

REF: REL/128/2022-23  
September 1, 2023

To  
General Manager  
Dept of Corporate Services  
The Stock Exchange, Mumbai,  
PHIROZE JEEJEEBHOY TOWERS  
DALAL STREET  
MUMBAI-400001

Dear Sir,

**Sub:: Compliance with Reg. 34 of SEBI (LODR) Regulations, 2015 – ANNUAL REPORT FOR THE YEAR ENDED 31.3.2023 which will be sent to shareholders.**

We are submitting herewith the Notice convening the AGM and Annual Report – 2023 for the year ended 31<sup>st</sup> March 2023 to be adopted at the ensuing 29<sup>TH</sup> Annual General Meeting of the members of our Company to be held on 29<sup>th</sup> September 2023.

We are in the process of dispatching the same through email to all the shareholders and other entities eligible to receive the Notice and Annual report.

We request you to kindly take on record the above and acknowledge the receipt of this letter.

Thanking You,

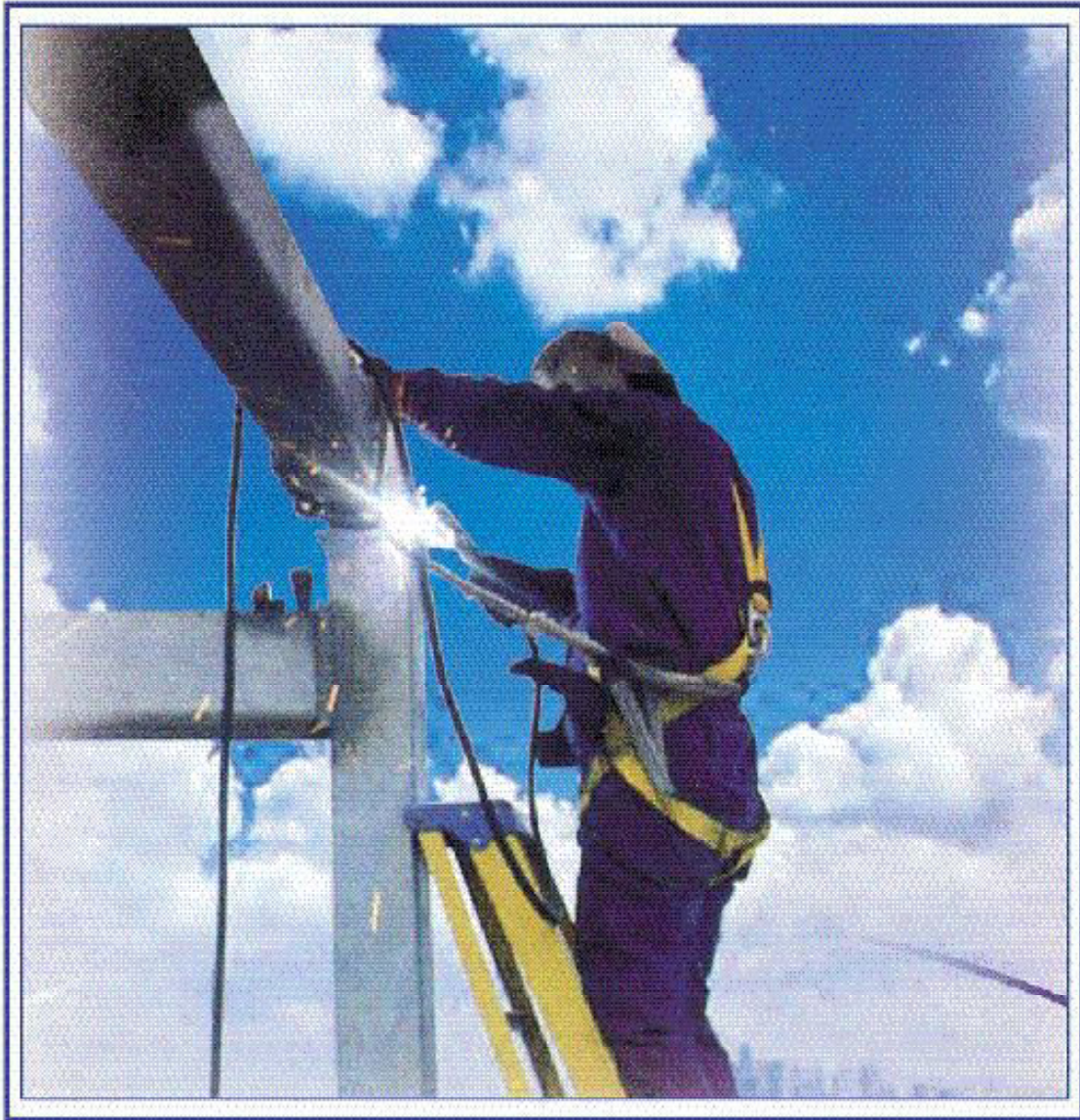
Yours faithfully,  
FOR RASI ELECTRODES LIMITED

  
B POPATLAL KOTHARI  
MANAGING DIRECTOR  
DIN: 00594168

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Manufacturers & Marketers of Welding Electrodes and Consumables

# ***Twenty Ninth Annual Report 2022 - 2023***



**RASI ELECTRODES LTD**

AN ISO 9001 : 2015 Certified Company



**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, Independent Director (DIN: 00207799)  
Mr Ajay Goyal, Independent Director (DIN: 00513570)  
Mrs Payal Jain, Director (DIN:07181548)  
Mrs Aashika Kumari, Independent Director (DIN: 08455410)  
Mr Suresh Kumar Mehta, Independent Director (DIN: 07468733)  
Ms Kavita Patel, Independent Director (DIN: 09433199)

**CHIEF FINANCIAL OFFICER**

Mr KASHYAP KOTHARI

**COMPANY SECRETARY**

Mrs JAGRUTI J JAIN

**AUDITORS**

M/s POONAM ANKIT & ASSOCIATES,  
CHARTERED ACCOUNTANTS,  
103-105, Brooklyn Business Center, 5<sup>th</sup> Floor,  
Poonamallee High Road, Egmore,  
Chennai-600084

**BANKERS**

Bank of Baorda (formerly Dena Bank)  
Citi Bank.N.A.

**REGISTERED OFFICE**

RAMS APARTMENTS, FLAT A-14,  
21, RAJA ANNAMALAI ROAD,  
PURASAWALKAM,  
CHENNAI-600084

**FACTORY**

Upparapalayam Village, Almathi Post,  
Redhills, Chennai - 600 052.

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

**NOTICE**

To,  
The Shareholder,

NOTICE is hereby given that the 29<sup>th</sup> Annual General Meeting of the Company will be held at 9.30 A.M. on FRIDAY, the 29th September, 2023 through Video Conferencing ("VC") and Other Audio Visual Means ("OAVM") 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 2023 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 Mr B RANJIT KUMAR KOTHARI (DIN:01560805), the retiring Director, be and is hereby re-elected as Director of the Company, liable for retirement by rotation."

**SPECIAL BUSINESS:**

**03.APPOINTMENT OF Mr SURESH KUMAR MEHTA AS AN INDEPENDENT DIRECTOR**

To consider and, if thought fit, to pass, with or without modification, the following resolution as an 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 there under (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 SURESH KUMAR MEHTA (DIN: 07468733) who was appointed as Additional Director under the category of Independent Director by the Board of Directors effective from 14<sup>TH</sup> AUGUST 2023 in terms of the provisions of section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company not liable for retirement by rotation and to hold office up to a first term of 5 (five years) effective from 14<sup>TH</sup> AUGUST 2023 to 13<sup>TH</sup> AUGUST 2028."

**04.APPOINTMENT OF Ms KAVITA PATEL (DIN: 09433199) AS AN INDEPENDENT DIRECTOR**

To consider and, if thought fit, to pass, with or without modification, the following resolution as an 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 there under (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, Ms KAVITA PATEL (DIN: 09433199) who was appointed as Additional Director under the category of Independent Director by the Board of Directors effective from 14<sup>TH</sup> AUGUST 2023 in terms of the provisions of section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company not liable for retirement by rotation and to hold office up to a first term of 5 (five years) effective from 14<sup>TH</sup> AUGUST 2023 to 13<sup>TH</sup> AUGUST 2028."

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

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

**CHENNAI**  
**DATED: 14<sup>th</sup> August 2023**

**NOTES :**

01. This Notice, together with the Annual Report for the financial year 2022-23, is being sent only in electronic form, in accordance with the relaxation granted by the Securities and Exchange Board of India vide Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023, to all the shareholders whose names appear on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) and who have registered their email id with the Company/ Depositories.

02. In compliance with the aforesaid Circulars, this AGM Notice along with the Annual Report for the year 2022-23 is sent only through electronic mode to those Members whose E-mail addresses are registered with the Company/Depositories. The AGM notice and Annual Report of the Company are made available on the Company's website at [www.rasielectrodes.com](http://www.rasielectrodes.com) and also on the website of the Stock Exchanges where the shares of the Company have been listed viz., BSE Limited – [www.bseindia.com](http://www.bseindia.com). The company has published a Public Notice by way of advertisement in Tamil Language, the principal vernacular language of Tamilnadu and in English language in an English newspaper with the required details of 29th AGM, for information of the Members.
03. Though a member entitled to attend and vote at the meeting, is entitled to appoint one or more proxies (proxy need not be a member of the company) to attend and vote instead of himself / herself, the facility of appointment of proxies is not available as this AGM is convened through VC/OAVM pursuant to the Circulars.
04. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
05. In case of joint holders only such joint holder who is higher in the order of names will be entitled to vote during the meeting.
06. An Explanatory Statement in respect of special business proposed in the Notice that is required to be annexed pursuant to the requirements of Section 102 of the Companies Act, 2013, is enclosed.
07. Members seeking any information with regard to Financial Statements are requested to send an email to the Company at [info@rasielectrodes.com](mailto:info@rasielectrodes.com) atleast 7 days in advance of the meeting so as to enable the management to keep the information ready.
08. The Register of members and Share Transfer books shall remain closed from SATURDAY, the 23<sup>RD</sup> September 2023 to FRIDAY, the 29th September 2023 (both days inclusive) for the purpose of the 29<sup>TH</sup> AGM.
09. Shareholders holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Transfer Agents (RTA) 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 or its RTA.
10. Shareholders holding shares in physical form and who have not registered / updated their email id, are requested to write to the company's RTA at [investors@cameoindia.com](mailto:investors@cameoindia.com) or make use of the web-module accessible at <https://investors.cameoindia.com/> for registering their email id, mobile number and other details related to their folio(s).
11. **SEBI has proposed that the equity shares of listed companies can be transferred only in dematerialised form. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.**

12. **VOTING:**

In accordance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has provided the facility of voting by electronic means (remote e-voting) to the members.

The Board of Directors has appointed Mr GOPIKRISHNAN MADANAGOPAL, a Practicing Company Secretary, Chennai, as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide voting facilities, enabling the members to cast their vote electronically in a secure manner.

The remote e-voting facility will be available at the link [www.evotingindia.com](http://www.evotingindia.com) during the following voting period:

**The remote e-voting would commence on Tuesday, the 26<sup>th</sup> September 2023 (10:00 A.M.) and end on Thursday, the 28<sup>th</sup> September 2023 (5:00 P.M.).**

During the above period, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 22<sup>nd</sup> September 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5:00 P.M. on 28<sup>th</sup> September 2023. Once the vote on a resolution is cast by the shareholder, the shareholder cannot change it subsequently.

The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 22<sup>nd</sup> September 2023. Only those persons, whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date (22<sup>nd</sup> September 2023), shall be entitled to avail the facility of remote e-voting /

e-voting at the time of the meeting.

The facility for voting through electronic voting system shall also be made available at the time of the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

Any person, who acquires shares of the Company and becomes a member after dispatch of the Notice, but holds shares as on the cut-off date for remote e-voting i.e. 22<sup>nd</sup> September 2023, may obtain the login Id and password by sending a request to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact our Registrar & Share Transfer Agent M/s Cameo Corporate Services Limited.

The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The Scrutinizer will submit his report to the Company after completion of the scrutiny and the results of e-voting, will be announced by the Company on its website – [www.rasielectrodes.com](http://www.rasielectrodes.com) within 48 hours of the conclusion of the AGM.

13. Since the AGM is proposed to be held through VC / OAVM, the Route Map of the venue has not been annexed to this Notice.
14. Members whose dividend has remained unpaid/unclaimed from the year 2016 onwards, are requested to write to the Company for issue of demand drafts for the same. The Company is required to transfer the unclaimed or unpaid dividend declared and remaining unpaid along with the shares relating thereto 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. Notice by registered post have already been sent to shareholders who have not claimed their dividend and the required newspaper advertisement have also been issued notifying the shareholders about the transfer of unclaimed dividend and shares relating thereto to IEPF and the same could be accessed using the following link: <http://cmsbox.rasielectrodes.com/pdf/Advertisement.pdf>

15. The procedures and instructions for 'remote e-voting', 'attending the meeting' and 'e-voting at the meeting'. Issued by CDSL, are furnished as part of this Notice as follows:

**CDSL e-Voting System – For e-voting and Joining Virtual meetings.**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming 29th AGM to be held of September 29,2023, will thus be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.rasielectrodes.com](http://www.rasielectrodes.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited [www.bseindia.com](http://www.bseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of Ministry of Corporate Affairs **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2023, to conduct their AGMs on or before 31.12.2023, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOININGVIRTUAL MEETINGSARE AS UNDER:**

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on TUESDAY, the September 26, 2023 at 10.00 A.M. and ends on THURSDAY, the September 28, 2023 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 22, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the voting is in progress as per the information provided by company. On clicking the voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/ KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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 e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details <b>OR</b> 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. 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.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant company i.e. RASI ELECTRODES LIMITED on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.



- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - 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 will be mapped automatically and can be delink in case of any wrong mapping.
  - It is Mandatory that, 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.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz: [info@rasielectrodes.com](mailto:info@rasielectrodes.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at company email id at [info@rasielectrodes.com](mailto:info@rasielectrodes.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at company email id at [info@rasielectrodes.com](mailto:info@rasielectrodes.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**.
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited,

A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800

EXPLANATORY STATEMENT ANNEXED TO THE NOTICE CONVENING THE 29<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 Mr RANJIT KUMAR KOTHARI who is retiring by rotation and seeking re-appointment is furnished below:

<b>Name of the Director</b>	Mr Ranjit Kumar Kothari
<b>DIN</b>	01560805
<b>Date of Birth</b>	23/07/1965
<b>Qualification</b>	Graduate
<b>Expertise in specific functional areas</b>	Around 34 Years Experience in various business such as Construction, Real Estate, Trading in Spices etc
<b>List of other public Companies in which directorship held as on 31<sup>st</sup> March 2023</b>	Arun Shanti Developers 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 2023</b>	Nil
<b>Shareholding as on 31<sup>st</sup> March 2023 (including holding as HUF)</b>	990000
<b>Relationship with other Directors</b>	Related to Mr B Popatlal Kothari as his brother

**Item 3 : APPOINTMENT OF Mr SURESH KUMAR MEHTA AS AN INDEPENDENT DIRECTORS**

The Board of Directors of the Company have, based on the recommendation of the Nomination & Remuneration Committee, appointed Mr SURESH KUMAR MEHTA (DIN: 07468733) as an Additional Director u/s 161 of the Companies Act, 2013, to function under the category of Independent Director.

As an Additional Director Mr SURESH KUMAR MEHTA shall be holding office only up to the this 29<sup>TH</sup> Annual General Meeting or for a period of three months from the date of appointment whichever is earlier. The Company has received a Notice in writing, along with requisite deposit, from a Member under the provisions of section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director of the Company not liable for retirement by rotation and to function under the category of Independent Director.

The Nomination and Remuneration Committee have recommended that Mr SURESH KUMAR MEHTA be appointed as Independent Director for a period five years effective from 14<sup>th</sup> August 2023 to 13<sup>th</sup> August 2028. The Board, based on the recommendation of the Nomination and Remuneration Committee and on its own evaluation, considers the appointment of Mr SURESH KUMAR MEHTA as Independent Director would be in the interest of the Company. The Board commends his appointment as Independent Director of the Company for a period of five years from 14<sup>th</sup> August 2023 to 13<sup>th</sup> August 2028.

