

**RASI ELECTRODES LIMITED**  
**CIN: L52599TN1994PLC026980**  
**NOTICE**

To,  
The Shareholder,

NOTICE is hereby given that the 24<sup>th</sup> Annual General Meeting of the Company will be held at 9.30 A.M. on WEDNESDAY, the 26th September, 2018 at **G.K.PARTY HALL, No.12/13, Sivananda Nagar, 200 Feet Road, Kolathur, CHENNAI-600099**, 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 31<sup>st</sup> March 2018 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 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.”

**SPECIAL BUSINESS:**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013, and rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr HITESH M DHARAMSHI (DIN: 00207799) who holds office as an Independent Director on the Board of the Company up to the period ended 31<sup>st</sup> March 2019 be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five years from 1<sup>st</sup> April 2019 to 31<sup>st</sup> March 2024.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013, and rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr K AJAY GOYAL (holding DIN: 00513570) who holds office as an as an Independent Director on the Board of the Company up to the period ended 31<sup>st</sup> March 2019 be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five years from 1<sup>st</sup> April 2019 to 31<sup>st</sup> March 2024.”

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

**JAGRUTI J JAIN**  
**COMPANY SECRETARY**

**CHENNAI**  
**DATED: 14<sup>TH</sup> AUGUST 2018**

**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 the copies of the Annual Report with them to the meeting. Members are also requested to bring the Attendance slip duly signed for surrendering at the venue of the meeting for recording their presence at the meeting.

06. The Register of members and Share Transfer books shall remain closed from THURSDAY, the 20<sup>TH</sup> September 2018, to WEDNESDAY, the 26<sup>th</sup> September 2018 (both days inclusive) for the purpose of the 24<sup>TH</sup> AGM scheduled to be held on 26<sup>th</sup> September 2018.

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. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is no longer required pursuant to amendment made to section 139(1) of the Companies Act, 2013. In view of this no resolution is proposed for ratification of appointment of Auditors, who was appointed by the members at their 23<sup>rd</sup> Annual General Meeting held on 28<sup>th</sup> September 2017.

09. Members whose dividend has remained unpaid/unclaimed from the year 2011 onwards, are requested to write to the Company for issue of demand drafts for the same. In terms of the Investor Education and Protection Fund (IEPF) (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the required information in respect of dividend remaining unpaid/unclaimed for the last seven years (as on date of the last Annual General Meeting held on 28<sup>th</sup> September 2017) on the Company's website under the Investor Section and the same could be accessed using the following link: <http://rasielectrodes.com/investordetails.aspx?Id=CORPORATE+ANNOUNCEMENTS>

The Company is required to transfer the unclaimed or unpaid dividend declared and remaining unpaid for a period exceeding seven years to the Investor Education and Protection Fund (IEPF). Hence, the members to whom the said dividend remains unpaid or unclaimed are requested to write to the Company and claim the same by mentioning the Folio/ Dp & Client ID, name and number of shares held so that the Company could send the demand draft.

**10. SEBI has proposed that the equity shares of listed companies can be transferred only in dematerialised form from 5<sup>th</sup> December 2018 (cut-off date) In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.**

#### 11. SERVING OF NOTICE

Electronic copy of the Notice of the 24<sup>TH</sup> Annual General Meeting (24<sup>TH</sup> 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 24<sup>TH</sup> 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](http://www.rasielectrodes.com)

#### 12. 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 24<sup>TH</sup> AGM scheduled to be held on WEDNESDAY, the September 26, 2017 at 9.30 a.m. For this purpose the company has signed an agreement with Central Depository Services (India) Ltd (CDSL) for facilitating e-voting.

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

Please read the instructions given below before exercising the vote. This communication forms an integral part of the notice dated August 14, 2018 for the 24<sup>TH</sup> AGM.

#### The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Saturday, September 22, 2018, at 10.00.A.M. and ends on Tuesday, September 25, 2018 at 5.00.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 September 19, 2018 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](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li><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.</li> <li><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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li><input type="checkbox"/> 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).</li> </ul>

- (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 i.e., RASI ELECTRODES LIMITED on 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 changed 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. 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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**EXPLANATORY STATEMENT ANNEXED TO THE NOTICE CONVENING THE 24<sup>TH</sup> ANNUAL GENERAL MEETING PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

The following are the material facts relating to Directors retiring by rotation and seeking re-appointment and the special business proposed in the notice:

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

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

<b>Name of the Director</b>	Mrs Payal Jain
<b>DIN</b>	07181548
<b>Date of Birth</b>	26/06/1985
<b>Qualification</b>	<b>M.A. (Fine Arts)</b>
<b>Expertise in specific functional areas</b>	She has experience in textile designing, interior decoration, art work and aesthetic designing, and public relations functions.
<b>Names of listed entities in which the person also holds the directorship and the membership of Committees of the board as on 31<sup>st</sup> March 2018</b>	Nil
<b>Shareholding as on 31<sup>st</sup> March 2018</b>	Nil
<b>Relationship with other Directors</b>	Related to Mr B Popatlal Kothari as his son's wife

**ITEM 3 & 4: RE-APPOINTMENT OF INDEPENDENT DIRECTORS**

The members of the Company have, at their 20<sup>th</sup> AGM held on 29<sup>th</sup> September 2014 appointed Mr HITESH M DHARAMSHI (holding DIN: 00207799) and Mr KAJAY GOYAL (holding DIN: 00513570) as Independent Director(s) of the Company for the period up to 31<sup>st</sup> March 2019. The Nomination and Remuneration Committee of the Board have reviewed the performance of Mr Hitesh M Dharamshi and Mr K Ajay Goyal as Independent Director(s) and recommended that they be re-appointed as an Independent Director(s) on the Board of the Company for a further period of five years for second term. The Board, based on the recommendation of the Nomination and Remuneration Committee and its own evaluation, considers the re-appointment of Mr Hitesh M Dharamshi and Mr K Ajay Goyal as Independent Director(s) would be in the interest of the Company. The Board commends their re-appointment as Independent Director(s) of the Company for a second term of five years from 1<sup>st</sup> April 2019 to 31<sup>st</sup> March 2024.

