# RASI ELECTRODES LTD

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RvA C 024
DNV Certification B.V., The Netherlands

## NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of the members of RASI ELECTRODES LIMITED will be held on Saturday,30th August 2014 at 10.30 A.M. at the INDIAN REDCROSS SOCIETY No.50, Montieth Road, Egmore, Chennai - 600 008 to transact the following business:

**SPECIAL BUSINESS:**

**1. INCREASE IN AUTHORIZED SHARE CAPITAL**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:-
"**RESOLVED THAT** pursuant to the provisions of Section 61(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and subject to such other rules framed there under as may be applicable the authorized share capital of the Company be and is hereby increased from the existing Rs. 6,00,00,000/-(Rupees Six Crores only) divided into 60,00,000 (Sixty lacs) Equity Shares of Rs. 10/- each to Rs. 8,00,00,000/- (Rupees Eight Crores Only) divided into 80,00,000 (Eighty lacs ) Equity Shares of Rs. 10/- each .

"**RESOLVED FURTHER THAT** the board of directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary for giving effect to this resolution."

**2. AMENDMENT OF MEMORANDUM AND ARTICLES OF ASSOCIATION**
To consider and, if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:-

"**RESOLVED THAT** pursuant to the provisions of Section 13 read with Section 61 and other applicable provisions of the Companies Act, 2013, Clause V of the Memorandum of Association of the Company be and is hereby substituted and read as under :-

"The Authorised Share Capital of the Company is Rs. 8,00,00,000/- (Rupees Eight Crores Only) divided into 80,00,000 (Eighty lacs ) Equity Shares of Rs. 10/-."

"**RESOLVED THAT** pursuant to the provisions of Section 14 read with Section 61 and all other applicable provisions, if any, of the Companies Act, 2013, the existing Article 4 of the Articles of Association of the Company be and is hereby substituted and read as under :-

"The Authorised Share Capital of the Company is Rs. 8,00,00,000/- (Rupees Eight Crores Only) divided into 80,00,000 (Eighty lacs ) Equity Shares of Rs. 10/-."

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Registered Office : 44/4, Strotten Muthia Mudali Street, Chennai - 79.
Customer Care : +91-044-26401822

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and matters that may be necessary, desirable or expedient for giving effect to the aforesaid resolution."

**3. PREFERENTIAL ALLOTMENT OF WARRANTS CONVERTIBLE INTO EQUAL NUMBER OF EQUITY SHARES TO PROMOTERS AND NON PROMOTERS, AND PREFERENTIAL ALLOTMENT OF EQUITY SHARES TO NON-PROMOTERS**

**To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of sections 62(1)(c), Section 42 and all other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) and in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 including any amendment, modification, variation or re-enactment thereof and the provisions of any rules/regulations/guidelines issued/framed by the Central Government, Securities and Exchange Board of India, the Stock exchange where the shares of the company are listed and any other appropriate authorities (hereinafter collectively referred to as the "Appropriate Authorities") and enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company with the Stock Exchange(s) where the shares of the Company are listed and subject to the Company obtaining all approvals from the Appropriate Authorities and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approval, consent, permission and / or sanction (hereinafter referred to as the "requisite approvals"), which may be agreed to by the Board of Directors of the Company (hereinafter called the "Board" which term shall include any Committee constituted for time being in force), the consent, authority and approval of the Company be and is hereby accorded to the Board to offer, issue and allot up to an aggregate of 10,00,000(Ten Lacs Only) Convertible Equity Warrants (hereinafter referred to as "Warrant(s)") on preferential basis to the Promoters and Non-Promoters, with each Warrant convertible into one equity share of the Company of nominal value of Rs. 10/- each at a price of Rs. 54/- which includes a premium of Rs. 44/- per share and 15,00,000 Equity shares for cash at a price of Rs. 54/- per equity share (including a premium of Rs. 10 /- per Equity share) on preferential basis to the Non-Promoter Group on such conditions and terms and in such manner as may be decided by the Board in this connection;

**RESOLVED FURTHER THAT** the Relevant date in relation to the issue of Warrants and Equity Shares in accordance with the SEBI (ICDR) Regulations will be 31st July 2014, being the date 30 days prior to the date of passing the resolution;

**RESOLVED FURTHER THAT** the equity shares to be issued and allotted shall rank pari passu with the existing equity shares of the Company in all respects;

**RESOLVED FURTHER THAT** the issue of Warrants, if any, as above, shall be subject to the following terms and conditions:

i. The Warrants shall be convertible (at the sole option of the Promoter and Non Promoter) at any time from the date of allotment of Warrants up to a period of 18 months.
ii. Each Warrant shall be convertible into one equity share of nominal value of Rs. 10/- each at a price of Rs. 54/- which includes a premium of Rs. 44/- per share, which price shall not be less than the price calculated in accordance with the SEBI ICDR Regulations for preferential allotment of Equity shares/Warrants.
iii. The Promoter and Non- Promoter shall on the date of allotment of Warrants, pay an amount equivalent to 25% of the total consideration per warrant.
iv. The Promoter and Non-Promoter, on the date of allotment of equity shares pursuant to the exercise of option against each such warrant, pay the balance75% of the consideration.

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v. The amount referred to in (iii) above shall be non interest bearing and shall be forfeited, if the option to acquire shares is not exercised within a period of 18 months from the date of allotment of the Warrants.

vi. The number of Warrants and the price per Warrant shall be appropriately adjusted, subject to the Companies Act, 2013 and SEBI ICDR Regulations for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.

vii. The Warrants allotted in terms of this resolution and the resultant Equity shares arising on exercise of rights attached to such Warrants shall be subject to a lock-in requirement as prescribed under the SEBI ICDR Regulations as amended from time to time.

iii. The equity shares to be allotted pursuant to such conversion in the manner aforesaid shall rank pari passu in all respects including dividend with other existing shareholders.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the issue and allotment of Warrants and Equity shares including reduction of the size of the issue, as it may deem expedient;

**By Order of the Board**

**For RASI ELECTRODES LIMITED**

**Date: 31st July 2014**
**Place: Chennai**

**B POPATLAL KOTHARI**
**MANAGING DIRECTOR**

NOTES:

1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF OR HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY IN NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.

2) The Members/Proxies should bring the Attendance Slip sent herewith duly filled for attending the Meeting.

3) The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of Special Business is annexed hereto.

4) SERVING OF NOTICE
Electronic copy of the Notice of the Extraordinary General Meeting (EOGM) 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 (EOGM) 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

5) 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 Extra Ordinary General Meeting scheduled to be held on Saturday August 30, 2014 at 10.30 a.m. For this purpose the company has signed an agreement with Central Depository Services (India) Ltd (CDSL) for facilitating e-voting.

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