Mr SURESH KUMAR MEHTA has represented that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director.

The Company has also received declaration from Mr SURESH KUMAR MEHTA that he meets 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 SURESH KUMAR MEHTA fulfils the conditions for appointment as an Independent Director as specified in the Companies Act, 2013, and the Listing Regulations as he is independent of the management. He 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 SURESH KUMAR MEHTA are deemed to be concerned or interested in the resolution seeking her appointment as Independent Director.

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 Independent Director seeking appointment is furnished below:

<b>Name of the Director</b>	Mr SURESH KUMAR MEHTA
<b>DIN</b>	07468733
<b>Age</b>	59 years
<b>Date of Birth</b>	20.11.1963
<b>Qualification</b>	B.A.Corp.,FCA.
<b>Expertise in specific functional areas &amp; Skills and capabilities required for the role and the manner in which the Directors meet the requirements</b>	Mr SURESH KUMAR MEHTA as around 30 years of experience as a Practising Chartered Accountant.
<b>Relationship with other Directors and KMPs</b>	Not related to any other director or KMP
<b>Names of Listed entities in which the person holds the directorship and the membership of committees of the Board, along with Listed entities from which the person has resigned in the past three years;</b>	Nil
<b>Chairman/Member of the Committees of the Boards of the other Companies in which he is a Director as on 14<sup>th</sup> August 2023</b>	Nil
<b>Names of other entities in which the person holds the directorship and the membership of committees of the Board, along with entities from which the person has resigned in the past three years;</b>	Nil
<b>Shareholding in the Company including shareholding as beneficial holder</b>	NIL
<b>In case of Independent Director, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	Mr SURESH KUMAR MEHTA is a Chartered Accountant and is qualified to function as an Independent Director. He is also registered in the Independent Directors Data Bank bearing registration No. IDDB-NR-202308-050782. He has multivarious experience spanning more than 30 years having handled statutory audits, tax audits, Bank Audits and financial consultancy.
<b>Relationship with other Directors and KMPs</b>	Not related to any other director or KMP

#### Item 4 : APPOINTMENT OF Ms KAVITA PATEL AS AN INDEPENDENT DIRECTORS

The Board of Directors of the Company have, based on the recommendation of the Nomination & Remuneration Committee, appointed Ms KAVITA PATEL (DIN: 09433199) as an Additional Director u/s 161 of the Companies Act, 2013, to function under the category of Independent Director.

As an Additional Director Ms KAVITA PATEL shall be holding office only up to the this 29<sup>TH</sup> Annual General Meeting or for a period of three months from the date of appointment whichever is earlier. The Company has received a Notice in writing, along with requisite deposit, from a Member under the provisions of section 160 of the Companies Act, 2013, proposing her candidature for the office of a Director of the Company not liable for retirement by rotation and to function under the category of Independent Director.

The Nomination and Remuneration Committee have recommended that Ms KAVITA PATEL be appointed as Independent Director for a period five years effective from 14<sup>th</sup> August 2023 to 13<sup>th</sup> August 2028. The Board, based on the recommendation of the Nomination and Remuneration Committee and on its own evaluation, considers the appointment of Ms KAVITA PATEL as Independent Director would be in the interest of the Company. The Board commends her appointment as Independent Director of the Company for a period of five years from 14<sup>th</sup> August 2023 to 13<sup>th</sup> August 2028.

Ms KAVITA PATEL has represented that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as an Independent Director.

The Company has also received declaration from Ms KAVITA PATEL that she meets 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, Ms KAVITA PATEL fulfils the conditions for appointment as an Independent Director as specified in the Companies Act, 2013, and the Listing Regulations as she is independent of the management. She 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 Ms KAVITA PATEL are deemed to be concerned or interested in the resolution seeking her appointment as Independent Director.

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 Independent Director seeking appointment is furnished below:**

<b>Name of the Director</b>	Ms KAVITA PATEL
<b>DIN</b>	09433199
<b>Age</b>	58 years
<b>Date of Birth</b>	29.06.1965
<b>Qualification</b>	B.Com.
<b>Expertise in specific functional areas &amp; Skills and capabilities required for the role and the manner in which the Directors meet the requirements</b>	Ms Kavita Patel is an entrepreneur and an independent Consultant specializing in interior design and marketing having wide clientele spanning across hotels, corporate hospitals, construction companies, telecom companies, etc. She has 25 years of experience in handling marketing, purchase, on-site responsibilities, client relationship and handling projects from concept to turnkey execution.
<b>Relationship with other Directors and KMPs</b>	Not related to any other director or KMP
<b>Names of Listed entities in which the person holds the directorship and the membership of committees of the Board, along with Listed entities from which the person has resigned in the past three years;</b>	Narendra Properties Limited
<b>Chairman/Member of the Committees of the Boards of the other Companies in which he is a Director as on 14<sup>th</sup> August 2023</b>	Chairman – Nomination & Remuneration Committee – Narendra Properties Limited
<b>Names of other entities in which the person holds the directorship and the membership of committees of the Board, along with entities from which the person has resigned in the past three years;</b>	NIL
<b>Shareholding in the Company including shareholding as beneficial holder</b>	NIL
<b>In case of Independent Director, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	Ms Kavita Patel is qualified to function as an Independent Director having successfully cleared the Online Proficiency Self Assessment Test administered by Indian Institute of Corporate Affairs. She is also registered in the Independent Directors Data Bank bearing registration No. IDDB-NR-202112-040136. She has varied skill sets such as aesthetic interior design, project conceptualization and execution, financial and cost management acumen, marketing, client acquisition and client relationship.
<b>Relationship with other Directors and KMPs</b>	Not related to any other director or KMP

By Order of the Board  
for RASI ELECTRODES LIMITED

JAGRUTI J JAIN  
COMPANY SECRETARY

CHENNAI  
DATED: 14<sup>th</sup> August 2023

**DIRECTORS' REPORT**

Dear Shareholder,

Your Directors have pleasure in presenting the 29<sup>th</sup> Annual Report of your Company together with the Audited Financial Statements for the year ended 31<sup>st</sup> March 2023.

**FINANCIAL RESULTS**

The Financial Performance of your Company for the year ended 31<sup>st</sup> March 2023 is summarized below:

	Year Ended 31.03.2023 Rs.in Lakhs	Year Ended 31.03.2022 Rs.in Lakhs
Net sales	8752.50	6838.08
Other Income	141.72	116.77
<b>Total (A)</b>	<b>8894.22</b>	<b>6954.85</b>
<b>Total Expenditure</b>	<b>8363.40</b>	<b>6562.70</b>
<b>Profit before interest &amp; depreciation</b>	<b>530.82</b>	<b>392.15</b>
Interest & financial charges	45.59	45.86
Depreciation & amortization expense	68.17	67.58
<b>Profit before tax</b>	<b>417.06</b>	<b>278.71</b>
Tax expense	116.46	74.02
Net profit / loss for the period	300.60	204.69
<b>Other Comprehensive Income (net of tax)</b>	<b>-1.63</b>	<b>-8.17</b>
Total Comprehensive Income for the period	298.97	196.52
Surplus brought forward	1195.71	999.19
Balance carried to Balance sheet	<b>1494.68</b>	<b>1195.71</b>

**DIVIDEND AND TRANSFER TO RESERVES**

Your Board of Directors have not recommended any dividend for the year ended 31<sup>st</sup> March 2023 (previous year dividend declared Rs.nil), keeping in view the requirements of the Company for enhanced working capital for the regular business.

Your Directors have not transferred any amount to the any Reserves out of the profits made during the year.

**MANAGEMENT DISCUSSION AND ANALYSIS**
**A.Industry structure and developments**

Your Company is a Small Scale industries registered under MSME category. Your Company is 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 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.Financial Performance In Relation to Operational Performance**

During the year ended 31<sup>st</sup> March 2023 the overall turnover of the Company was Rs.8752.50 lakhs as against Rs 6838.08 lakhs achieved during the last year resulting in an increase in the turnover to the extent of 28.00% compared to 73.34% increase in turnover during the previous year. The production of welding electrodes was 2060.256 MTs as against 1561.415 MTs achieved during the previous year. The production of CCMS Wire during the year ended 31<sup>st</sup> March 2023 was 4134.343 MTs as against 2806.838 MTs during the previous year. The production of Wire rod to the extent of 2371.415 MTs was also done during the year (previous year 2763.276 MTs).

During the year ended 31<sup>st</sup> March 2023 the profit before tax was Rs 417.06 lakhs (previous year Rs 278.71 lakhs) and after making a provision for tax amounting to Rs 116.46 lakhs (previous year Rs 74.02 lakhs) (including provision for deferred tax), the profit after tax was Rs 300.60 lakhs (previous year Rs 204.69 lakhs). The Profit after tax has increased by 46.86% during the year ended 31<sup>st</sup> March 2023 when compared to the previous year. The Financial Statements of the Company has been prepared in accordance with the requirements of Companies (Indian Accounting Standards) Rules, 2015.

During the the Financial year 2022-23, the operations of the Company was stable and was progressively increasing. The overall turnover of the Company impressively increasing by around 28% due to favourable industrial climate prevailing in the engineering and capital goods sector. The profitability of the Company has also increased more than commensurate by around 46.86%. Considering these metrics, the performance of the Company should be considered as satisfactory.

The certificate issued by TUV India certifying the QMS during the year and it certified as conforming to Quality Management System (QMS) Standard ISO 9001 for its manufacturing facility at Redhills, Chennai, remains valid. The Research Designs & Standards Organisation (RDSO) has also approved the Company's products and this approval by RDSO has enabled the Company to supply its products to Indian Railways and ICF during the year.

### **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.Risks & Concerns**

Your Company is using base metals as its main raw materials which is subjected to wild price fluctuations and availability. This imparts uncertainty in margin realization on an uniform basis commensurate to increase in turnover. Besides, the Company has to lift its materials upon payment of full consideration as advance payment which also results in increased working capital requirements.

### **E.Opportunities and Threats**

The demand for the products of your Company during the year 2022-23 remained robust and it was showing a healthy increasing trend. However, the Company operates in cyclical industry and the robustness in demand has been observed to be tapering off a little during the current financial year.

The industrial corridors and clusters newly being established in and around Chennai and Tamilnadu will also increase the demand for your Company's products.

The geo-strategic developments that are taking place resulting in shift in production base of a variety of engineering and fabrication products to our regions considered favourable development for the Company and the Company is fully geared to take advantage of the developments.

Your Company is well positioned with adequate competencies in all core skills to ride the emerging threats and opportunities and convert them for the commercial benefit of your Company.

### **F.Prospects and Outlook**

Your Company's production preference has shifted towards producing more of CCMS Wire products and restricting production of Arc Welding Electrodes in keeping with the requirements of emerging trends and preferences in the industry. Your Company has augmented the capacity of CCMS welding wire products to cater to the changed market requirements.

The CCMS Wire products produced by your Company have consolidated its brand image in the market. The CCMS Wire products as also the Arc Welding Electrodes products continues to enjoy a strong brand image and loyal patronage in the user market which enabled your Company to consolidate its competitive strength in the highly competitive welding electrodes market.

### **G.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 un-authorised use or disposition.

### **H.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.

### **I.Significant changes in Key Financial Ratios**

The Key Financial Ratios applicable to the operations of the Company and changes thereon along with the explanation is furnished Note 23 annexed to the Financial Statements.

#### Disclosure of Accounting Treatment

The Company has not made any alternative treatment which is in variance with the Indian Accounting Standard. The treatment of various financial items vis-à-vis the prescribed accounting standard is disclosed Note 1, 23-25, 26, annexed to Financial Statements which is self explanatory.

#### CREDIT RATING

The Company has been rated by ICRA for the outstanding for debt instruments / facilities. The ratings accorded by ICRA valid as on 31<sup>st</sup> March 2023 are as follows

Instrument	Rated Amount (Rs.Crore)	Ratings
Long term – Fund Based Limits - Cash Credit	10	[ICRA]BB+(Stable) Reaffirmed
Short-term – Non-fund Based Limits – Bank Guarantee	(15)	[ICRA]A4

#### 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, 2023, 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, 2023 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

The Related Party Transactions which was considered material as per the policy adopted by the Company and for which the Company has already obtained the members approval at the previous AGM is disclosed in the Form AOC2 annexed to this report. Other than this, 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](http://www.rasielectrodes.com) and it is also furnished in the Corporate Governance Report.

Your Directors also draw attention of the members to Note 26.4 to the financial statement which sets out related party disclosures.

## **RISK MANAGEMENT**

Your Company has adequate risk management infrastructure in place capable of addressing risks faced by the company both internal and external. Your Company is not required to constitute a separate Risk Management Committee.

## **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**

The Board of Directors of the Company is duly constituted as per the requirements of section 149 of the Companies Act, 2013, and SEBI (LODR) Regulations, 2015.

The Independent Directors Mr Hitesh M Dharamshi and Mr Ajay Goyal have been re-appointed by the shareholders for a 2<sup>nd</sup> Term of 5 years from 1.4.2019 to 31.3.2024 by passing a special resolution at their 24<sup>th</sup> AGM held on 26.09.2018. The shareholders have, at their 25<sup>th</sup> AGM held on 26<sup>th</sup> September 2019, appointed Ms.AASHIKA KUMARI, [Din: 08455410], as an Independent Director and she shall be holding such office for an initial period of five years up to 29<sup>th</sup> May 2024. There were no other changes during the year in the overall composition of the Board of Directors of the Company.

Your Director Mr RANJIT KUMAR KOTHARI, retires by rotation at the ensuing Annual General meeting and being eligible is offering himself for re-appointment.

The Company has in place all the KMPs required to be appointed u/s 203 of the Companies Act, 2013. Mr B Popatlal Kothari is the Managing Director & Chief Executive Officer, Mr Kashyap Kothari is the Chief Financial Officer and Mrs Jagruti J Jain is the Company Secretary.

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 on 11<sup>th</sup> February 2023 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 appraised and presented to them. All the Directors attended the Familiarisation programme. The details of the familiarization program conducted for Independent Directors has also been uploaded at the website of the Company at [www.rasielectrodes.com](http://www.rasielectrodes.com),

The Company has formulated Policy for selection of Directors and determining Directors independence, Remuneration Policy for Directors, Key Managerial Personnel and other employees which has been put up on the website of the Company at [www.rasielectrodes.com](http://www.rasielectrodes.com).

## **EMPLOYEES STOCK OPTION SCHEME**

The Company has not formulated any Employees Stock Option scheme.

## **AUDITORS & AUDITORS REPORT**

### **Statutory Audit**

The report of the Statutory Auditors M/s POONAM ANKIT & ASSOCIATES., Chartered Accountants, Chennai, is annexed to this report.

The Auditors have issued an un-modified opinion on the Financial Statements audited by them for the year ended 31<sup>st</sup> March 2023.

### **Secretarial Audit**

The Board has appointed Mr Gopikrishnan Madanagopal, Practicing Company Secretary, to conduct Secretarial Audit (SA) for the financial year 2022-23. The Secretarial Audit Report for the financial year ended March 31, 2023 is annexed to this report.

As regards the remarks made by the Secretarial Auditor in para 4 of the SA Report for the year ended 31<sup>st</sup> March 2023, your Board would like to furnish the following explanation:

**The 28<sup>th</sup> AGM was initially convened vide Notice dated 13<sup>th</sup> August 2022 to be held on 28<sup>th</sup> September 2022. During the meeting held on 28<sup>th</sup> September 2022, the Chairman observed that the required quorum was not present and hence had to adjourn the 28<sup>th</sup> AGM to be held on 6<sup>th</sup> October 2022 as per the provisions prescribed under section 96 & 103 of the Companies Act, 2013. Non-presence of quorum was in-advertent and beyond the control of the Company. However, the Company has taken all the necessary steps to adhere to the requirements of Companies Act, 2013, Listing Regulations and applicable Secretarial Standards, for adjournment and holding of the 28<sup>th</sup> AGM on 6<sup>th</sup> October 2022 and transacting the businesses proposed in the Notice.**



Other than the above, the Secretarial Auditor has issued an un-modified opinion in his report for the year ended 31st March 2023.

