to facilitate borrowings.
 - e. Approval u/s 180(1)(c) of the Companies Act, 2013 to facilitate borrowings up to a limit of Rs 100 crores.
 - f. Approval u/s 180(1)(a) of the Companies Act, 2013 to facilitate providing security for borrowings made up to a limit of Rs 100 crores.
- 7.2. The Board of Directors have sub-divided each Equity Share of the Company having a face value of Rs. 10 each fully paid-up into 5 (five) Equity Shares of face value of Rs. 2 each fully paid-up as on the record date on 12th May 2015 fixed for this purpose. Accordingly, the 61,61,100 Equity Shares of Rs 10/- each fully paid up were sub-divided into 308,05,500 Equity shares of Rs 2/- each fully paid up with effect from 13th May 2015.
- 7.3. The Company has allotted 325,000 (three lakhs and twenty five thousand only) Equity shares of Rs 2/- each for cash at a price of Rs 10.80 (rupees ten and paise eighty only) per share to promoters and non-promoters upon conversion of Warrants during the year.
- 7.4. The Company has forfeited the initial application money amounting to Rs 126,22,500 paid on 935,0000 convertible Warrants which have not been converted by the Warrant holders within the validity period of the warrants issued to them as per the terms of Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, and the terms of issue of warrants. The forfeited amount of Rs 126,22,500 have been transferred to Capital Reserve Account during the year.

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 2016

ANNEXURE A:

To,

The Members,
RASI ELECTRODES LIMITED
CIN: L52599TN1994PLC026980
REGD OFF: 44/4, STROTEN 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 2016

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, 2016, 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, 2016, 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, 2016 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 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, 2016 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, 2016.

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

Place: Chennai
Date: May 30, 2016

AMISH N PATEL
Proprietor
Membership No. 027859

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, 2016. We Report that

- (i) Regarding Fixed Assets:
 - a. The Company has maintained proper records to show full particulars, including quantitative details and situation of Fixed Assets;
 - b. 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..
 - c. The title deeds of immovable properties are held in the name of the company.
- (ii) Regarding Inventory
 - a. The stocks of finished goods, stores, spare parts and raw materials of the Company in its possession have been physically verified by the management at reasonable period. Stock-in-transit as on 31st March, 2016 has been verified by the management on subsequent receipt of the goods
 - b. 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.
 - c. 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 in respect of loans, investments, guarantees and security.
- (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 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 explanations given to us, there were no disputed amounts that are unpaid in respect of Sales Tax, Vat, Income tax, Customs duty, Excise Duty, Cess and Service tax as at 31st March 2016.
- (viii) In our opinion and on the basis of records produced before us, the Company has not defaulted in the repayment of dues to banks, financial institutions, Government or debenture holders.
- (ix) The Company has not raised moneys by way of initial public offer or further public offer including debit instruments and term Loans. Hence, the provisions Clause 3(ix) of the Order are not applicable to the Company and not commented upon.
- (x) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company by its officers or employees has been noticed or reported during the year.
- (xi) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act;
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clauses 3(xii) of the Order are not applicable to the Company.
- (xiii) In our opinion, all transactions with the related parties are in compliance with Sections 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements 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 are not applicable to the Company and not commented upon. The Company has made allotment of equity shares to Warrant holders upon exercise of their rights to conversion and the provisions of section 42 and 62 of the Companies Act, 2013, in respect of such allotment of equity shares have been duly complied by the Company.
- (xv) Based upon the audit procedures performed and the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- (xvi) In our opinion, the Company is not required to be registered under Section 45IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3(xvi) of the Order are not applicable to the Company and hence not commented upon.

For ANPASSOCIATES
Chartered Accountants
(FRN-009004S)

AMISH N PATEL
Proprietor

Membership No. 027859

Place: Chennai
Date: May 30, 2016

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT

Referred in paragraph 10(f) of the Independent Auditors' Report of even date to members of Rasi Electrodes Limited on the financial statements for the year ended March 31, 2016.

