

Ref:REL/048/2023-24

May 30, 2023

To,

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

\\SCRIP CODE: 531233\\

Dear Sir,

Sub:: Annual Secretarial Compliance Report Issued by a Practicing Company Secretary for the year ended 31st March,2023, as per requirements of Reg.24A of SEBI (LODR) Regulations, 2015.

We are sending herewith Annual Secretarial Compliance Report issued by a Practicing Company Secretary for the year ended 31st March,2023, as per requirements of Reg.24A of SEBI (LODR) Regulations, 2015.

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

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

Thanking You,

Yours faithfully,
for RASI ELECTRODES LIMITED,


B POPATLAL KOTHARI
MANAGING DIRECTOR
DIN: 000594168

Manufacturers & Marketers of Welding Electrodes and Consumables

**Annual Secretarial Compliance Report of M/s RASI ELECTRODES LIMITED [CIN:
L52599TN1994PLC026980] ("the listed entity")
for the financial year ended 31ST MARCH 2023**

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

I,GOPIKRISHNAN MADANAGOPAL, Practicing Company Secretary, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by M/s RASI ELECTRODES LIMITED [CIN: L52599TN1994PLC026980] (hereinafter referred as 'the listed entity'), having its Registered Office at FLAT A-14, RAMS APARTMENTS, 21, RAJA ANNAMALAI ROAD, PURASAWALKAM, CHENNAI-600084; Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on 31ST MARCH 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

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

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

for the year ended 31ST MARCH 2023 ("Review Period") in respect of compliance with the provisions of :

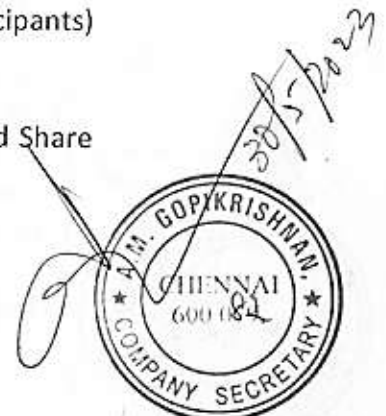


- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities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

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018 – **Not applicable** as there were **no reportable events during the financial year under review**;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not applicable** as there were **no reportable events during the financial year under review**;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021, as applicable - **Not applicable** as there were **no reportable events during the financial year under review**;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as applicable - **Not applicable** as there were **no reportable events during the financial year under review**;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - **Not applicable** as there were **no reportable events during the financial year under review**;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018;
- (j) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

and circulars/ guidelines issued thereunder;



And based on the above examination, I hereby report that, during the Review Period:

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

DETAILS PROVIDED IN ANNEXURE I ENCLOSED

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

DETAILS PROVIDED IN ANNEXURE II ENCLOSED

II.Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by Practicing Company Secretary*
1	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	Na	There were no events relating to resignation of Auditor during the review period. However, the Statutory Auditor M/s Suresh Kumar & Co., Chartered Accountants, vacated office upon completion of their term of appointment at the conclusion of 28 th AGM held during the year and in their place M/s Poonam Ankit & Associates, Chartered Accountants, have been appointed as Statutory Auditors for a period of five years. The newly appointed Statutory Auditor have conducted and
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	Na	
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/	Na	



	audit report for the last quarter of such financial year as well as the audit report for such financial year.		issued Limited Audit Review Report effective from the quarter ending September 2022.
2	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/ material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings</p>	Na	There were no events relating to resignation of Auditor during the review period



<p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p>	<p>Na</p>	<p>There were no events relating to resignation of Auditor during the review period</p>
<p>ii. Disclaimer in case of non-receipt of information:</p>	<p>Na</p>	




	The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.		There were no events relating to resignation of Auditor during the review period
3	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	Na	There were no events relating to resignation of Auditor during the review period

III. I hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by Practicing Company Secretary*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	
2	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI 	Yes Yes	



	Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI		
3	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website 	<p>Yes</p> <p>Yes</p> <p>Yes</p>	
4	Disqualification of Director: None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	
5	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	<p>NA</p> <p>NA</p>	The Company does not have any subsidiaries
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per	Yes	



	Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.		
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	As per the Minutes maintained by the Company, the performance evaluation has been conducted every year as on the date of Board Meeting held to consider the 3 rd Quarterly Financial Results during February 2023
8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes Yes	
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10	Prohibition of Insider Trading: The listed entity is in		As per the information and explanation furnished to me and as per



	compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	records available, the Company maintains data base relating to access persons for sharing information relating to UPSI.
11	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	Yes	
12	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/ circular/guidance note etc.	Yes	

IV. Assumptions and Limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of the documents and information furnished are the responsibilities of the management of the listed entity.

2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.

4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the



listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

[Handwritten Signature]
30/05/2023

Signature :
Name : GOPIKRISHNAN MADANAGOPAL
Membership No. : FCS-2276 C.P.No.: 2051
ICSI Unique Code : I1993TN047200
Peer Review Cert . : 1700/2022

UDIN : F002276E000416767
Place : CHENNAI
Date : 30TH MAY 2023

[Handwritten Signature]
30/05/2023



ANNEXURE-I

To
ANNUAL SECRETARIAL COMPLIANCE REPORT OF
M/s. NARENDRA PROPERTIES LIMITED
FOR THE FINANCIAL YEAR ENDING 31ST MARCH 2023

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

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Nil	Nil	Nil	Nil	Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.	Nil	Nil	Nil	Nil	Nil

Signature

Name : GOPIKRISHNAN MADANAGOPAL
 Membership No. : FCS-2276 C.P.No.: 2051
 ICSI Unique Code : I1993TN047200
 Peer Review Cert. : 1700/2022
 UDIN : F002276E000416767
 Place : CHENNAI
 Date : 30TH MAY 2023



ANNEXURE-I
 TO
 ANNUAL SECRETARIAL COMPLIANCE REPORT OF
 M/s. NARENDRA PROPERTIES LIMITED
 FOR THE FINANCIAL YEAR ENDING 31ST MARCH 2023

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

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Nil	Nil	Nil	Nil	Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.	Nil	Nil	Nil	Nil	Nil

Signature :
 Name : GOPIKRISHNAN MADANAGOPAL
 Membership No. : FCS-2276 C.P.No.: 2051
 ICSI Unique Code : I1993TN047200
 Peer Review Cert. : 1700/2022
 UDIN : F002276E000416767
 Place : CHENNAI
 Date : 30TH MAY 2023



ANNEXURE-II
 To
 ANNUAL SECRETARIAL COMPLIANCE REPORT OF
 M/s. RASI ELECTRODES LIMITED
 FOR THE FINANCIAL YEAR ENDING 31ST MARCH 2023

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

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Nil	Nil	Nil	Nil	Advisory/Clarification/Fine/Show Cause Notice/Warning, etc	Nil	Nil	Nil	Nil	Nil

Signature

Name : GOPIKRISHNAN MADANAGOPAL

Membership No. : FCS-2276 C.P.No.: 2051

ICSI Unique Code : I1993TN047200

Peer Review Cert. : 1700/2022

UDIN : F002276E000416767

Place : CHENNAI

Date : 30TH MAY 2023