#### **Cost Audit**

The provisions of section 148 of the Companies Act, 2013, is not applicable to the Company since the Company is not carrying on any activities specified under Table A or Table B of the Companies (Cost Record & Audit) Rules, 2014.

#### **Internal Audit**

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 (CSR)**

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](http://www.rasielectrodes.com).

##### **Meetings of Board**

During the year FOUR 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 Company has duly complied with the requirements of Companies Act, 2013, with respect to loans given and investments made during the financial year.

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:26.5 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 Annual Return as on 31<sup>st</sup> March 2023 in the prescribed E-Form MGT7 is available at the following weblink :

[http://cmsbox.rasielectrodes.com/pdf/files/Draft%20Form\\_MGT\\_7%2031March2023.pdf](http://cmsbox.rasielectrodes.com/pdf/files/Draft%20Form_MGT_7%2031March2023.pdf)

##### **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 31<sup>st</sup> March 2023 and the date of this report.
- vii. The Board has reviewed the system in place to monitor compliance with all the applicable laws relating to Companies domain of operation and it has not come across any material non-compliance with such laws during the year.
- viii. The Company has not made any application and there are no proceedings pending under the Insolvency and Bankruptcy Code, 2016, during the year or as at the end of the year.
- ix. The Company has not done any valuation or availed any one time settlement of loans from Banks or Financial Institutions during the year.

**ACKNOWLEDGEMENT**

Your Directors take this opportunity to thank the various Governmental authorities, the Company's Bankers M/s. Bank of Baroda (formerly Dena Bank), and Citi Bank.N.A., 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**

**B RANJIT KUMAR KOTHARI  
CHAIRMAN  
DIN: 01560805**

**CHENNAI  
DATED: 30<sup>TH</sup> MAY 2023**

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**ANNEXURES FORMING PART OF BOARDS' REPORT:**

Annexure I: Form AOC2 - Disclosure on Related Party transactions.

Annexure II: Disclosure under Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Annexure III: 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 IV: Corporate Governance Report (including Auditor Certificate & other certificates annexed to CG Report).

Annexure V: Secretarial Audit Report.

Annexure VI: Independent Auditors' Report on Financial Statements.

Annexure VII: Financial Statements as on and for the year ended 31<sup>st</sup> March 2023 together with notes thereto.

**Directors' Report - Annexure I:**
**Form No. AOC-2**

[Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto, during the year ended 31st March 2023.

S.No.	Required Particulars	Details
<b>I. Details of contracts or arrangements or transactions not at arm's length basis:</b>		
a.	<b>Name(s) of the related party and nature of relationship</b>	M/s Kashyap Wire Products (A Proprietorship entity in which Mrs Manjula Kothari, wife of Managing Director is the proprietor.)
b.	<b>Nature of contracts / arrangements / transactions</b>	The contract or arrangement is for entering into a long term contract for a period of up to five years for supply of materials and / or jobwork contract for wire drawing with M/s Kashyap Wire Products.
c.	<b>Duration of the contracts / arrangements / transactions</b>	Five years from 01.10.2019 to 30.09.2024.
d.	<b>Salient terms of the contracts or arrangements or transactions including the value, if any</b>	The long term contract for a period of upto five years is to facilitate: 1.Periodical issuing of work orders for jobwork related to wire drawing. 2.Supply of materials required by the entity incidental to jobwork operations or for their other use at a price not less than the market price. The material terms of contract is as follows: a. The estimated amount to be paid as wire drawing charges on a jobwork basis will be around Rs. 150 lakhs per annum or less depending on production requirements. The present jobwork rates ranges from Rs.1600 to Rs.2500 per MT for various sizes of wire. b.Estimated Supply of materials shall be Rs 350 lakhs p.a. or less.
e.	<b>Justification for entering into such contracts or arrangements or transactions</b>	The wire drawing unit is located in close proximity to the company's factory resulting in cost savings.
f.	<b>Date(s) of approval by the Board</b>	14 <sup>th</sup> August 2019
g.	<b>Amount paid as advances, if any</b>	No advance have been paid. During the year ended 31 <sup>st</sup> March 2023, Purchase of materials (Steel wire) amounting to Rs.5.19 lakhs and Job work (Wire drawing charges) amounting to Rs.102.02 lakhs, totally amounting to Rs. 107.21 lakhs has been transacted under the contract for which approval was taken from the shareholders.
h.	<b>Date on which the special resolution was passed in general meeting as required under first proviso to Section 188</b>	Members have approved the contract vide Ordinary Resolution passed at the 25th AGM held on 26 <sup>th</sup> September 2019

**II. Details of material contracts or arrangement or transactions at arm's length basis:**

a.	<b>Name(s) of the related party and nature of relationship</b>	Not applicable
b.	<b>Nature of contracts / arrangements / transactions</b>	Not applicable
c.	<b>Duration of the contracts / arrangements / transactions</b>	Not applicable
d.	<b>Salient terms of the contracts or arrangements or transactions including the value, if any</b>	Not applicable
e.	<b>Date(s) of approval by the Board</b>	Not applicable
f.	<b>Amount paid as advances, if any</b>	Not applicable

By Order of the Board,  
For & on behalf of the Board of Directors

CHENNAI  
DATED: 30<sup>TH</sup> MAY 2023

**B RANJIT KUMAR KOTHARI**  
CHAIRMAN  
DIN: 01560805

**Directors' Report – Annexure II:**

Disclosure under Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the year ended 31<sup>st</sup> March 2023.

**I.EMPLOYEES DRAWING REMUNERATION OF MORE THAN Rs 102 lakhs PER ANNUM:**

None of the Employees (including KMPs) are drawing remuneration exceeding Rs 102 lakhs per annum.

**II.DETAILS OF REMUNERATION EACH DIRECTOR IN 2022-23:**

Name	Designation	% increase over previous year	Ratio to median remuneration
Mr B Popatlal Kothari	Chairman & Managing Director	2.13%	23.78:1
Mr B Ranjit Kumar Kothari	Director	Nil	Na
Mr Hitesh N Dharamshi	Independent Director	Nil	Na
Mr Ajay Goyal	Independent Director	Nil	Na
Mr Aashika Kumari	Independent Director	Nil	Na
Mrs Payal Jain	Director	Nil	Na
Mr Kashyap Kothari	Chief Financial Officer	2.38%	9.20:1
Mrs Jagruti Jain	Company secretary	8.30%	1.97:1

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

**III.PERCENTAGE INCREASE IN MEDIAN REMUNERATION OF EMPLOYEES IN THE FINANCIAL YEAR 2022-23: 12.46%**
**IV.NUMBER OF PERMANENT EMPLOYEES ON THE ROLLS OF THE COMPANY:**

As on 31.03.2023: 128

As on 31.03.2022: 121

**V.AVERAGE PERCENTAGE INCREASE IN SALARIES OF EMPLOYEES OTHER THAN WHOLETIME DIRECTORS: 19.65%**
**VI.KEY PARAMETERS OF ANY VARIABLE COMPONENT OF REMUNERATION AVAILED BY DIRECTORS:**

Not applicable since Directors have not been paid any variable component of remuneration.

**VII.AFFIRMATION THAT THE REMUNERATION IS AS PER THE REMUNERATION POLICY OF THE COMPANY:**

The remuneration paid during the year ended 31<sup>st</sup> March 2023 is as per the remuneration policy of the Company.

**By Order of the Board,  
For & on behalf of the Board of Directors**

**B RANJIT KUMAR KOTHARI  
CHAIRMAN  
DIN: 01560805  
CHENNAI  
DATED: 30<sup>th</sup> May 2023**

**Directors' Report – Annexure III:**

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
<b>A.</b>	<b>Conservation of energy:</b>	
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>B.</b>	<b>Technology absorption:</b>	
i.	The efforts made towards technology absorption;	The Company uses technology developed in house
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): (a) the details of technology imported; (b) the year of import; (c) whether the technology been fully absorbed; (d) if not fully absorbed, areas where absorption has not taken place, and thereasons thereof; and	The Company has not imported any technology  Not applicable Not applicable Not applicable Not applicable
iv.	The expenditure incurred on Research and Development.	Nil
<b>C.</b>	<b>Foreign exchange earnings and outgo:</b>	
	(a) Foreign exchange Earnings;	Rs.264.14 Lacs (FYE 31.03.2023) Rs.42.84 Lacs (FYE 31.03.2022)
	(b) Foreign exchange outgo;	Rs.394.77 Lacs (FYE 31.03.2023) Rs.813.58 Lacs (FYE 31.03.2022)

By Order of the Board,  
For & on behalf of the Board of Directors

**B RANJIT KUMAR KOTHARI**  
CHAIRMAN  
DIN: 01560805

CHENNAI  
DATED: 30<sup>th</sup> May 2023

**Directors' Report – Annexure IV:**  
**Certificate on Corporate Governance, Corporate Governance Report and other Certificates:**

**CERTIFICATE ON CORPORATE GOVERNANCE**

**To the Members of M/s Rasi Electrodes Limited**

I, **GOPIKRISHNAN MADANAGOPAL**, Practising Company Secretary, have examined the compliance of the conditions of Corporate Governance by M/s Rasi Electrodes Limited for the year ended 31<sup>st</sup> March 2023, as stipulated in Regulations 17 to 27 of Chapter IV of 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. My 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 my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has, complied with the conditions of Corporate Governance as stipulated in the abovementioned Regulations.

I 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.

**GOPIKRISHNAN MADANAGOPAL**  
**COMPANY SECRETARY IN PRACTICE**  
**FCS 2276; COP 2051; Peer Review Certificate No.: 1700/2022**  
**UDIN: F002276E000416789**  
**Place: Chennai**  
**Dated: 30<sup>TH</sup> MAY 2023**

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**A REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023**

**[As required under Regulation 34(3) read along with Schedule V of the Securities and Exchange Board of India (Listing Obligations & Disclosure) 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%). There are Two Women Directors (1 Independent and 1 Non-Independent) on the Board of the Company). 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 31<sup>st</sup> March 2023, have been made by the Directors.

iii. None of the employees of the Company, including key managerial personnel or director or promoter, have entered into any agreement for himself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company during the financial year ended 31<sup>st</sup> March 2023 and necessary affirmation to this effect have been obtained from them and taken on record by the Board.

iv. 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 Committees in other entities*
1. Mr Ranjit Kumar Kothari, Chairman, DIN: 01560805	Promoter	Related	Non-Executive/ Non-independent	5	Yes	1	Nil
2. Mr B Popatlal Kothari Managing Director DIN: 00594168	Promoter	Related	Executive/Non-independent	5	Yes	1	Nil
3. Mr Hitesh M Dharamshi, Director DIN: 00207799	Non-Promoter	Not Related	Non-Executive/ Independent	4	Yes	Nil	Nil
4. Mr Ajay Goyal, Director DIN: 00513570	Non-Promoter	Not Related	Non-Executive/ Independent	4	Yes	1	Nil
5. Mrs Aashika Kumari DIN: 08455410	Non-Promoter	Not Related	Non Executive / Independent	5	Yes	Nil	Nil
6. Mrs Payal Jain DIN: 0007181548	Promoter	Related	Non-Executive/ Non-independent	5	Yes	Nil	Nil

v. None of the above named 6 Directors are Directors on the Board of any listed entity as on 31<sup>st</sup> March 2023.

vi. During the year ended 31<sup>st</sup> March 2023, FIVE (5) Board Meetings were held on 30<sup>th</sup> May 2022, 13<sup>th</sup> August 2022, 14<sup>th</sup> November 2022, 13<sup>th</sup> February 2023 and 18<sup>th</sup> March 2023.

vii. 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.

viii. The Independent Directors Mr Hitesh M Dharamshi and Mr Ajay Goyal have been re-appointed by the shareholders for a 2<sup>nd</sup> Term of 5 years from 1.4.2019 to 31.3.2024 by passing a special resolution at their 24<sup>th</sup> AGM held on 26.09.2018. The shareholders have, at their 25<sup>th</sup> AGM held on 26<sup>th</sup> September 2019, appointed Ms. AASHIKA KUMARI, [Din: 08455410], as an Independent Director and she shall be holding such office for an initial period of five years up to 29<sup>th</sup> May 2024. There were no other changes during the year in the overall composition of the Board of Directors of the Company.

ix. Mr B Popatlal Kothari is the Managing Director and Chief Executive Officer of the Company for a period of five years from 13<sup>th</sup> February 2021 to 12<sup>th</sup> February 2024. The appointment of Mr B Popatlal Kothari as Managing Director and the remuneration payable to him was approved by the members at their 27<sup>th</sup> AGM held on 28<sup>th</sup> September 2021.

x. Mr Kashyap Kothari is the Chief Financial Officer and Mrs. Jagruti J Jain is the Company Secretary appointed u/s 203 of the Companies Act, 2013.

xi. Details of shares of the Company held by Directors and Key Managerial Personnel as on 31<sup>st</sup> March 2023 are as follows.

Name	Designation	Equity shares held
1. Mr Ranjit Kumar Kothari,	Chairman	990000
2. Mr B Popatlal Kothari	Managing Director	4962030
3. Mr Hitesh M Dharamshi	Director	Nil
4. Mr Ajay Goyal, Director	Director	8500
5. Mrs Aashika Kumari	Director	Nil
6. Payal Jain	Director	Nil
7. Mr Kashyap Kothari	Chief Financial Officer	1213065
8. Mrs Jagruti J Jain	Company Secretary	Nil

xii. As required under Regulation 17(3) of SEBI (LODR) Regulations, 2015, the Board of directors have reviewed the Compliance reports pertaining to all the laws applicable to the Company prepared by its KMPs and periodically tabled at its meetings, as well as steps taken by the Company to rectify instances of non-compliance. The Managing Director and the KMPs have certified to the Board of Directors that there were no non-compliances having material impact which was not disclosed as required under relevant laws during the year ended 31<sup>st</sup> March 2023.

xiii. The Board of Directors have taken on record the confirmation received from all Directors, Promoters, Key Managerial Personnel and other employees that they have not entered into any agreement for themselves or on behalf of any other person with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in securities of the Company during the year ended 31<sup>st</sup> March 2023 or three years prior to that date requiring approval under regulation 26(6) of SEBI (LODR) Regulations, 2015.

xiv. The Board of Directors have taken on record the confirmation received from all Directors, Key Managerial Personnel and other Designated Employees that they or any of their connected persons have not traded or otherwise dealt in the securities of the Company which is not in compliance with the requirements of SEBI (Prevention of Insider Trading) Regulations, 2015, and that they have adhered to the Code of Conduct approved in this regard by the Board of Directors of the Company during the year ended 31<sup>st</sup> March 2023.

xv. The Company has not issued any convertible securities. None of the Directors are holding any convertible securities as on 31<sup>st</sup> March 2023.

xvi. The details of familiarization programmes imparted to independent directors could be accessed at the web link <http://cmsbox.rasielectrodes.com/pdf/files/rasi%20famprog.pdf>

xvii. The Independent Directors of the Company met once during the year on 11<sup>th</sup> February 2023 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 of the Director	Designation	No. of meeting held	No. of meetings attended
Mr Hitesh M Dharamshi	Chairman, Director, Independent	1	1
Mr Ajay Goyal	Member, Director, Independent	1	1
Mrs Aashika Kumari	Member, Director, Independent	1	1

**xviii. The expertise/skills/competencies identified by the Board and available with the Directors are detailed below:**

- Indepth knowledge about fabrication and engineering industries.
- Technical knowledge about welding industry and emerging technologies.
- Finance and treasury management.
- Cost reduction and cost control.
- Strategic management
- Legal and Regulatory framework.
- Liasoning skills
- Business policies
- Human resource management
- Entrepreneurship.