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, 2016 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 Note 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)

Place: Chennai
Date: May 30, 2016

AMISH N PATEL
Proprietor
Membership No. 027859

BALANCE SHEET AS AT 31ST MARCH 2016

SNO	PARTICULARS	Notes	AS AT 31.03.2016	AS AT 31.03.2015
A	EQUITY AND LIABILITIES		Rs.	Rs.
1	Shareholder's Funds			
[a]	Share capital	1	62261000	61611000
[b]	Reserves & surplus	2	144174174	122274156
[c]	Money received against convertible share warrants		0	13500000
	Sub Total - Shareholders' Funds		206435174	197385156
2	Share Application money pending allotment		202500	0
3	Non-current Liabilities			
[a]	Deferred tax Liabilities (net)		640181	0
[b]	Long-term provisions	3	2629498	2385731
	Sub Total - Non-current Liabilities		3269679	2385731
4	Current Liabilities			
[a]	Short term borrowings	4	53380535	31706363
[b]	Trade payables	5	1681441	7584226
[c]	Other current liabilities	6	2885948	4758138
[d]	Short-term provisions	7	9821219	8857711
	Sub Total - Current Liabilities		67769143	52906438
	TOTAL - EQUITY AND LIABILITIES		277676496	252677325
B.	ASSETS			
1	Non-current Assets			
[a]	Fixed assets	8		
	Tangible assets		65034845	62872076
	Intangible assets		0	0
	Capital work-in-progress		0	1322245
	Total fixed assets		65034845	64194321
[b]	Non-current investments	9	7925801	185130
[c]	Deferred tax assets (net)	10	0	72744
	Sub Total - Non-current Assets		72960646	64452195
2	Current Assets			
[b]	Inventories	11	48578231	39260226
[c]	Trade receivables	12	62372474	62827932
[d]	Cash and bank balances	13	29720010	26668611
[e]	Short-term loans and advances	14	64045135	59468362
	Sub Total - Current Assets		204715850	188225130
	TOTAL - ASSETS		277676496	252677325
	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 2016

JAGRUTI JAIN
Company Secretary

P KASHYAP KOTHARI
Chief Financial Officer

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2016

SNO	PARTICULARS	Notes	YEAR ENDED 31.03.2016	YEAR ENDED 31.03.2015
1	Income from Operations:			
a.	Gross Sales		255477479	257031648
	Less: Excise Duty on Sales		24705312	24113777
	Net Sales		230772167	232917871
b	Other Income	15	6878082	5524852
	Total Income From Operations (a + b)		237650249	238442723
2	Expenses:			
	[a].Cost of materials consumed	16	137897882	148631517
	[b].Purchases of stock in trade		30033231	27824845
	[c].Changes in inventories of finished goods, work-in-progress and stock-in-trade	17	-5890239	-4288791
	[d].Employees benefits expense	18	22107466	20116492
	[e].Finance costs	19	3271121	3689599
	[f].Depreciation and amortisation expense	8	8049757	6047459
	[g].Other expenses	20	25229370	21604418
	Total Expenses		220698587	223625539
3	Profit Before Tax		16951662	14817184
4	Tax expense:			
	Current tax		6169487	5253621
	Prior period tax		0	0
	Deferred tax		712925	170633
5	Profit after Tax		10069250	9392930
6	Basic & diluted earnings per equity share of Rs 10 each (Rs.)		1.63	1.52
	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 2016

JAGRUTI JAIN
 Company Secretary

P KASHYAP KOTHARI
 Chief Financial Officer

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016

	YEAR ENDED 31.03.2016 Rs.	YEAR ENDED 31.03.2015 Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax and Extra-ordinary items	16951662	14817184
Adjustment for:		
Depreciation and deferred revenue expenditure	8049757	6047459
Interest paid	3271121	3689599
Interest received	-4593646	-3470857
(Profit)/Loss on sale of fixed assets	0	0
Operating Profit before working capital changes	23678894	21083385
Adjustment for:		
Inventories	-9318005	-8377220
Sundry Debtors	455458	-10821468
Loans and Advances	-4576773	-34992603
Current Liabilities	-6808534	4314853
CASH GENERATED FROM OPERATIONS	3431040	-28793053
Less: Interest paid	3271121	3689599
Cash Flow before extraordinary items	159919	-32482652
Less: Extra-ordinary items	0	0
NET CASH FROM OPERATING ACTIVITIES(A)	159919	-32482652
B. CASH FLOW FROM INVESTMENT ACTIVITIES		
Purchase of fixed assets	-18217157	-32511524
Capital work in progress	0	-1322245
Purchase of Investments	-7740671	1661944
Interest received	3470857	3470857
Sale of fixed assets	7983500	431000
NET CASH FROM INVESTING ACTIVITIES(B)	-14503471	-28269968
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Short term borrowings	21674172	-9374055
Proceeds from Preferential Issue	2835000	71307000
Amt received on maturity of deposits	2251250	1172790
Refund of Addl Import duty received	203558	715433
Payment of dividend incl dividend tax	-3604090	0
payment of taxes	-5964939	-4000000
NET CASH USED IN FINANCING ACTIVITIES (C)	17394951	59821168
D. NET INCREASE IN CASH & CASH EQUIVALENTS		
A+B+C=D	3051399	-931452
CASH AND CASH EQUIVALENTS AS AT 01.04.2015	26668611	27600063
Add: Net increase in Cash & Cash equivalents	3051399	-931452
CASH AND CASH EQUIVALENTS AS ON 31.03.2016	29720010	26668611