Mr Hitesh M Dharamshi and Mr K Ajay Goyal as Independent Director(s) have, individually, represented that they are not disqualified from being appointed as a Director(s) in terms of Section 164 of the Act and has given their consent to act as Director.

The Company has also received individual declaration from Mr Hitesh M Dharamshi and Mr K Ajay Goyal that they meet the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr Hitesh M Dharamshi and Mr K Ajay Goyal as Independent Director(s) fulfils the conditions for appointment as an Independent Director(s) as specified in the Act and the Listing Regulations as they are independent of the management. They shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

None of the Directors / Key Managerial Personnel or their relatives other than Mr Hitesh M Dharamshi and Mr K Ajay Goyal are deemed to be concerned or interested in the resolution seeking their respective re-appointment as Independent Directors.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.  
The Board commends the Special Resolution for approval by the members.

The particulars required to be furnished under Regulation 36(3) of Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, relating to the Independent Director(s) **Mr Hitesh M Dharamshi and Mr K Ajay Goyal proposed to be re-appointed** is furnished below:

<b>Name of the Director</b>	Mr Hitesh M Dharamshi	Mr K Ajay Goyal
<b>DIN</b>	00207799	00513570
<b>Date of Birth</b>	23/03/1975	14/10/1975
<b>Qualification</b>	B.Com., FCA.	B.Com, MBA
<b>Expertise in specific functional areas</b>	Experienced in Finance, Accounts, Audit and Capital market related activities	Experience in Trading, in FMCG Products, International Trade, Import & Export.
<b>List of other public Companies in which directorship held as on 31<sup>st</sup> March 2018</b>	Nil	KALPAVRAKSH FOOD PRODUCT PRIVATE LIMITED ROYAL PASTIFICIO (INDIA) PRIVATE LIMITED
<b>Chairman/Member of the Committees of the Boards of the other Companies in which he is a Director as on 31<sup>st</sup> March 2018</b>	Nil	Nil
<b>Shareholding as on 31<sup>st</sup> March 2018 (including holding as HUF)</b>		
<b>Relationship with other Directors</b>	Not related to any other director	Not related to any other director

By Order of the Board  
for RASI ELECTRODES LIMITED

CHENNAI  
DATED: 14<sup>th</sup> August 2018

JAGRUTI J JAIN  
COMPANY SECRETARY

**MGT-11 Proxy form**

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

CIN : L52599TN1994PLC026980  
 Name of the Company : **RASI ELECTRODES LIMITED**  
 Registered office : Flat A-14, Rams Apartments, 3<sup>rd</sup> Floor, 21, Raja Annamalai Road, Purasawalkam, Chennai-600084

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

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

1. Name: ..... Address: .....  
 Email id: ..... Signature: ....., or failing him
2. Name: ..... Address: .....  
 Email id: ..... Signature: ....., or failing him
3. Name: ..... Address: .....  
 Email id: ..... Signature: ....., or failing him as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 24th Annual General Meeting of the Company to be held on Wednesday, the 26th September 2018 at 09.30 a.m at G.K.PARTY HALL, No.12/13, Sivananda Nagar, 200 Feet Road, Kolathur, CHENNAI-600099 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Vote (optional)*		
		For	Against	Abstain
I	<b>ORDINARY BUSINESS:</b>			
1	Adoption of Financial Statements for the year ended 31 <sup>st</sup> March 2018 (Ordinary resolution)			
2	Re-appointment of Mrs Payal Jain as a Director liable for retirement by rotation (Ordinary resolution)			
II	<b>SPECIAL BUSINESS:</b>			
3	Re-appointment of Mr Hitesh M Dharamshi as an Independent Director for 2 <sup>nd</sup> term of five years from 1 <sup>st</sup> April 2019 to 31 <sup>st</sup> March 2024 (Special resolution)			
4	Re-appointment of Mr Ajay Goyal as an Independent Director for 2 <sup>nd</sup> term of five years from 1 <sup>st</sup> April 2019 to 31 <sup>st</sup> March 2024 (Special resolution)			

Signed this..... day of..... 2018

Signature of shareholder.....

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

AFFIX  
 Re 1/-  
 Revenue  
 Stamp

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

**RASI ELECTRODES LIMITED****CIN: L52599TN1994PLC026980**

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

**ATTENDANCE SLIP**

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

I, hereby record my attendance at the 24<sup>th</sup> Annual General Meeting of the members of RASI ELECTRODES LIMITED to be held on WEDNESDAY, 26<sup>th</sup> SEPTEMBER 2018 at 9.30 A.M. at the G.K.PARTY HALL, No.12/13, Sivananda Nagar, 200 Feet Road, Kolathur, CHENNAI-600099.

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

.....  
SIGNATURE OF THE SHARE HOLDER.....  
SIGNATURE OF PROXY

**Route map for the venue of AGM of Rasi Electrodes Ltd to be held on Wednesday 26th September 2018**