The Directors who are having one or more of the identified expertise / skills / competencies are furnished below:



Name of the Director	Designation	Expertise / skills / competencies
Mr Ranjit Kumar Kothari,	Chairman, Non-Independent	<ul style="list-style-type: none"> <li>· Cost reduction and cost control.</li> <li>· Strategic management</li> <li>· Liasoning skills</li> <li>· Business policies</li> <li>· Human resource management</li> <li>· Entrepreneurship</li> </ul>
Mr B Popattal Kothari	Managing Director	<ul style="list-style-type: none"> <li>· Indepth knowledge about fabrication and engineering industries.</li> <li>· Technical knowledge about welding industry and emerging technologies.</li> <li>· Finance and treasury management.</li> <li>· Cost reduction and cost control.</li> <li>· Strategic management</li> <li>· Liasoning skills</li> <li>· Business policies</li> <li>· Human resource management</li> <li>· Entrepreneurship</li> </ul>
Mr Hitesh M Dharamshi	Independent Director	<ul style="list-style-type: none"> <li>· Finance and treasury management.</li> <li>· Cost reduction and cost control.</li> <li>· Strategic management</li> <li>· Legal and Regulatory framework.</li> <li>· Liasoning skills</li> <li>· Business policies</li> </ul>
Mr Ajay Goyal, Director	Independent Director	<ul style="list-style-type: none"> <li>· Finance and treasury management.</li> <li>· Cost reduction and cost control.</li> <li>· Strategic management</li> <li>· Liasoning skills</li> <li>· Business policies</li> <li>· Entrepreneurship</li> </ul>
Mrs Aashika Kumari	Independent Director	<ul style="list-style-type: none"> <li>· Finance and treasury management.</li> <li>· Strategic management</li> <li>· Legal and Regulatory framework</li> </ul>
Payal Jain	Director	<ul style="list-style-type: none"> <li>· Strategic management</li> <li>· Liasoning skills</li> <li>· Business policies</li> <li>· Human resource management</li> <li>· Entrepreneurship.</li> </ul>

### 3. AUDIT COMMITTEE

i. 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.

ii. 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.

iii. 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.

iv. The previous 28<sup>th</sup> Annual General Meeting was held on 28<sup>th</sup> September 2022 and adjourned 28<sup>th</sup> AGM was held on 6<sup>th</sup> October 2022 (adjourned due to lack of quorum) and the Chairman of the Audit Committee and the Chairman of the Nomination and Remuneration Committee were present at the AGM.

v. The Audit Committee of Directors met FOUR (4) times during the year on 30<sup>th</sup> May 2022, 13<sup>th</sup> August 2022, 14<sup>th</sup> November 2022 and 13<sup>th</sup> February 2023.

vi. The composition of the Audit Committee and particulars of meetings attended by the members of the Audit Committee are given below:

Name	Category	No.of meetings held	No.of meetings attended
Mr Hitesh M Dharamshi	Chairman, Independent, Non-Executive	4	4
Mr Ranjit Kumar Kothari	Non-Independent, Non-Executive	4	4
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:

SNO	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	Mrs Aashika Kumari	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 30<sup>th</sup> May 2022 and 11<sup>TH</sup> February 2023.

iv. The Company has devised Board Evaluation Framework and Policy which sets the mechanism and broad criteria for evaluation of the Board, Board committees and Directors including Independent Directors, keeping in view the size of operations, specific requirements of advice and guidance for the operations of the Company. Performance evaluation of Directors is done through self assessment and group discussions, based on suggested parameters such as attendance at meetings, participation, guidance on niche areas of specialization of individual Directors, leveraging of their unique experience for the benefit of operation of the Company, etc. Performance evaluation criteria for independent directors is disclosed at the weblink

<http://cmsbox.rasielectrodes.com/pdf/files/8%20CriteriaForEvaluation%2001062022.PDF>

#### 5.REMUNERATION POLICY & 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 31<sup>st</sup> March 2023 is given below:

Name	Designation	Remuneration paid to Executive Directors including perquisites (Rs.lacs)	Remuneration paid to Non - Executive Directors (Rs.lacs)	Sitting fees paid to Directors (Rs.lacs)
1. Mr Ranjit Kumar Kothari,	Chairman	Nil	Nil	0.56
2. Mr B Popatlal Kothari	Managing Director	60.00	Nil	Nil
3. Mr Hitesh M Dharamshi	Independent Director	Nil	Nil	0.43
4. Mr Ajay Goyal	Independent Director	Nil	Nil	0.49
5. Mrs Aashika Kumari	Independent Director	Nil	Nil	0.39
6. Mrs Payal Jain	Director	Nil	Nil	0.25

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	5	5
Mr B Popatlal Kothari	Executive, non-Independent	5	5
Mrs Aashika Kumari	Non-Executive, Independent	5	5

ii. The Committee met FIVE (5) times during the year on 30<sup>th</sup> May 2022, 13<sup>th</sup> August 2022, 14<sup>th</sup> November 2022, 13<sup>th</sup> February 2023 and 20<sup>th</sup> March 2023.

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  
 Registered office: '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 01.04.2021	Received during the year ended 31.03.2023	Resolved during the year ended 31.03.2023	Closing Balance as on 31.03.2023
Nil	1	1	Nil

**7. RISK MANAGEMENT COMMITTEE**

Your Company has adequate risk management infrastructure in place capable of addressing risks faced by the company both internal and external. Your Company is not required to constitute a separate Risk Management Committee as per the criteria laid down in the SEBI (LODR) Regulations, 2015.

**8. GENERAL BODY MEETINGS**

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

AGM / EGM	LOCATION	DATE	TIME
26 <sup>th</sup> AGM	Video Conferencing ("VC") and Other Audio Visual Means ("OAVM")	29.09.2020	9.30.A.M.
27 <sup>th</sup> AGM	Video Conferencing ("VC") and Other Audio Visual Means ("OAVM")	28.09.2021	9.30.A.M.
28 <sup>th</sup> AGM	Video Conferencing ("VC") and Other Audio Visual Means ("OAVM")	28.09.2022 (adjourned due to lack of quorum)  Adjourned AGM held on: 06.10.2022	9.30.A.M.   9.30.A.M.

Note: The 28<sup>th</sup> Annual General Meeting was convened at 9.30.a.m. on Wednesday, the 28<sup>th</sup> September 2022 by Video Conferencing and Other Audio Visual Means. The AGM could not take up the agenda and further proceedings due to quorum of 30 members not being present within the stipulated time of half an hour from the commencement time i.e., within 10.00.a.m. Hence, the Chairman has adjourned the meeting to 9.30.a.m. on Thursday, the 6<sup>th</sup> October 2022 (i.e., since 5<sup>th</sup> October 2022 happens to be a holiday). The Adjourned AGM was held at 9.30.A.M. on 6<sup>th</sup> October 2022 after following due process as prescribed u/s 102 of the Companies Act, 2013.

ii. The details of Special Resolutions passed during the three years ended 31<sup>st</sup> March 2023 is furnished below:

Date of AGM /EGM	Details of Special Resolution Passed
26.09.2019 – 25 <sup>th</sup> AGM	1. Appointment of Mrs AASHIKA KUMARI (DIN: 08455410) as an Independent Director for 1 <sup>st</sup> term of five years from 1 <sup>st</sup> April 2019 to 31 <sup>st</sup> March 2024 (Special resolution)
29.09.2020 – 26 <sup>th</sup> AGM	1. Amendment of objects clause of the Memorandum Of Association for enabling carrying on the business of retail trading in consumer products.
28.09.2021 – 27 <sup>th</sup> AGM	1. Re-appointment of Mr B Popatlal Kothari and Managing Director for a further period of three years from 13.02.2021 to 12.02.2024 and the remuneration payable to him..
28.09.2022 adjourned and held on 06.10.2022	No special resolutions was proposed or passed

iii. The resolutions proposed at the 28<sup>th</sup> AGM held on 28<sup>th</sup> September 2022 adjourned and held on 6<sup>th</sup> October 2022 have been passed through Electronic Voting. The Electronic voting was conducted through the CDSL portal under the Chairmanship of Mr B Ranjit Kumar Kotharim and Mr Gopikrishnan Madanagopal, Practicing Company Secretary was appointed and functioned as Scrutinizer. The details of resolutions passed through Electronic Voting at the 28<sup>th</sup> AGM and the voting pattern could be accessed at the web link:

<http://cmsbox.rasielectrodes.com/pdf/BSE%20LTR.pdf>

iv. The Company has NOT passed the any resolution through the process of Postal Ballot during the year ended 31<sup>st</sup> March 2023.

v. No other resolution is proposed to be passed through postal ballot during the year ended 31<sup>st</sup> March 2024.

## 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.rasi-electrodes.com](http://www.rasi-electrodes.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. 29 <sup>th</sup> Annual General Meeting	
Date	29 <sup>th</sup> September 2023 (Friday)
Time	9.30 A.M.
Venue	Not applicable since the 29 <sup>th</sup> AGM is proposed to be conducted through Video Conferencing ("VC") and Other Audio Visual Means ("OAVM") as per procedure detailed in the Notice convening the 29 <sup>th</sup> AGM.
b. Financial year:	1 <sup>st</sup> April 2022 to 31 <sup>st</sup> March 2023
c. Dividend payment date & book closure date	The Board of Directors have not recommended any dividend for the year ended 31 <sup>st</sup> March 2023.
Book closure date	From Saturday, the 23 <sup>rd</sup> September 2023 to Friday, the 29 <sup>th</sup> September 2023 (both days inclusive) for the purpose of the 29 <sup>th</sup> AGM.
Electronic Voting at (website)	<a href="http://www.evotingindia.com">www.evotingindia.com</a>
Electronic Voting eligibility cut-off date	22 <sup>nd</sup> September 2023
Electronic voting commencement date	From 10.00 A.M. on Tuesday, the 26 <sup>th</sup> September 2023.
Electronic voting end date	To 5.00 P.M. on Thursday, the 28 <sup>th</sup> September 2023
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 2022-2023
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 BSE Limited is furnished below:

Month	Open Price	High Price	Low Price	Close Price	No. of Shares	No. of Total Trades	Turnover (Rs.)
Apr-21	4.39	5.70	3.62	4.07	1008967	1935	4672810
May-21	4.50	5.04	3.51	4.31	823531	1289	3502127
Jun-21	4.55	7.25	4.11	6.25	2208951	3837	13577727
Jul-21	6.40	6.50	5.63	6.01	808178	1818	4923051
Aug-21	6.15	6.45	5.42	5.79	807312	1249	4830292
Sep-21	6.08	6.65	5.36	6.04	735453	1481	4494005
Oct-21	5.82	6.40	5.15	5.76	613269	1185	3681499
Nov-21	5.90	9.83	5.15	8.21	3342880	5558	27227698
Dec-21	8.48	10.28	7.11	10.28	2617519	5250	21599946
Jan-22	10.69	14.42	9.70	10.72	4179594	8605	48669549
Feb-22	11.10	11.40	7.54	8.08	1062068	3132	9982533
Mar-22	8.00	9.97	7.50	7.92	778000	2340	6500265

Source: Website of The Stock Exchange, Mumbai (i.e. [www.bseindia.com](http://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 Email: <a href="mailto:investors@cameoindia.com">investors@cameoindia.com</a>
j.	Share Transfer System	As on 31 <sup>st</sup> March 2023, a total of 30,741,005 equity shares of Rs 2/- each fully paid representing 98.75% of the paid-up capital of the Company are in electronic form and 389,495 equity shares of Rs 2/- each fully paid representing 1.25% of the paid-up capital of the Company are in physical form .  The transfer of shares held in electronic form 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:

Distribution of shareholding as on 31<sup>st</sup> March 2023 is furnished below:

Distribution of shares holding Rs.	Shareholders		No. of Equity shares of Rs.2.held	
	Number	% of Total	Number of shares held	% of Total
1 – 100	2646	38.1432	91516	0.2939
101-500	1674	24.1314	532922	1.7118
501-1000	930	13.4063	808774	2.5980
1001-2000	562	8.1014	924028	2.9682
2001-3000	259	3.7336	677665	2.1768
3001-4000	172	2.4794	612922	1.9688
4001-5000	167	2.4073	789432	2.5358
5001-10000	236	3.4020	1788966	5.7466
10001-and above	291	4.1948	24904275	79.9995
Total	6937	100.0000	31130500	100.0000

Note: Total shareholders = 6711 after merging First Holder PAN

Categories of shareholders as on 31<sup>st</sup> March 2023 is furnished below:

Category	No.of shares held	Percentage
Promoters holdings	8703550	27.96
Corporate Bodies	683482	2.20
NRI	475482	1.53
Indian Public	20875691	67.05
Investor Education and Protection Fund	150095	0.48
Unclaimed shares held in Demat suspense	242200	0.78
<b>Total</b>	<b>31130500</b>	<b>100.000</b>

l.	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 (CSDL). As on 31 <sup>st</sup> March 2023, a total of 30,741,005 Equity shares of Rs 2/- each fully paid representing 98.75% 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 VillageAlamathi Post, Redhills, Chennai-600052
p.	Address for correspondence	Registered Office: 'Rams', A-14, III Floor, 21, Raja Annamalai Road, Purasawalkam, 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 Email: <a href="mailto:investors@cameoindia.com">investors@cameoindia.com</a>
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 <a href="mailto:info@rasielectrodes.com">info@rasielectrodes.com</a> . 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.
- ii. The disclosures relating to related party transactions is given in Note 26.4 : Other Significant Notes attached to Balance sheet . The Company's policy on dealing with related party transactions is available at the web link :

<http://cmsbox.rasielectrodes.com/pdffiles/3%20PolicyOn%20RPT%2001062022.PDF>

The details of material Related Party Transactions are also furnished in the Form AOC2 annexed to the report of the Board of Directors.

As required under Reg.23(9) of SEBI (LODR) Regulations, 2015, the Company has disclosed the transactions with related parties on a half yearly basis to the BSE Ltd which could be accessed at in the Corporate Announcement section at the following link:

<http://cmsbox.rasielectrodes.com/pdffiles/RASI%20RPT%2031032023%2030052023%20R.pdf>

[http://cmsbox.rasielectrodes.com/pdffiles/RPT%20DETAILS\\_30092022.pdf](http://cmsbox.rasielectrodes.com/pdffiles/RPT%20DETAILS_30092022.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://cmsbox.rasielectrodes.com/pdffiles/2%20Whistleblower%20Vigil%20Policy%2001062022.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 31<sup>st</sup> March 2023 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 31<sup>st</sup> March 2023.

- 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.

- x. During the Financial year under report, there were no instances where the Board had not accepted any recommendation of any committee of the Board which is mandatorily required.

- xi. During the Financial year under report, there were no instances where any Director or Independent Director on the Board or Committees of the Board has tendered any dissenting views on any of the agenda items transacted during the year.

## 12. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT

The Company has complied with all the mandatory requirements of Corporate Governance Report.

The Company Secretary has been designated as the Compliance Officer and is tasked by the Board of Directors with the responsibility of ensuring adherence to and diligent compliance with regulatory processes required for convening and conducting meetings of the Board and its Committees and shareholders and drafting, circulating and maintenance of minutes and notices and other records pertaining to Board, Committees and General meetings of shareholders, all applicable laws and regulations, including the Companies Act, 2013, read with rules framed thereunder, Listing Regulations, Secretarial Standards, and other laws specifically applicable to the Company and to monitor and report compliance on a regular basis. The Certificate of Compliance issued by the Company Secretary in this regard is taken on record by the Board of Directors at their quarterly meetings.

**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](http://www.rasielectrodes.com).
- iii. The Audit report for the year ended 2022-23 is an un-modified one and does not contain any qualifications.
- iv. The Company has separate post of Chairman who is a Non-Executive and Non-Independent Director and separate post of Chief Executive Officer who is the Managing Director of the Company.
- v. The Company has engaged the services of an Independent Practicing Chartered Accountant as Internal Auditor who reports to the Audit Committee.