For and on behalf of the Board of Directors

As per our report of even date attached

B RANJIT KUMAR KOTHARI
Chairman

B POPATLAL KOTHARI
Managing Director

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

Chennai
Dated : 30th May 2016

JAGRUTI JAIN
Company Secretary

P KASHYAP KOTHARI
Chief Financial Officer

AMISH N PATEL
Proprietor
M.No.027859

NOTES TO BALANCE SHEET AS AT 31ST MARCH 2016

NOTE No.	Particulars	AS AT 31.03.2016 Rs.	AS AT 31.03.2015 Rs.
1.00	SHARE CAPITAL		
1.01	<u>Authorised Share Capital</u> 400,00,000 (80,00,000) Equity Shares of Rs 2 (Rs 10) each	<u>80000000</u>	<u>80000000</u>
1.02	<u>Issued, subscribed and paid-up Share Capital</u> 311,30,500 (61,61,100) Equity shares of Rs 2 (Rs 10) 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	The Company has, during the year, sub-divided one Equity Share having a face value of Rs. 10 each into 5 (five) Equity Shares of face value of Rs. 2 each with effect from 12th May 2015.		
1.05	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.		
1.06	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 2016		As at 31st March 2015	
	No. of equity shares held Rs 2 each	% held	No. of equity shares held Rs 10 each	% held
B Popatlal Kothari	4956430	15.92	966286	15.68

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

Details	As at 31st March 2016	As at 31st March 2015
	No. of shares of Rs.2 each	No. of shares of Rs.10 each
Equity shares at the beginning of the year	30805500	4760000
Issued during the year	325000	1191100
Bought back during the year	Nil	Nil
Equity shares at the end of the year	31130500	6161100

- 1.08 The Company has converted 65000 Warrants into eligible 325000 Equity shares of Rs 2 each upon conversion request received during the year. In respect of conversion request received from one Warrant holder for 5000 Warrants for conversion into 25000 eligible Equity shares of Rs 2 each, the Company could not issue the equity shares due to the reason that the Warrantholder have not met the eligibility requirement as per SEBI (ICDR) Regulations. The share application money pending allotment amounting to Rs 202,500 represents the amount refundable to the said Warrantholder.
- 1.09 The Company does not have any outstanding convertible Warrants as on 31.3.2016. The reconciliation of number of convertible Warrants issued and converted by the company during the year is furnished below:

Details	As at 31st March 2016 No. of Warrants	As at 31st March 2015 No. of Warrants
Warrants at the beginning of the year	1000000	240000
Issued during the year	0	1000000
Converted during the year	65000	240000
Warrants lapsed due to non-exercise of conversion option by the warrant holders before the due date on 28.3.2016	930000	0
Warrant for which shares could not be allotted due to reason mentioned at Note 1.06 above	5000	0
Warrants at the end of the year	0	1000000

1.10 As per the terms of issue of Warrants and in line with SEBI (ICDR) Regulations, 2009, the Company has forfeited and transferred to capital reserve the initial application money amounting to Rs 126,22,500 received in respect of 935000 Warrants against which equity shares have not been allotted and whose validity period has lapsed during the year.