**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](http://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)(a) to (z) is furnished below:

SNO	SEBI (LODR) REG REF	DETAILS OF POLICIES, CODES AND OTHERS AS APPLICABLE AS ON DATE AND WEBLINK AT WHICH IT IS AVAILABLE
1	46(2)(a) 46(2)(b)	Details of business carried on by the Company: Furnished at the website <a href="http://www.rasielectrodes.com">www.rasielectrodes.com</a> Terms & conditions of appointment of Independent Directors <a href="http://cmsbox.rasielectrodes.com/pdffiles/Updated%20Terms%20of%20Appointment%20of%20Independent%20Directors.pdf">http://cmsbox.rasielectrodes.com/pdffiles/Updated%20Terms%20of%20Appointment%20of%20Independent%20Directors.pdf</a>
2	46(2)(c)	Composition of various Committees of Board of Directors <a href="http://cmsbox.rasielectrodes.com/pdffiles/Updated%20Details%20of%20Board%20and%20Committees.pdf">http://cmsbox.rasielectrodes.com/pdffiles/Updated%20Details%20of%20Board%20and%20Committees.pdf</a>
3	17(5) & 46(2)(d)	CODE OF CONDUCT FOR BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMPs) OF THE COMPANY <a href="http://cmsbox.rasielectrodes.com/pdffiles/1%20CodeOfConduct%20BoD%20Kmp%2001062022.PDF">http://cmsbox.rasielectrodes.com/pdffiles/1%20CodeOfConduct%20BoD%20Kmp%2001062022.PDF</a>
4	22 & 46(2)(e)	VIGIL MECHANISM & WHISTLE BLOWER POLICY <a href="http://cmsbox.rasielectrodes.com/pdffiles/2%20Whistleblower%20Vigil%20Policy%2001062022.PDF">http://cmsbox.rasielectrodes.com/pdffiles/2%20Whistleblower%20Vigil%20Policy%2001062022.PDF</a>



5	46(2)(f)	Criteria for making payments to Non-Executive Directors:Furnished in the Annual Report.
6	23 & 46(2)(g)	POLICY ON RELATED PARTY TRANSACTION  <a href="http://cmsbox.rasielectrodes.com/pdffiles/3%20PolicyOn%20RPT%2001062022.PDF">http://cmsbox.rasielectrodes.com/pdffiles/3%20PolicyOn%20RPT%2001062022.PDF</a>
7	46(2)(h)	Policy of determining material subsidiaries:The Company does not have any subsidiaries.
8	46(2)(i)	Details of FamiliarisationProgramme imparted to Independent Directors.  <a href="http://cmsbox.rasielectrodes.com/pdffiles/rasi%20fameprog.pdf">http://cmsbox.rasielectrodes.com/pdffiles/rasi%20fameprog.pdf</a>
9	13 & 46(2)(j)	EMAIL ADDRESS FOR GRIEVANCE REDRESSAL AND OTHER RELEVANT DETAILS  <a href="http://cmsbox.rasielectrodes.com/pdffiles/4%20EmaildForGrievanceRedressal%2001062022.PDF">http://cmsbox.rasielectrodes.com/pdffiles/4%20EmaildForGrievanceRedressal%2001062022.PDF</a>
10	13 & 46(2)(k)	CONTACT INFORMATION OF DESIGNATED OFFICIALS RESPONSIBLE FOR ASSISTING AND HANDLING INVESTOR GRIEVANCES  <a href="http://cmsbox.rasielectrodes.com/pdffiles/5%20ContactInfoOfDesinatedOfficials%2001062022.PDF">http://cmsbox.rasielectrodes.com/pdffiles/5%20ContactInfoOfDesinatedOfficials%2001062022.PDF</a>
11	46(2)(l)	Financial information: The prescribed details periodically uploaded and available at the website <a href="http://www.rasielectrodes.com">www.rasielectrodes.com</a>
12	46(2)(m)	Shareholding pattern: The prescribed details periodically uploaded and available at the website <a href="http://www.rasielectrodes.com">www.rasielectrodes.com</a>
13	46(2)(n)	Details of agreements entered into with media companies: The Company has not entered into any such agreements.
14	46(2)(o)	Schedule of Analyst / Institutionla Investors meet and presentations made: The Company has not organised for any such events.
15	46(2)(p)	Change of name: The Company has not changed its name.
16	46(2)(q)	Newspaper publication of Financial Results and Notices given to shareholders: The prescribed details periodically uploaded and available at the website <a href="http://www.rasielectrodes.com">www.rasielectrodes.com</a>
17	46(2)(r)	Credit ratings obtained:  <a href="http://cmsbox.rasielectrodes.com/pdffiles/rasi%20crating%2013032023.pdf">http://cmsbox.rasielectrodes.com/pdffiles/rasi%20crating%2013032023.pdf</a>
18	46(2)(s)	Audited Financial Statements of each subsidiary:The Company does not have any subsidiary.
	46(2)(t)	Secretarial Compliance Report under Reg.24A(2):  <a href="http://cmsbox.rasielectrodes.com/pdffiles/rasi%20asrcr%2031032023%2030052023.PDF">http://cmsbox.rasielectrodes.com/pdffiles/rasi%20asrcr%2031032023%2030052023.PDF</a>
19	30(4) & 46(2)(u)	POLICY ON DETERMINATION OF MATERIALITY OF EVENTS  <a href="http://cmsbox.rasielectrodes.com/pdffiles/6%20PolicyOnMaterialityofevents%2001062022.PDF">http://cmsbox.rasielectrodes.com/pdffiles/6%20PolicyOnMaterialityofevents%2001062022.PDF</a>
20	30(8) & 46(2)(v)	Contact Details Of Key Managerial Personnel Authorised For The Purpose Of Determining Materiality Of An Event Or Information And Making Disclosures To The Stock Exchange  <a href="http://cmsbox.rasielectrodes.com/pdffiles/5%20ContactInfoOfDesinatedOfficials%2001062022.PDF">http://cmsbox.rasielectrodes.com/pdffiles/5%20ContactInfoOfDesinatedOfficials%2001062022.PDF</a>

21	30(8) & 46(2)(w)	CRITERIA FOR EVALUATION <a href="http://cmsbox.rasielectrodes.com/pdffiles/8%20CriteriaForEvaluation%2001062022.PDF">http://cmsbox.rasielectrodes.com/pdffiles/8%20CriteriaForEvaluation%2001062022.PDF</a>
22	30(8) & 46(2)(w)	POLICY ON PREVENTION, PROHIBITION AND REDRESSAL POLICY AGAINST SEXUAL HARASSMENT OF WOMEN AT WORK PLACE <a href="http://cmsbox.rasielectrodes.com/pdffiles/9%20PreventionPolicyOnSexualHarassment%2001062022.PDF">http://cmsbox.rasielectrodes.com/pdffiles/9%20PreventionPolicyOnSexualHarassment%2001062022.PDF</a>
23	30(8) & 46(2)(w)	POLICY ON ARCHIVAL OF INFORMATION <a href="http://cmsbox.rasielectrodes.com/pdffiles/10%20PolicyOnArchivalOfInfo%2001062022.PDF">http://cmsbox.rasielectrodes.com/pdffiles/10%20PolicyOnArchivalOfInfo%2001062022.PDF</a>
24	46(2)(x)	Statement of deviations:Not applicable
25	46(2)(y)	Dividend distribution policy:The Board of Directors have not formulated any dividend distribution policy.
26	46(2)(z)	Annual Return as provided u/s 92 of the Companies Act, 2013 (as filed with MCA as on 31.3.2022): <a href="http://cmsbox.rasielectrodes.com/pdffiles/Form_MGT_7.pdf">http://cmsbox.rasielectrodes.com/pdffiles/Form_MGT_7.pdf</a> [Please download and open the file for proper viewing]

#### 15.DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT / UNCLAIMED SUSPENSE ACCOUNT

Pursuant to the requirements of Regulation 39 of the SEBI (LODR) Regulations, 2015, the Company have, on 26<sup>th</sup> March 2021, transferred 242200 Equity shares of Rs.2/- each belonging to 68 Folios of shareholders to a new folio created in the name of the Company termed as "RASI ELECTRODES LIMITED – UNCLAIMED SHARES ACCOUNT" for subsequent dematerialisation of the subject shares to be held in Demat Suspense Account in custody on behalf of these 68 shareholders till such time they claim the same. These shares pertain to allotment of shares pursuant to split of 1 Equity shares of Rs.10 each into 5 Equity shares of Rs.2 each on 11<sup>th</sup> April 2015, which have been returned undelivered and lying unclaimed with the RTA.

#### 16.DISCLOSURE WITH RESPECT TO SHARES TRANSFERRED TO INVESTOR EDUCATION AND PROTECTION FUND

The company had declared a Dividend of Rs.0.10 ps (i.e.5%) per Equity shares of Rs.2 each held by the shareholder as on the date of 21<sup>st</sup> Annual General Meeting held on 29<sup>th</sup> September 2015 for the Financial Year 31<sup>st</sup> March 2015. As per the records of the Company some of the shareholders have not claimed the Unpaid Dividend for a period of seven consecutive years from the date of its transfers to unpaid dividend account. The Company has transferred the unpaid dividend amount to Investor Education and Protection Fund (IEPF) in respect of this unclaimed dividend pursuant to section 124(5) of the Companies Act, 2013, on 2<sup>nd</sup> November 2022 and have filed the necessary Form IEPF\_1 with the Ministry of Corporate Affairs.

Further, pursuant to section 124(6) of the Companies Act, 2013, the Company is also required to transfer the underlying equity shares where dividend has not been paid or claimed by shareholders for seven consecutive years. Such transfer shall be made to the Investor Education and Protection Fund (IEPF) Suspense Account in accordance with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, immediately after transfer of the unpaid dividend amount transferred on 2<sup>nd</sup> November 2022. The Company has transferred 150095 Equity shares to IEPF during the year ended 31.3.2023. The details of shares transferred to IEPF in this regard could be accessed by investors at the following web-link:

<http://cmsbox.rasielectrodes.com/pdffiles/RASI%20FINAL%20LIST%20OF%20SHARE%20TRF%20TO%20IEPF%20ON%2028032023.pdf>

#### 17.ACTION REQUIRED BY SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM – UPDATION OF KYC, PAN AND NOMINATION DETAILS REQUIRED

SEBI vide its Circular No. **SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655, dated 03.11.2021 and SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated 14.12.2021**, (available for information of the shareholders at the weblink: <http://cmsbox.rasielectrodes.com/pdffiles/SEBI%20Circular%20on%20Investor%20KYC%20Requirements.pdf>) has stated that it shall be mandatory for all holders of physical securities in listed companies to furnish PAN, KYC details and Nomination.

The Company's Registrar and Share Transfer Agents (RTA) M/s Cameo Corporate Services Limited have sent separate communication to to all those shareholders in whose folios the required details are incomplete, requesting them to furnish the required information in order to enable them to update their records in compliance with the above cited circular. Shareholders who are yet to provide the required information are requested to take expeditious action in providing the same in order to avoid consequential action as mandated by the above cited circular.

The forms required to be furnished for updation of the relevant details are available for download at the website of the RTA at <https://cambridge.cameoindia.com> and the website of the company at the following weblink :

<http://cmsbox.rasielectrodes.com/pdffiles/Form%20ISR-1.pdf>

<http://cmsbox.rasielectrodes.com/pdffiles/Form%20ISR-2.pdf>

<http://cmsbox.rasielectrodes.com/pdffiles/Form%20ISR-3.pdf>

<http://cmsbox.rasielectrodes.com/pdffiles/Form%20No.%20SH-13.pdf>

<http://cmsbox.rasielectrodes.com/pdffiles/Form%20No.%20SH-14.pdf>

**It may be noted that the folios in which the PAN registered is not linked with Aadhaar as on the notified cutoff date of 30.06.2023 or any other date as may be specified by CBDT shall be frozen. So kindly link your PAN with Aadhaar number at the earliest.**

**Shareholders attention is specifically drawn to Clause 5 of the above mentioned circular which mandates that if the folios wherein any one of the cited documents / details are not available on or after 01.10.2023, the folios shall be frozen and if the folio continues to remain frozen as on 31.12.2025 the details of securities in the frozen folios shall be informed to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and / or Prevention of Money laundering Act, 2002.**

#### **18. Transfer of Equity Shares of the Company to Investor Education and Protection Fund (IEPF) Authority**

The Company has sent individual Notice by registered post to such of those shareholders to whom dividend declared during the year 2016 remains unpaid and have also published the same in newspapers pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ("the Rules").

**The Rules, amongst other matters, contain provisions for transfer of all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more in the name of the Investor Education and Protection Fund (IEPF) Authority.**

The company had declared a Dividend of Rs.0.10 ps (i.e.5%) per Equity shares of Rs.2 each held by the shareholder as on the date of 22<sup>ND</sup> Annual General Meeting held on 28<sup>th</sup> September 2016 for the Financial Year 31<sup>st</sup> March 2016. As per the records of the Company some of the shareholders have not yet claimed the Unpaid Dividend for a period of seven consecutive years from the date of its transfers to unpaid dividend account. The Company is required to transfer the unpaid dividend amount to Investor Education and Protection Fund (IEPF) on or before 4<sup>th</sup> November 2023 in respect of this unclaimed dividend pursuant to section 124(5) of the Companies Act, 2013.

Further, pursuant to section 124(6) of the Companies Act, 2013, the Company is also required to transfer the underlying equity shares where dividend has not been paid or claimed by shareholders for seven consecutive years. Such transfer shall be made to the Investor Education and Protection Fund (IEPF) Suspense Account in accordance with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, immediately after transfer of the unpaid dividend amount scheduled for being transferred to IEPF on 4<sup>th</sup> November 2023.

In view of the above, individual notice by registered post was sent to the effect that the equity shares held such of those shareholders who have not claimed the dividend declared during the year 2016 shall be transferred to IEPF unless the company receives a written claim from the concerned shareholders along with proof of ID and Proof of address and copy of the share certificate or other documents evidencing their title to the same on or before 25<sup>th</sup> October 2023.

**The Company has uploaded full details of such shareholders and shares due for transfer to IEPF Authority on its website at the link <http://cmsbox.rasielectrodes.com/pdffiles/Advertisement.pdf> which may be verified by the shareholders.**

**Shareholders may note that both the unclaimed dividend and the shares transferred to IEPF Authority including all benefits accruing on such shares, if any, can be claimed back by them from IEPF Authority after following the procedure prescribed under the Rules.**

**The concerned shareholders, holding shares in physical form and whose shares are liable to be transferred to IEPF Authority, may note that the Company would be issuing new share certificate(s) in lieu of the original share certificate(s) held by them for the purpose of dematerialisation and transfer of shares to IEPF Authority as per the Rules and upon such issue, the original certificate(s) which stands registered in their name will stand automatically cancelled and be deemed non-negotiable. The shareholders may further note that the details uploaded by the Company on its website should be regarded as and shall be deemed to be adequate notice in respect of issue of new certificate(s) by the Company for the purpose of transfer of shares to IEPF Authority pursuant to the Rules.**

In case the Company does not receive any communication from the concerned shareholders by 25<sup>th</sup> October 2023, the Company shall, with a view to complying with the requirements set out in the Rules, dematerialise and transfer the shares to IEPF Authority by way of corporate action by the due date as per procedure stipulated in the Rules.

**19. CERTIFICATIONS****CEO and CFO Certifications**

The Managing Director and Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the SEBI (LODR) Regulations, 2015, a copy of which is attached to this report. The Managing Director and Chief Financial Officer also give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2) of SEBI (LODR) Regulations, 2015.

**Certificate of compliance with Code of Conduct**

The Managing Director has confirmed that the company has obtained from all the members of the Board and Senior Management Personnel, affirmation that they have complied with the Code of Conduct during the financial year ended 31<sup>st</sup> March 2023.

**Certificates of compliance with conditions of Corporate Governance**

Certificate from statutory auditor M/s Sureshkumar & Co., Chartered Accountants, confirming compliance with conditions of corporate governance as stipulated under Regulation 34 of the SEBI (LODR) Regulations, 2015, is attached to this report.

**Certificates from Company Secretary in Practice**

Certificate from Mr Gopikrishnan Madanagopal, Practising Company Secretary, confirming that none of the Directors on the Board of the Company as on 31<sup>st</sup> March 2023, have been debarred or disqualified from being appointed or continuing as Directors of the companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other statutory authorities as stipulated under Regulation 34 of the SEBI (LODR) Regulations, 2015, is attached to this report.

**for and on behalf of the Board of Directors**

**CHENNAI**  
**DATED: 30.05.2023**

**B.RANJIT KUMAR KOTHARI**  
**Chairman**  
**DIN: 01560805**

**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 31<sup>st</sup> March 2023 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  
CHENNAI  
DATED: 30<sup>th</sup> May 2023

KASHYAP KOTHARI  
CHIEF FINANCIAL OFFICER

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**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 during the year ended 31<sup>st</sup> March 2023. 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: 30<sup>th</sup> May 2023

**CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS**  
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members of RASI ELECTRODES LIMITED  
REGD OFFICE: FLAT A14, RAMS APARTMENTS, 21, RAJA ANNAMALAI ROAD, PURASAWALKAM, CHENNAI-600084

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of RASI ELECTRODES LIMITED having CIN - L52599TN1994PLC026980 and having registered office at FLAT A14, RAMS APARTMENTS, 21, RAJA ANNAMALAI ROAD, PURASAWALKAM, CHENNAI-600084 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as on 31<sup>st</sup> March 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

SNO	NAME	DESIGNATION	DIN	Date of appointment in the company
1	Mr Ranjit Kumar Kothari,	Chairman	01560805	13-02-1995
2	Mr B Popatlal Kothari	Managing Director	00594168	08-03-1994
3	Mr Hitesh M Dharamshi	Independent Director	00207799	10-01-2004
4	Mr Ajay Goyal	Independent Director	00513570	15-12-2005
5	Mrs Aashika Kumari	Independent Director	08455410	30-05-2019
6	Mrs Payal Kothari	Director	07181548	31-03-2015

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification.

This certificate 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.

**GOPIKRISHNAN MADANAGOPAL**  
COMPANY SECRETARY IN PRACTICE  
FCS 2276; COP 2051; Peer Review Certificate No.: 1700/2022  
UDIN: F002276E000416800  
Place: Chennai  
Dated: 30<sup>TH</sup> MAY 2023

Directors' Report – Annexure IV:

Form No. MR-3  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2023**  
*[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 and Regulation 24A(1 of the Securities & Exchange Board of India (listing Obligations and Disclosure Requirements) Regulations, 2015] ]*

To,  
The Members,  
**RASI ELECTRODES LIMITED**  
CIN: L52599TN1994PLC026980  
REGD OFF: A-14, RAMS APARTMENTS, 21, RAJA ANNAMALAI ROAD,  
PURASAWALKAM,  
CHENNAI-600084

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 [CIN: L52599TN1994PLC026980] (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 **31<sup>ST</sup> MARCH 2023 ('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 **31<sup>ST</sup> MARCH 2023**, 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 there under 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'):-
  - (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - (b) Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018 – **Not applicable as there were no reportable events during the financial year under review**;
  - (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not applicable as there were no reportable events during the financial year under review**;
  - (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and / or Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity)) Regulations, 2021, as applicable - **Not applicable as there were no reportable events during the financial year under review**;
  - (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as applicable - **Not applicable as there were no reportable events during the financial year under review**;
  - (g) Securities and Exchange Board of India (Issue and Listing of Non-convertible and Redeemable Preference Shares) Regulations, 2013 - **Not applicable as there were no reportable events during the financial year under review**;
  - (h) Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021 - **Not applicable as there were no reportable events during the financial year under review**;
  - (i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (j) Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018;
  - (k) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

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 Board of Directors of the Company have identified other laws that are specifically applicable to the operations carried on by the Company and are reviewing the compliance with the same at periodic intervals.

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), Dividend (SS-3), issued by The Institute of Company Secretaries of India.
- 2.2. The Listing Agreements entered into by the Company with BSE Limited as prescribed under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 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, except the following:

S.No.	Compliance Requirement (Act, Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks
1.	Section 96(1) of the Companies Act, 2013	The 28 <sup>th</sup> AGM was convened and held on 28 <sup>th</sup> September 2022, could not transact the businesses proposed due to inadequacy of quorum. The 28 <sup>th</sup> AGM was adjourned and held on 6 <sup>th</sup> October 2022 wherein the resolutions proposed was duly adopted. The requirement of section 96(1) which specifies that AGM shall be held within a period of six months from the closing of the Financial Year was affected due to adjournment of 28 <sup>th</sup> AGM due to inadequacy of quorum.	The Company has duly followed the process laid down under section 96, 103 and applicable Secretarial Standards with regard to holding of the adjourned 28 <sup>th</sup> AGM.

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 was 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 were 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 report that the Company is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015 with respect to Structured Digital Database

8. 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:

8.1. The shareholders have, at their 28<sup>th</sup> AGM held during the year on 28<sup>th</sup> September 2022 adjourned and held on 6<sup>th</sup> October 2022 due to inadequacy of quorum, appointed M/s Poonam Ankit and Associates, Chartered Accountants, as Statutory Auditors of the Company u/s 139 of the Companies Act, 2013, to hold office from the conclusion of the 28<sup>th</sup> AGM till the conclusion of the 33<sup>rd</sup> AGM.

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.

**GOPIKRISHNAN MADANAGOPAL**  
**COMPANY SECRETARY IN PRACTICE**

FCS 2276; COP 2051; Peer Review Certificate No.: 1700/2022  
 UDIN: F002276E000416745

Place: Chennai  
 Dated: 30<sup>TH</sup> MAY 2023



**ANNEXURE A:**

To,  
The Members,  
RASI ELECTRODES LIMITED  
CIN: L52599TN1994PLC026980  
REGD OFF: A-14, RAMS APARTMENTS, 21, RAJA ANNAMALAI ROAD,  
PURASAWALKAM,  
CHENNAI-600084

MY Secretarial Audit Report of even date to the members of **M/s RASI ELECTRODES LIMITED [CIN: L52599TN1994PLC026980]** for the year ended **31<sup>st</sup> March 2023** is to be read along with this letter.

**Management's Responsibility**

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

**Secretarial Auditor's Responsibility**

2. My responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.

3. I believe that audit evidence and information obtained from the Company's management is adequate and appropriate for me to provide a basis for my opinion.

4. Wherever required, I have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

**Disclaimer**

5. 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 affairs of the Company.

6. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

**GOPIKRISHNAN MADANAGOPAL**  
**COMPANY SECRETARY IN PRACTICE**  
FCS 2276; COP 2051; Peer Review Certificate No.: 1700/2022  
UDIN: F002276E000416745

Place: Chennai  
Dated: 30<sup>TH</sup> MAY 2023

**INDEPENDENT AUDITORS REPORT**

To the Members of Rasi Electrodes Ltd

Report on the Standalone Ind AS Financial Statements

**Opinion**

We have audited the accompanying standalone financial statements of Rasi Electrodes Limited (“the Company”), which comprises the balance sheet as at 31st March 2023, and the statement of profit and loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended (“Ind As”) and other accounting principles generally accepted in India, of the state of affairs of the Company as on March 31, 2023, and its **profit**, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditors’ Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to be communicated in our report.

**Information other than the Standalone Financial Statements and Auditor’s Report thereon:**

The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board’s Report including Annexure to Board’s Report, Business Responsibility Report, Corporate Governance and Shareholder’s information, but does not include the Standalone financial statements and our auditor’s report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements**

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 Standalone Ind AS 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.

In preparing the financial statements, management is responsible for assessing the Company’s ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors is also responsible for overseeing the Company’s financial reporting process.

**Auditors’ Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit

conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the result of our work, and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the order") issued by the Central Government of India in terms of sub-section (11) of section 143 of The Companies Act 2013, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. 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.
  - d. In our opinion, the aforesaid financial statements comply with Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. On the basis of written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
  - f. 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".
  - g. The Company has complied with the provision of section 197 read with schedule V of the Companies Act 2013.

With respect to the other matters to be included in the Auditor's 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 explanations given to us:

- i) The Company does not have any pending litigations which would impact its financial position.
  - ii) The Company does not have any long-term contracts requiring a provision for material foreseeable losses.
  - iii) There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv) (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or its joint operation companies incorporated in India to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
    - a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or its joint operation companies incorporated in India or
    - b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- (b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company or its joint operation from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or its joint operation companies incorporated in India shall:
- Directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
  - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.
- (c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause - (iv)(a) and (iv)(b) contain any material misstatement.
- v. The company has neither declared nor paid any dividend during the year.

**For Poonam Ankit & Associates  
Chartered Accountant**

**Poonam Jain M**  
**Partner [M.No:228039]**  
**UDIN: 23228039BGVSDE5381**  
**Place: Chennai**  
**Date: 30/05/2023.**

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**ANNEXURE A REFERRED TO IN PARAGRAPH 1 OF INDEPENDENT AUDITOR'S REPORT OF EVEN DATE TO THE MEMBERS OF RASI ELECTRODES LIMITED ON THE FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023.**

In terms of Companies (Auditor's Report) Order 2020, issued by the Central Government of India, in terms of section 143(11) of The Companies Act, 2013, we further report, on the matters specified in paragraph 3 and 4 of the said Order, that :-

- 1) (i) Property Plan and Equipment
    - (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment.
    - (b) The company is maintaining proper records showing full particulars of intangible assets.
  - (ii) The Property, Plant & Equipment have been physically verified by the management at reasonable intervals.
  - (iii) The title deeds of immovable properties shown in the financial statements are held in the name of the company.
  - (iv) The company has not revalued its Property, Plant & Equipment or Intangible assets or both during the year.
  - (v) No proceedings have been initiated against the company for holding benami property under The Benami Transactions (Prohibition) Act, 1988 and rules made thereunder and the details have been appropriately disclosed in the financial statements.
- 2) (i) Physical verification of inventory has been conducted at reasonable intervals by management. In our opinion, the coverage and procedure by the management is appropriate. The aggregate of discrepancies of 10% or more in each class of inventory noticed have been properly dealt with in the books of account.
    - (ii) The quarterly returns/statements filed by the company with banks/financial institutions are in agreement with the books of the company.
  - 3) To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that the Company, during the year under audit, has not provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties except to the extent disclosed under note no.26.5 of other significant notes. The same is not prejudicial to the interest of the Company.
  - 4) (i) The company has not made investments in, provided any guarantee or security granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, LLPs, or any other parties except to the extent disclosed under note no.4 of financial statements. The same is not prejudicial to the interest of the Company.

- (ii) There are no guarantees provided or security given by the Company.
- (iii) The Company has not granted any loans or “advances in the nature of loans”. Accordingly, the requirements to report under paragraph 3(iii)©, (d), (e) & (f) of the order are not applicable to the Company.
- 5) The company has not given any loans or advances in the nature of loans, secured or unsecured, to Companies, firms, Limited Liability Partnership firms or any other parties and or provided guarantees/security to any other entity within the meaning of sections 185 & 186 of The Companies Act, 2013. Accordingly, the requirements to report under the Paragraph 3(iii)(a) (A) (B) of the order not applicable to the Company.
- 6) The company has not accepted any deposits from the public in terms of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013.
- 7) The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act, for any of the products manufactured by the company.
- 8) (i) The company is regular in depositing undisputed statutory dues with appropriate authorities.  
(ii) According to records of the company, there are no statutory dues which have not been deposited on account of any dispute, except the following:

Name of the Statute	Nature of Dues	Amount (Rs)	Period to which the amount relates	Forum where dispute is pending
Customs Act 1962	Customs Duty	84,85,596	2011-2013	Customs, Excise, Service Tax Appellate Tribunal, Chennai

- 9) There are no transactions that are not recorded in the books of account to be surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961;
- 10) (i) The company has not defaulted in any repayment of dues to any financial institution or bank or debenture holders.  
(ii) The company has not been declared as a wilful defaulter by any bank or financial institution or other lender.  
(iii) The term loans have been utilized for the purposes for which they were obtained.  
(iv) The funds raised on a short term basis have not been utilized for long term purposes.  
(v) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.  
(vi) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- 11) (i) The company has not made any initial public offer during the year or further Public Offer (Including Debt Instrument) and accordingly, the requirements to report under paragraph 3(x)(a) of the order are not applicable to the Company  
(ii) The company has not made any preferential allotment or private placement of shares/debentures during the year. Accordingly, the requirements to report under paragraph 3(x)(b) of the order are not applicable to the Company.
- 12) (i) Based upon the audit procedures performed and information and explanations given to us by the management, we report that no fraud by the company or on the company by its officers/employees have been noticed or reported during the course of our audit.  
(ii) No report under sub-Section (12) of Section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules 2014 with the Central Government.  
(iii) No whistle-blower complaints received during the year by the Company (and up to the date of this report).
- 13) To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that, the Company is not a Nidhi Company. Accordingly, requirements to report under Paragraph 3(xii) of the Order are not applicable to the Company.
- 14) The transactions entered into with related parties are in compliance with section 177 & 188 of The Companies Act 2013 and the details have been disclosed in the financial statements as required by the applicable accounting standards.

- 15) (i) The company has an internal audit system commensurate with the size and nature of its business.  
(ii) The reports of the Internal Auditors for the period under audit has been considered.
- 16) The company has not entered into any non-cash transactions with directors or persons connected with directors, during the year.
- 17) (i) The company is not required to be registered under section 45-IA of The Reserve Bank of India Act, 1934.  
(ii) The Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act 1934.  
(iii) The Company is not a Core Investment Company (CIC) as defined under the Regulations by the Reserve Bank of India.  
(iv) The Group does not have any CICs, which are a part of the Group. We have not, however, separately evaluated whether the information provided by the Management is accurate and complete. Accordingly, requirements to report under Paragraph 3(xvi) (d) of the Order are not applicable to the Company.
- 18) The company has not incurred cash losses during the year and immediately preceding financial year.
- 19) There has not been any resignation of the statutory auditors during the year. Accordingly, the requirements to report under Paragraph 3(Xviii) of the order are not applicable to the Company.
- 20) On the basis of the financial ratios, aging and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- 21) To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable to the Company

**For Poonam Ankit & Associates  
Chartered Accountant**

**Date : May 30, 2023  
Place : Chennai**

**Poonam Jain M  
Partner [M.No:228039]  
UDIN: 23228039BGVSDE5381**

**“Annexure B” to the Independent Auditor’s Report  
Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act 2013  
(“the Act”)**

We have audited the internal financial controls over financial reporting of Rasi Electrodes Ltd, (“The Company”) as on 31<sup>st</sup> March, 2023 in conjunction with our audit of the Standalone Ind AS 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 Act.

**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 financial controls. 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 Standalone Ind AS 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 reporting and the preparation of Standalone Ind AS 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 Standalone Ind AS 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 Standalone Ind AS 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, to the best of our information and according to the explanations given to us, 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 31<sup>st</sup> March, 2022, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Noted on Audit of Internal Financial Controls Reporting Over Financial Reporting issued by the Institute of Chartered Accountants of India".

**For Poonam Ankit & Associates  
Chartered Accountant**

**Poonam Jain M  
Partner [M.No:228039]  
UDIN: 23228039BGVSDE5381**

**Place: Chennai  
Date: 30/05/2023.**

**RASI ELECTRODES LIMITED**  
**BALANCE SHEET AS AT 31ST MARCH 2023**

All amounts are in Rs. Lacs unless otherwise stated

PARTICULARS	Note No	AS AT 31.03.2023	AS AT 31.03.2022
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, Plant and Equipment	2	673.91	628.92
(b) Capital Work in Progress	2	-	1.21
(c) Deferred Tax Asset		(1.85)	0.51
<b>Total Non - Current Assets</b>		<b>672.06</b>	<b>630.64</b>
<b>Current assets</b>			
(a) Inventories	3	924.52	1,160.32
(b) Financial assets			
(i) Investments	4	51.13	54.34
(ii) Trade Receivables	5	1,449.13	1,520.92
(iii) Cash and cash equivalents	6	5.29	5.02
(iv) Bank balances other than (iii) above		27.22	45.56
(v) Loans	7	207.23	208.87
(c) Other Current Assets	8	75.24	159.41
(d) Deposits	9	49.08	43.74
<b>Total current assets</b>		<b>2,788.84</b>	<b>3,198.19</b>
<b>Total Assets</b>		<b>3,460.90</b>	<b>3,828.82</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share capital	10	622.61	622.61
(b) Other equity	11	2,319.78	2,020.81
(c) Share application money pending allotment		-	-
<b>Total Equity</b>		<b>2,942.39</b>	<b>2,643.42</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Provisions	12	94.89	92.71
<b>Current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	13	317.73	955.77
(ii) Trade payables	14	2.30	13.78
(b) Provisions		35.66	69.78
(b) Other current liabilities	15	67.93	53.37
<b>Total Current Liabilities</b>		<b>423.62</b>	<b>1,092.69</b>
<b>Total Liabilities</b>		<b>518.51</b>	<b>1,185.40</b>
<b>Total Equity and Liabilities</b>		<b>3,460.90</b>	<b>3,828.82</b>

The accompanying notes 2 to 26 form an integral part of the financial statements.