2	RESERVES & SURPLUS		
2.01	Investment subsidy		
	As per last Balance sheet	1434835	1434835
	Add: received during the year	0	0
	(Generator subsidy from Govt of Tamilnadu)	<u>1434835</u>	<u>1434835</u>
2.02	Capital Reserve		
	As per last Balance sheet	0	0
	Add: Money received against un-exercised convertible warrants forfeited	<u>12622500</u>	<u>0</u>
		<u>12622500</u>	<u>0</u>
2.03	General Reserve		
	As per last Balance sheet	12125575	11125575
	Add: Transferred from Profit & Loss Account	0	1000000
		<u>12125575</u>	<u>12125575</u>
2.04	SHARE PREMIUM ACCOUNT		
	As per last Balance Sheet	53467400	53467400
	Add: Recd during Current Year	2860000	0
		<u>56327400</u>	<u>53467400</u>
2.05	Profit & Loss Account		
	As per last Balance sheet	55246346	51127316
	Add: Profit for the year	<u>10069250</u>	<u>9392930</u>
		<u>65315596</u>	<u>60520246</u>
	Less: Appropriations		
	Transfer to General Reserve	0	1000000
	Depreciation w.off as per Sch II to CA,2013	0	669810
	Proposed dividend	3113050	3080550
	Tax on dividend	538682	523540
		<u>61663864</u>	<u>55246346</u>
	TOTAL RESERVES & SURPLUS	<u>144174174</u>	<u>122274156</u>
3.00	LONG TERM PROVISIONS		
	Provision for employee benefits	2629498	2385731
	TOTAL	<u>2629498</u>	<u>2385731</u>
4.00	SHORT TERM BORROWINGS		
	Loans repayable on demand:		
	From Banks (Secured)	52395451	31706363
	From others	985084	0
	Deposits (Unsecured)	0	0
	TOTAL	<u>53380535</u>	<u>31706363</u>

- b. 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.

4.01 The Company has not accepted any deposits from public. The deposits represents unsecured security deposits from dealers which will be retained with the Company till such time the dealership arrangement continues.

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

5.00 TRADE PAYABLES

a. Sundry creditors

TOTAL

1681441

1681441

7584226

7584226

- a. Out of the total amount shown under sundry creditors, an amount of Rs 118514 is due to one small scale industrial unit which exceeds Rs 100,000 and which are due for more than 30 days. Names of the small scale industrial undertakings (as compiled by the Company based on the information available and relied upon by the Auditors) to whom the Company owe a sum which is outstanding for more than 30 days are as follows:

Name of the SSI	Amount outstanding Rs.
Gayatri Graphics	118514

6.00 OTHER CURRENT LIABILITIES

a. Unclaimed dividends

b. Other payables

TOTAL

330779

2555169

2885948

390663

4367475

4758138

- c. 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 2016 Rs.	Rate	Declared at AGM held on	Tentative date for transfer to IEPF
31st March 2009	48028	5%	25.09.2009	31.10.2016
31st March 2010	48526	5%	27.09.2010	03.11.2017
31st March 2011	45146	5%	30.09.2011	06.11.2018
31st March 2012	58463	5%	28.09.2012	04.11.2019
31st March 2013	65124	5%	28.09.2013	04.11.2020
31st March 2015	65692	5%	29.09.2015	05.11.2022

7.00 SHORT TERM PROVISIONS

a. Others

TOTAL

9821219

9821219

8857711

8857711

NOTE 8 - FIXED ASSETS

S No.	PARTICULARS	GROSS BLOCK AT COST				ACCUMULATED DEPN, AMORTISATION & IMPAIRMENT				NET BLOCK	
		COST AS ON 01.04.2015	ADDITIONS DRG YR	DELETIONS DRG YR	TOTAL COST AS ON 31.03.2016	UPTO 31.03.2015	Deletions	for the year	TOTAL Depn up to 31.03.2016	AS ON 31.03.2016	AS ON 31.03.2015
I	TANGIBLE ASSETS:										
1	Land	24635666	4913840	8619875	20929631	0	0	0	0	20929631	24635666
2	Buildings	12808110	2831947	0	15640057	6595011	0	755435	7350446	8289611	6213099
3	Plant & Equipments: Machineries Lab equipments Generators Weighing scale Electrical equipments	43277924 1974830 1069557 167026 2308577	9455545 0 21000 67600 0	0 0 0 0 0	52733469 1974830 1090557 234626 2308577	16524043 1897935 630526 87750 1292095	0 0 0 0 0	5724139 39957 87699 25980 220522	22248182 1937892 718225 113730 1512617	30485287 36938 372332 120896 795960	26753881 76895 439031 79276 1016482
4	Furnitures & Fixtures Furniture & fittings Electrical typewriters	1239795 388540	22050 137950	0 0	1261845 526490	1039861 237316	0 0	86750 46276	1126611 283592	135234 242898	199934 151224
5	Vehicles	8669177	1999471	707000	9961648	6503605	0	797545	7301150	2660498	2165572
6	Office equipments	2120050	89999	0	2210049	1487898	0	150228	1638126	571923	632152
7	Others: Spares & tools Total Tangible assets	2968698	0	0	2968698	2459834	0	115227	2575061	393637	508864
II	Intangible assets: Patents Account	0	0	0	0	0	0	0	0	0	0
	Total	101627950	19539402	9326875	111840477	38755874	0	8049758	46805632	65034845	62872076
	Previous year	69547426	32511524	431000	101627950	32038605	669810	6047459	38755874	62872076	37508821