For and on behalf of the Board of Directors

As per our report of even date attached  
For Poonam Ankit & Associates  
Chartered Accountants  
FRN:0017409S

**B RANJIT KOTHARI**  
Director  
DIN: 01560805

**B POPATLAL KOTHARI**  
Managing Director  
DIN: 00594168

**POONAM JAIN M**  
Partner [M. No. 228039]  
UDIN: 23228039BGVSDE5381

**JAGRUTI JAIN**  
Company Secretary

**P KASHYAP KOTHARI**  
Chief financial Officer

CHENNAI

DATED: 30th MAY 2023



**RASI ELECTRODES LIMITED**  
**Statement of Profit and Loss for the year ended March 31, 2023**

All amounts are in Rs. Lacs unless otherwise stated

	Note No.	Year ended 31-Mar-23	Year ended 31-Mar-22
Revenue from Operations	16	8,752.50	6,838.08
Other Income	17	141.71	116.77
<b>Total Income</b>		<b>8,894.22</b>	<b>6,954.85</b>
<b>Expenses</b>			
Cost of Raw materials and components consumed	18	7,162.43	5,275.95
Purchases of stock in trade		169.57	412.47
Changes in inventories	19	(38.74)	(11.34)
Employee benefit expense	20	421.45	367.43
Finance costs	21	45.59	45.86
Depreciation and amortisation expense	2	68.17	67.58
Other expenses	22	648.69	518.20
<b>Total expenses</b>		<b>8,477.16</b>	<b>6,676.14</b>
<b>Profit/(loss) before tax</b>		<b>417.06</b>	<b>278.71</b>
Tax expense			
(1) Current tax		107.23	69.78
(2) Prior Period tax		6.32	-
(3) Deferred tax		2.91	4.24
<b>Profit (Loss) for the period from continuing operations</b>		<b>300.60</b>	<b>204.69</b>
Profit before tax from discontinued operations		-	-
Tax expense from discontinued operations		-	-
<b>Profit after tax from discontinued operations</b>		<b>-</b>	<b>-</b>
<b>Profit/(loss) for the period</b>		<b>300.60</b>	<b>204.69</b>
<b>Other comprehensive income for the period</b>			
<b>Other comprehensive income</b>			
Items that will not be reclassified to Profit or Loss in subsequent periods			
- Re-measurement gains/ (losses) on defined benefit plans		2.18	10.91
- Income tax expense relating to above items			
(a) deferred tax relating to the above		(0.55)	(2.75)
<b>Other comprehensive income for the period, net of tax</b>		<b>1.63</b>	<b>8.17</b>
<b>Total comprehensive income for the period</b>		<b>298.97</b>	<b>196.52</b>
<b>Profit for the year attributable to:</b>			
Owners of the Company		300.60	204.69
Non controlling interests		-	-
		<b>300.60</b>	<b>204.69</b>
<b>Earnings per equity share (for continuing operation):</b>			
Basic & Diluted (in Rs.)		0.96	0.63

The above statement of profit and loss should be read in conjunction with the accompanying notes (2 to 26).

For and on behalf of the Board of Directors

As per our report of even date attached  
For Poonam Ankit & Associates  
Chartered Accountants  
FRN:0017409S

**B RANJIT KOTHARI**  
Director  
DIN: 01560805

**B POPATLAL KOTHARI**  
Managing Director  
DIN: 00594168

**JAGRUTI JAIN**  
Company Secretary  
CHENNAI

**P KASHYAP KOTHARI**  
Chief financial Officer

**POONAM JAIN M**  
Partner [M. No. 228039]  
UDIN: 23228039BVGVSDE5381

DATED: 30th MAY 2023

**RASI ELECTRODES LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2023**

All amounts are in Rs.Lacs unless otherwise stated

	Year Ended 31.03.2023 Rs.	Year Ended 31.03.2022 Rs.
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before tax and Extra-ordinary items and OCI	417.06	278.71
Adjustment for:		
Depreciation and deferred revenue expenditure	68.17	67.58
Interest paid	45.59	45.86
Dividend received	(0.51)	(0.22)
Interest received	(26.83)	(26.19)
(Profit)/Loss on sale of fixed assets	-	0.35
(Profit)/Loss on sale/Valuation of Investments	3.40	(13.89)
<b>Operating Profit before working capital changes</b>	<b>506.87</b>	<b>352.20</b>
Adjustment for changes in the working Capital		
Current Assets		
Inventories	235.80	(290.78)
Sundry Debtors	71.79	(330.31)
Loans and Advances	80.47	3.35
Current Liabilities	(31.76)	(54.52)
<b>CASH GENERATED FROM OPERATIONS</b>	<b>863.18</b>	<b>(320.06)</b>
Less: Interest paid	-	-
Cash Flow before extraordinary items	863.18	(320.06)
Less : Taxes paid	113.56	69.78
Less: Extra-ordinary items	-	-
<b>NET CASH FROM OPERATING ACTIVITIES(A)</b>	<b>749.62</b>	<b>(389.84)</b>
<b>B. CASH FLOW FROM INVESTMENT ACTIVITIES</b>		
Purchase of fixed assets	(111.95)	(51.20)
Capital work in progress	-	-
Dividend received	0.51	0.22
(Purchase)/Sale of Investments	(0.19)	(8.92)
Interest received	26.83	26.19
Sale of fixed assets	-	(0.35)
<b>NET CASH FROM INVESTING ACTIVITIES(B)</b>	<b>(84.79)</b>	<b>(34.06)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Short term borrowings	(638.03)	409.17
Interest Paid	(45.59)	(45.86)
<b>NET CASH USED IN FINANCING ACTIVITIES ( C )</b>	<b>(683.63)</b>	<b>363.32</b>
D. NET INCREASE IN CASH & CASH EQUIVALENTS (A+B+C=D)	(18.79)	(60.58)
<b>CASH AND CASH EQUIVALENTS AS AT 01.04.2022 / 01.04.2021</b>	<b>50.59</b>	<b>111.17</b>
Add: Net increase in Cash & Cash equivalents	(18.79)	(60.58)
<b>CASH AND CASH EQUIVALENTS AS ON 31.03.2023 / 31.03.2022</b>	<b>31.79</b>	<b>50.59</b>

For and on behalf of the Board of Directors

As per our report of even date attached  
For Poonam Ankit & Associates  
Chartered Accountants  
FRN:0017409S

**B RANJIT KOTHARI**  
Director  
DIN: 01560805

**B POPATLAL KOTHARI**  
Managing Director  
DIN: 00594168

**JAGRUTI JAIN**  
Company Secretary

**P KASHYAP KOTHARI**  
Chief financial Officer

**POONAM JAIN M**  
Partner [M. No. 228039]  
UDIN: 23228039BGVSDE5381

**CHENNAI**

**DATED: 30th MAY 2023**

**Statement of changes in equity for the year ended March 31, 2023**

All amounts are in Rs.Lacs unless otherwise stated

**A. Equity Share Capital**

	Note No.	Amount
<b>As at 1st April 2021</b>	11	622.61
Changes in equity share capital		-
<b>Balance as on 31st March 2022</b>		622.61
Changes in equity share capital		-
<b>As at March 31, 2023</b>		622.61

**B. Other Equity**

	Note No.	Reserves & Surplus					Total other equity
		Securities Premium reserve	General Reserve	Investment Subsidy	Capital Reseve	Retained Earnings	
<b>Balance at April 1, 2021</b>		563.27	121.26	14.35	126.23	999.18	1,824.29
Profit for the year		-	-	-	-	204.69	204.69
Other comprehensive income		-	-	-	-	(8.17)	(8.17)
<b>Balance as on 31st March 2022</b>	11	563.27	121.26	14.35	126.23	1,195.71	2,020.81
Profit for the year		-	-	-	-	300.60	300.60
Other comprehensive income		-	-	-	-	(1.63)	(1.63)
<b>Balance at March 31, 2023</b>		563.27	121.26	14.35	126.23	1,494.67	2,319.78

For and on behalf of the Board of Directors

As per our report of even date attached

**B RANJIT KOTHARI**  
 Director  
 DIN: 01560805

**B POPATLAL KOTHARI**  
 Managing Director  
 DIN: 00594168

**For Poonam Ankit & Associates**  
 Chartered Accountants  
 FRN:0017409S

**JAGRUTI JAIN**  
 Company Secretary

**P KASHYAP KOTHARI**  
 Chief financial Officer

**POONAM JAIN M**  
 Partner [M. No. 228039]  
 UDIN: 23228039BGVSDE5381

**CHENNAI**
**DATED: 30th MAY 2023**
**2 Property, plant and equipment and capital work-in-progress**

	As at 31-03-2023	As at 31-03-2022
Carrying amounts of:		
Freehold land	296.29	296.29
Building	65.20	68.77
Plant & Machinery		
Machineries	230.34	181.79
Lab Equipments	1.30	1.72
Generators	1.35	1.05
Weighing Scale	0.96	0.80
Electrical Equipments	5.31	4.59
Furniture & Fixtures		
Furniture & Fittings	3.33	4.43
Electrical typewriters	4.99	6.06
Vehicles	44.88	47.16
Office Equipments	4.58	5.45
Spares & Tools	15.38	10.80
	<b>673.91</b>	<b>628.92</b>
Capital work-in-progress	-	1.21
<b>Total</b>	<b>673.91</b>	<b>630.13</b>

**2.1 Property, plant and equipment and capital work-in-progress**

**All amounts are in Rs Lacs unless otherwise stated**

Description of Assets	Land - Freehold	Building	Plant & Equipment- Machinery	Plant & Equipment- Lab Equipment	Plant & Equipment- Generator	Weighing Scale	Electrical Equipments	Furniture and Fixtures	Electrical Type writers	Vehicles	Office Equipments	Spares, Tools & Accessories	TOTAL
<b>I. Cost or deemed cost</b>													
Balance as at 1 April, 2022	296.29	188.17	696.15	23.54	10.91	3.17	29.73	26.36	10.36	150.15	39.71	43.73	1,518.28
Additions	-	3.01	86.42	-	0.54	0.15	2.09	-	0.14	12.25	1.42	7.13	113.16
Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Balance as at 31 March, 2023</b>	<b>296.29</b>	<b>191.18</b>	<b>782.57</b>	<b>23.54</b>	<b>11.45</b>	<b>3.33</b>	<b>31.82</b>	<b>26.36</b>	<b>10.50</b>	<b>162.40</b>	<b>41.13</b>	<b>50.87</b>	<b>1,631.44</b>
<b>II. Accumulated dep. &amp; impairment</b>													
Balance as at 1 April, 2022	-	-	514.37	21.82	9.86	2.23	25.14	21.93	4.29	102.99	34.26	33.08	889.36
Eliminated on disposal of assets	-	-	-	-	-	-	-	-	-	-	-	-	-
Depreciation expense	-	6.58	37.86	0.42	0.24	0.15	1.38	1.10	1.22	14.53	2.29	2.40	68.17
<b>Balance as at 31 March, 2023</b>	<b>-</b>	<b>125.98</b>	<b>552.23</b>	<b>22.23</b>	<b>10.10</b>	<b>2.37</b>	<b>26.52</b>	<b>23.02</b>	<b>5.51</b>	<b>117.52</b>	<b>36.55</b>	<b>35.49</b>	<b>957.53</b>
<b>III. Carrying Amount</b>													
Balance at April 1, 2022	296.29	68.77	181.79	1.72	1.05	0.95	4.59	4.43	6.06	47.16	5.45	10.65	628.92
Additions	-	3.01	86.42	-	0.54	0.15	2.09	-	0.14	12.25	1.42	7.13	113.16
Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-
Depreciation Expense	-	6.58	37.86	0.42	0.24	0.15	1.38	1.10	1.22	14.53	2.29	2.40	68.17
<b>Balance at March 31, 2023</b>	<b>296.29</b>	<b>65.20</b>	<b>230.34</b>	<b>1.30</b>	<b>1.35</b>	<b>0.96</b>	<b>5.31</b>	<b>3.33</b>	<b>4.99</b>	<b>44.88</b>	<b>4.58</b>	<b>15.38</b>	<b>673.91</b>

All amounts are in Rs.Lacs unless otherwise stated

3	Inventories	As at March 31, 2023	As at March 31, 2022
	Raw materials	632.57	904.53
	Work in Progress	3.28	5.87
	Manufactured Goods	116.80	81.15
	Stock-in-trade (traded goods)	171.87	168.77
	<b>Total inventories at the lower of cost or NRV</b>	<b>924.52</b>	<b>1,160.32</b>

#### 4 Investments in Equity Instruments

**Break-up of investments in equity instruments (carrying amount determined using the equity method of accounting) in Equity Instruments**

**Fair Value through profit & Loss A/c**

Break-up of investments in Equity Instruments

Particulars	As at March 31, 2023		As at March 31, 2022	
	No.of shares held	Amount	No.of shares held	Amount
Dena Bank - Now Bank of Baroda	27	0.07	27	0.07
NCC Limited	505	0.50	505	0.50
Larsen & Toubro Limited	34	0.52	34	0.52
High Ground Enterprises Limited	52,672	40.74	52,672	40.74
TCS limited	13	0.29	13	0.29
Reliance Industries Limited	567	0.84	567	0.84
KMC Speciality Hospitals Ltd	5,000	0.95	5,000	0.95
Daawat Ltd - Now LT Foods Ltd	10,000	8.60	10,000	8.60
Dhampur Sugar Mills Ltd	500	0.50	500	0.50
Karur Vysya Bank Ltd	1,299	1.31	1,299	1.31
Sintex Industries Ltd	-	-	2,500	0.67
Jayant Agro Organics Ltd	1,000	4.86	1,000	4.86
Welspun India Ltd	1,000	0.65	1,000	0.65
Tamilnadu Petroproducts Ltd	1,000	0.28	1,000	0.28
Nutrapius Limited	19,176	24.26	19,176	24.26
Aarti Drugs Ltd	200	1.26	200	1.26
Aarti Industries Ltd	30	0.31	30	0.31
Aarti Pharma (demerged from Aarti Industries)	7	-	-	-
Abott India Ltd	7	1.32	7	1.32
Ajanta Pharma Ltd	60	0.89	40	0.89
Astrazenca Pharma Ltd	20	0.67	20	0.67
Bharat Rasayan Ltd	9	1.01	11	1.28
Divis Lab Ltd	25	1.26	25	1.26
Eclerx Services Ltd	-	-	20	0.47
HDFC AMC Ltd	55	1.33	55	1.48
HDFC Bank Ltd	60	0.93	60	0.93
HDFC Life Insurance Co Ltd	150	1.02	150	1.02
HDFC Ltd	5	0.13	5	0.13
Hindalco Ltd	175	0.93	75	0.35
Hindustan Unilever Ltd	30	0.76	30	0.76
ICICI Bank Ltd	-	-	50	0.37
Indian Energy Exchange Ltd	-	-	510	1.17
IRCTC Ltd	25	0.21	25	0.21
Jubilant Food Ltd	150	1.18	30	1.18
LT MINDTREE (renamed from L & T Infotech Ltd)	45	2.82	35	2.30
L & T Tech Ltd	50	2.25	15	0.77
Navin Flourine International Ltd	-	-	20	0.75
Nestle Ltd	2	0.38	2	0.38
Oil India Ltd	300	0.62	200	0.49
ONGC Limited	600	1.04	300	0.54
Tata Elxsi Ltd	13	1.05	-	-
Vinati Organics Ltd	-	-	35	0.69
<b>Total Aggregate Quoted Investments</b>		<b>105.75</b>		<b>106.01</b>
Aggregate value of Investments		105.75		106.01
Less : Fair Valuation through profit & Loss A/c		54.62		51.67
Total Value of Investments		51.13		54.34