ASSETS: NON- CURRENT ASSETS			
9.00	NON-CURRENT INVESTMENTS		
a.	Investments in Equity Instruments (quoted-Market value as on 31.3.2016 Rs 4700691 (previous year Rs 108433)	7780873	40202
b.	Other non-current investments	144928	144928
	TOTAL	<u>7925801</u>	<u>185130</u>
10.00	DEFERRED TAX ASSETS		
	Retirement Benefits	80597	243377
	Less: Deferred Tax Liability		
	Depreciation	793522	170633
		<u>-712925</u>	<u>72744</u>
11.00	INVENTORIES		
a.	Raw materials & packing materials	20388882	16879366
b.	Work-in-progress	288750	370500
c.	Finished goods	7253236	5005609
d.	Stock-in-trade (traded goods)	20647363	17004751
	TOTAL	<u>48578231</u>	<u>39260226</u>
12.00	TRADE RECEIVABLES		
	Unsecured, considered good:		
a.	Due for period exceeding six months	8172675	5314875
b.	Other debts	54199799	57513057
	TOTAL	<u>62372474</u>	<u>62827932</u>
13.00	CASH & CASH EQUIVALENTS		
a.	Balances with Banks	22928389	20410017
b.	Fixed deposits with Banks:		
	Exceeding 12 months	6080949	5643101
	Maturing within 12 months	0	0
c.	Cash on hand	710672	615493
	TOTAL	<u>29720010</u>	<u>26668611</u>
14.00	SHORT TERM LOANS AND ADVANCES		
	To related parties	0	0
	To others	64045135	59468362
	TOTAL	<u>64045135</u>	<u>59468362</u>
15.00	OTHER INCOME		
	Interest from Banks	481457	813851
	Interest from others	4112189	2657006
	Profit from Shares - STCG	519773	280538
	Profit from Shares - LTCG	0	217132
	Dividend received	11371	2700
	Rebate & Discount	2457093	1272038
	Job Work charges received	270637	0
	Duty Draw back received	36769	170209
	Profit on exchange rate fluctuations	-385804	111378
	Profit on sale of land	-625403	0
		<u>6878082</u>	<u>5524852</u>

16.00	COST OF RAW MATERIALS CONSUMED		
	Opening stock		
	Raw materials	15628998	11807375
	Packing materials	1620868	1354062
	(A)	<u>17249866</u>	<u>13161437</u>
	Add: Purchases		
	Raw materials	131774898	144996239
	Packing materials	9550750	7723707
	(B)	<u>141325648</u>	<u>152719946</u>
	Less: Closing stock		
	Raw materials	18524814	15628998
	Packing materials	2152818	1620868
	(C)	<u>20677632</u>	<u>17249866</u>
	Consumption (A) + (B) - (C)	<u>137897882</u>	<u>148631517</u>
17.00	CHANGES IN INVENTORIES		
	Opening Stock	22010360	17721569
	Closing Stock	27900599	22010360
	Increase/(Decrease) in inventories	<u>-5890239</u>	<u>-4288791</u>
18.00	EMPLOYEES BENEFIT EXPENSES		
	Salaries, allowances & perquisites	7733979	7135964
	Factory wages & salaries	13190790	11967414
	Staff welfare expenses	525429	517469
	Contribution to provident fund & other funds	657268	495645
		<u>22107466</u>	<u>20116492</u>
19.00	FINANCE COST		
	Interest & finance charges	<u>3271121</u>	<u>3689599</u>
20.00	OTHER EXPENSES		
	Wire drawing charges	674121	617697
	Cartage, coolie and freight	1844544	1891630
	Factory expenses	11498876	8875882
	Provision for gratuity	243717	758712
	Advertisement	115614	189868
	Auditors remuneration	153000	173250
	Bank charges/commission	551626	685070
	Books & Periodicals	6412	8455
	Commission, Brokerage&Discount	1602152	583102
	Insurance	236234	174595
	Approval charges	324141	204414
	General Charges	1702440	1698332
	Postage & telegram	136469	164511
	Printing & stationeries	441942	294692
	Rent, rates & taxes	823656	640000
	Listing fees & custodial fees	301429	460115
	Telephone expenses	236640	269918
	Travelling expenses	262539	379786
	Vehicle maintenance(car)	397976	320541
	Vehicle maintenance(others)	961334	1249057
	Business promotion expenses	1218269	573273
	Professional charges	526955	1013354
	Sitting Fees	53500	69500
	Software Expenses	21492	0
	Donation	109641	31000
	Subscription charges	1384	37074
	Cartage, coolie and freight outwards	429441	0
	Electricity charges	141801	93908
	Bad debts	212025	146682
		<u>25229370</u>	<u>21604418</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 extant 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 31.03.2016	YE 31.03.2015
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 31.03.2016	YE 31.03.2015
Audit fees	36000	36000
Tax Audit fees	30000	25000
Certification fees	63500	91000
Vat Audit fees	16000	15000
Reimbursement of expenses	7500	6250
TOTAL	153000	173250

22.3.. The details of contingent liability not provided for in the books of accounts as on 31st March 2016 are as follows:

Details of contingent liability	YE 31.03.2016 Amount Rs	YE 31.03.2015 Amount Rs
Letter of Credit	67,28,080	52,72,649

22.4..Related Party Transactions during the year ended 31st March 2016:

1. Relationships
a. Key Management Personnel

Mr B. Popatlal Kothari - Managing Director
Mr P Kashyap Kothari –Chief Financial Officer

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 Popatlal Kothari	3000000	Remuneration (including perquisites)
Mr. B Popatlal Kothari	384000	Rent for Office
	405000	Rental Advance for Office Premises
Mr P Kashyap Kothari	616500	Remuneration
P Nitya Kothari	360000	Rent for Godown
	250000	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 2016.

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

Name of the parties	Balance as at 31.03.2016	Purpose for which the loan was proposed to be utilized as indicated by the party
Adeswar Investment	1483750	Business
Akshay Kothari	392732	Business
Amrutlal P Jain	500000	Business
B Dinesh Kumar	1130980	Business
Durai Arulneyam	100000	Business
Golden Traders	200000	Business
H.S. Syndicate	900000	Business
J Haja funyamin	600000	Business
Kaamdaa Impex	3688957	Business
Kushal Ashok Solanki	127090	Business
Ravi Enterprises	200000	Business
M Nageswari	500000	Business
R Lakshmanan	100000	Business
NDR Warehousing Pvt Ltd	2500000	Business
R Sathiyamoorthy	218000	Business
Ratanraj Mahendra Kumar	706250	Business
SKB Enterprises	557500	Business
Nageswari	200000	Business
Sri Manikandan Enterprises	500000	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 31.03.2016	FYE 31.03.2015
1	CIF Value of imports:		
	Raw materials, stores and spares	37973364	297359701
	Capital goods	7609030	15253398
2	Expenditure in foreign currency (Travelling)	Nil	61301
3	Earnings in foreign exchange:		
	FOB Value of Exports	1815840	7622869

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

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

AMISH N PATEL
Proprietor.
M. No.027859

Place: Chennai
Date: 30TH MAY 2016.

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 : 44, Strotten muthiah street, Chennai-600079.

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

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

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

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

Signed this..... day of..... 2016

Signature of shareholder.....

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

AFFIX
 Re 1/-
 Revenue
 Stamp

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

RASI ELECTRODES LIMITED

CIN: L52599TN1994PLC026980

Registered Office: 44, Strotten Muthiah street, Chennai-600079

ATTENDANCE SLIP

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

I, hereby record my attendance at the 22nd Annual General Meeting of the members of RASI ELECTRODES LIMITED to be held on WEDNESDAY, 28th SEPTEMBER 2016 at 9.30 A.M. at the HOTEL 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