5	<b>Trade Receivables</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
	<b>Outstanding for a period exceeding 6 months from the date they are due for payment</b>		
	Unsecured, considered good	102.53	158.84
	<b>Other receivables</b>		
	Unsecured, considered good	1,346.60	1,362.08
	<b>Doubtful</b>		
	<b>Receivables from other related parties</b>		
	Unsecured, considered good		
		<b>1,449.13</b>	<b>1,520.92</b>

**5.1 Ageing Analysis**

	As at March 31, 2023	As at March 31, 2022
0-6 Months	1,346.60	1,362.08
6 Months - 1 year	34.78	84.36
1 Year - 2 Years	20.19	31.95
2 Years - 3 Years	27.42	7.30
3 Years and above	20.14	35.23
	<b>1,449.13</b>	<b>1,520.92</b>

**6 Cash and cash equivalents**

	As at March 31, 2023	As at March 31, 2022
<b>Balances with Banks</b>		
In current accounts	1.85	0.31
On Unpaid Dividend Accounts	0.72	1.30
Current deposits with maturity greater than 3 months, less than 12 months *		
<b>Cash on hand</b>	2.73	3.41
<b>Cash and cash equivalents as per balance sheet</b>	<b>5.29</b>	<b>5.02</b>

**7 Loan (Secured considered good unless otherwise stated)**

	As at March 31, 2023	As at March 31, 2022
Loan to Related party	-	-
Other Loans	207.23	208.87
	<b>207.23</b>	<b>208.87</b>

**8 Other current assets**

	As at March 31, 2023	As at March 31, 2022
Office advance	1.25	1.25
Prepayments	-	-
Balance with Government authorities	45.04	100.20
Other Assets	28.95	57.96
	<b>75.24</b>	<b>159.41</b>

**9 Deposits**

	As at March 31, 2023	As at March 31, 2022
Security deposit [Considered good]	49.08	43.74
	49.08	43.74

**10 Equity Share Capital**

	As at March 31, 2023	As at March 31, 2022
Equity share capital		
(a) <u>Authorised</u>		
400,00,000 Equity Shares of Rs 2 each	800.00	800.00
(b) <u>Issued, subscribed and paid-up Share Capital</u>	-	-
311,30,500 Equity shares of Rs 2 each fully paid up	622.61	622.61
	<b>622.61</b>	<b>622.61</b>

**10.01 Reconciliation of shares outstanding at the beginning and at the end of the reporting period**

	As at March 31, 2023	As at March 31, 2022
Balance at April 1, 2022	311.31	311.31
Movements	-	-
<b>Balance at March 31, 2023</b>	<b>311.31</b>	<b>311.31</b>

Fully paid equity shares, which have a par value of Rs.2, carry one vote per share and carry a right to dividends.

**10.02 Details of shares held by each shareholder holding more than 5% shares**

<b>Fully paid equity shares</b>	
<b>B Popatlal Kothari</b>	
Number of Shares held as at 31/3/2022	4962030
% holding of shares	15.94%
Number of Shares held as at 31/3/2023	4962030
% holding of shares	15.94%
% of change during the year	-

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.

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.

**11 Other equity**

	As at March 31, 2023	As at March 31, 2022
Investment Subsidy	14.35	14.35
Capital Reserve	126.23	126.23
General Reserve	121.26	121.26
Share Premium A/c	563.27	563.27
Retained Earning ##	1,494.67	1,195.70
<b>Total</b>	<b>2,319.78</b>	<b>2,020.81</b>

**11.1 ## Retained earnings**

	As at March 31, 2023	As at March 31, 2022
Balance at beginning of year	1,195.70	999.18
Profit attributable to owners of the Company	298.97	196.52
<b>Balance at end of year</b>	<b>1,494.67</b>	<b>1,195.70</b>

**12 Provisions**

	As at March 31, 2023	As at March 31, 2022
Provision for Employee Benefits	94.89	92.71
<b>Total</b>	<b>94.89</b>	<b>92.71</b>

**13 Borrowings**

	As at March 31, 2023	As at March 31, 2022
Loans repayable on demand:		
From Banks (Secured)	317.73	955.77
From Banks (Unsecured)	-	-
From others	-	-
<b>Total</b>	<b>317.73</b>	<b>955.77</b>

The Company has not accepted any deposits from public.

The Company has not borrowed any funds from related parties.

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.



**14 Trade Payables**

	As at March 31, 2023	As at March 31, 2022
Creditors for supply and services	2.30	13.78
<b>Total</b>	<b>2.30</b>	<b>13.78</b>

**14.1 Ageing Analysis**

	As at March 31, 2023	As at March 31, 2022
0 - 1 Years	2.30	13.78
1 - 2 Years	-	-
2 - 3 Years	-	-
3 Years and above	-	-
<b>Total</b>	<b>2.30</b>	<b>13.78</b>

**15 Other Liabilities**

	As at March 31, 2023	As at March 31, 2022
(A) Unclaimed Dividend	0.72	1.30
(B) Loans and Advances -		
(i) Goods & Service Tax	-	6.62
(ii) Others	27.80	7.74
(C) Accrued Expenses	39.41	37.71
<b>Total</b>	<b>67.93</b>	<b>53.37</b>

**16 Revenue**

	Year ended March 31, 2023	Year ended March 31, 2022
Total Revenue from Sales	8752.50	6838.08
	<b>8752.50</b>	<b>6838.08</b>

**17 Other Income**

	Year ended March 31, 2023	Year ended March 31, 2022
<b>a) Interest income</b>		
Bank deposits	1.99	2.30
Others	24.85	23.89
	<b>26.83</b>	<b>26.19</b>
<b>b) Other non-operating income</b>		
Dividend Income	0.51	0.22
Rebates & Discounts	101.06	82.77
Freight and Packing & Forwarding	10.40	2.08
Duty Drawback Income	1.17	-
Other Miscellaneous Income	0.13	-
	<b>113.28</b>	<b>85.08</b>
<b>c) Other gains and losses</b>		
Net gain/(loss) arising on financial assets designated at FVTPL	(2.95)	5.94
Exchange rate gain	5.00	(8.04)
Profit/(Loss) on sale of fixed asset	-	(0.35)
Net gain/(loss) on sale of current investments	(0.45)	7.96
	<b>1.60</b>	<b>5.50</b>
<b>Total Other Income (a+b+c)</b>	<b>141.71</b>	<b>116.77</b>

**18 Cost of Raw materials and components consumed**

	Year ended March 31, 2023	Year ended March 31, 2022
<b>Cost of Raw Materials Consumed</b>		
Inventory at the Beginning of the Period	869.58	593.38
Add: Purchases during the period	6,606.48	5,412.48
Less: Inventory at the end of the Period	596.29	869.58
	<b>6,879.76</b>	<b>5,136.28</b>
<b>Cost of Packing Materials</b>		
Inventory at the Beginning of the Period	40.82	37.58
Add: Purchases during the period	281.41	142.91
Less: Inventory at the end of the Period	39.56	40.82
	<b>282.67</b>	<b>139.67</b>
<b>Total Cost of Raw Materials &amp; Components Consumed</b>	<b>7,162.43</b>	<b>5,275.95</b>

**19 Cost of traded goods sold**

	Year ended March 31, 2023	Year ended March 31, 2022
Inventory at the Beginning of the Period	249.92	238.58
Less: Inventory at the end of the Period	288.67	249.92
<b>Change in Inventory during the year</b>	<b>(38.74)</b>	<b>(11.34)</b>

**20 Employee benefits expense**

	Year ended March 31, 2023	Year ended March 31, 2022
Salaries, wages and bonus	342.14	285.96
Director Remuneration	60.00	58.75
Contribution to provident and other funds	8.19	9.00
Gratuity expense	0.46	4.77
Staff welfare expenses	10.66	8.95
<b>Total</b>	<b>421.45</b>	<b>367.43</b>

**21 Finance costs**

	Year ended March 31, 2023	Year ended March 31, 2022
Continuing operations		
(a) Interest costs :-		
Interest on bank overdrafts	40.87	34.05
Interest on Income Tax	2.47	-
Bank Charges	2.25	11.81
<b>Total interest expense for financial liabilities not classified as at FVTPL</b>	<b>45.59</b>	<b>45.86</b>

**22 Other expenses**

	Year ended March 31, 2023	Year ended March 31, 2022
Wire drawing charges	99.80	77.37
Cooly & Cartage Expenses	1.25	1.26
Freight Inward	52.28	44.15
<b>Factory expenses</b>	-	-
(a) Electrical Expenses	167.58	128.70
(b) Consumables	60.06	38.91
(c) Factory, Garden & other Maintenance Expenses	61.86	37.89
(d) Other Expenses	9.52	10.76
<b>Total Factory Expenses</b>	<b>299.02</b>	<b>216.26</b>
Advertisement	3.05	2.39
Auditors remuneration *	3.80	2.27
Books & Periodicals	0.07	0.08
Commission, Brokerage&Discount	32.86	31.40
Insurance	3.30	4.15
Approval charges	5.86	6.06
General Charges	19.08	36.52
Postage & telegram	0.64	0.55
Printing & stationeries	5.20	5.30
Rent, rates & taxes	11.98	11.04
Listing fees & custodial fees	3.72	3.55
Telephone expenses	1.46	1.31
Travelling expenses	5.61	0.49
Vehicle maintenance(car)	4.83	4.74
Vehicle maintenance(others)	29.75	22.20
Business promotion expenses	6.94	1.87
Professional charges	17.85	18.27
Sitting Fees	2.12	1.88
Donation	0.19	0.25
Subscription Charges	0.02	-
Transportation & Other Exp - Export	6.72	3.57
Cartage, coolie and freight outwards incl Export	13.38	3.47
Electricity charges	1.50	0.66
Bad debts	16.44	26.87
	<b>648.69</b>	<b>527.95</b>
<b>*Payments to Auditors</b>		
a) For Statutory audit	1.00	0.40
b) for Tax Audit	0.75	0.36
c) For other services [Incl. Reimbursements]	2.05	1.51
	<b>3.80</b>	<b>2.27</b>

**23 Key Financial Ratios**

Financial Ratio	Formula	31.03.2023	31.03.2022	Change in %	Reason for variation, if more than 25%.
Current Ratio	Current Assets/Current Liabilities	6.59	2.93	-125%	The increase in current ratio is on account of the efficient capital utilisation and improvement in payment cycle which increases the overall efficiency of the realisation process.
Debt-Equity Ratio	Debt/Shareholder's Fund	0.11	0.36	70%	Due to the increased capital needs, the Company has raised its debt
Debt Service Coverage Ratio	EBITDA/(Principal+Interest)	1.30	0.33	-292%	
Return on equity	Net Income/Shareholder's Equity	0.10	0.07	-37%	Due to efficient capital utilisation, and increase in the Net profit ratio, there is an increase in the ROE.
Inventory Turnover Ratio	Turnover/Average Inventory	9.47	5.89	-61%	The Company has improvised on its inventory planning and sales, resulting in the variation in the inventory turnover ratio.
Trade Receivable Turnover Ratio	Turnover/Average Receivable	6.04	4.50	-34%	The Company has improved its collections and hence, there is a variation in the turnover ratio.
Trade Payable Turnover Ratio	Turnover/Average Payable	3807.92	496.40	-667%	Due to change in the Credit policy of the vendor, there is a variation in the Trade payable turnover ratio.
Capital Turnover Ratio	Turnover/Shareholder's Equity	2.97	2.59	-15%	Due to efficient capital utilisation, there is a variation in the capital turnover ratio.
Net Profit Ratio	Net Profit/Turnover	2.87%	3.03%	5%	NA
Return on Capital Employed (ROCE)	EBIT/Capital Employed [i.e.Total Assets(excluding loans & investment) - Current Liabilities (excluding bank borrowings)]	15%	5.83%	-152%	Due to efficient capital utilisation, and increase in the Net profit ratio, there is an increase in the ROCE.
Return on Investment	NA	NA	NA	NA	

**Notes forming part of Financial Statements****[All financial figures reported are in Rs.lacs unless otherwise specifically mentioned]****Note 1. Company Overview**

Rasi Electrodes Limited is a Public Limited Company incorporated in India under the Companies Act, 1956. Its registered office is located at No.21, Raja Annamalai Road, A-14 Rams Apartments, Purasawalkam, Chennai – 600 084. It has a factory in Chennai towards manufacture of Mild Steel Electrodes and Copper Coated Welding wire. The Company's shares are listed on BSE Limited.

**Note 24. Summary of Significant Accounting Policies****24.1 Statement of Compliance**

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

**Note 25: Basis of preparation and measurement of financial statements**

i) The financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period. Historical cost is based on the fair value of the consideration given in exchange for goods and services.

ii) The significant accounting policies used in preparing the financial statements are set out in Note No.25.

**Note 26: Significant Accounting Policies****26.1 Property, Plant and Equipment (PPE)**

i) Property, Plant and Equipment are stated at cost of acquisition net of accumulated depreciation/ amortization and impairment losses if any, except free hold land which is carried at cost less impairment losses if any. The cost comprises purchase prices, (Including import duties and non-refundable purchase taxes after deducting discounts and rebates) borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

ii) The Company identifies the significant parts of plant and equipment separately which are required to be replaced at intervals. Such parts are depreciated separately based on their specific useful lives. The cost of replacement of significant parts is capitalized and the carrying amounts of replaced parts are de-recognized. When each major inception/ overhauling is performed, its cost is recognized in the carrying amount of the item of property, plant and equipment as a replacement if the recognition criteria are satisfied. Any remaining carrying amount of the cost of the previous inspection/ overhauling (as distinct from physical parts) is de- recognized

iii) Other expenses on fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts that does not meet the capitalization criteria in accordance with IND AS 16 are charged to the Statement of Profit and Loss for the period during which such expenses are incurred.

iv) PPEs are eliminated from the financial statements on disposal or when no further benefit is expected from its use or disposal. Gains or losses arising from disposal of plant, property and equipment are measured as the difference between the net disposal proceeds and the carrying amount of such assets are recognized in the statement of profit and loss.

v) Depreciation for plant and machinery has been provided on Straight line method and for all other assets Written down value method has been followed.

vi) The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each reporting date and adjusted prospectively, if appropriate.

vii) Upon first- time adoption of IND AS, the company has elected to measure all its property, plant, equipment at the Previous GAAP carrying amount as its deemed cost on the date of transition to IND AS i.e., 1st April, 2016.

**26.2 Capital Work in progress**

Capital work in progress includes cost of property, plant and equipment under installation, under development including related expenses and attributable interest as at reporting date.

**26.3 Current or Non-Current classification**

An asset or liability is classified as current if it satisfies any of the following conditions:

- i) Asset or liability is expected to be realized in the company's normal settlement cycle.
- ii) Asset is intended for sale or consumption.
- iii) Asset or liability is held primarily for the purpose of trading.
- iv) Asset or liability is expected to be realized or settled within twelve months after reporting period.

**26.4 Intangible assets**

- i) Intangible assets, if any, are amortized over their useful life as determined in accordance with the extant provision of the Companies act 2013

**26.5 Inventories**

- i) Inventories are valued at cost or net realizable value whichever is lower. Cost includes the cost incurred in bringing the inventories to their present location and condition.
- ii) Raw materials, stores and spares are valued at cost or net realizable value whichever is lower. Cost includes the cost incurred in bringing the inventories to their present location and condition.
- iii) For valuation of finished goods / stock-in-process, cost includes material, direct labor, overheads (other than abnormal amount of wasted materials, storage costs, selling and administrative overheads) wherever applicable.

**26.6 Revenue Recognition**

- i) Revenue is recognized to the extent that is probable that the economic benefits will flow to the company and the revenue can be reliably measured.
- ii) Sale of products is recognized when the significant risk and reward of ownership of the goods have been passed to the buyer as per the terms of contract. Revenue is measured at fair value of the consideration received or receivable, net of any discounts taxes or duties collected on behalf of the government which are levied on sales such as VAT, GST, etc.
- iii) Dividend income, if any, is recognized when the company's right to receive dividend is established by the reporting date.
- iv) Interest income from financial assets is recognized at the effective interest rate applicable on initial recognition.
- v) Scrap sales is recognized at the fair value of consideration received or receivable upon transfer of significant risk and rewards. It comprises of invoice value of goods and after deducting applicable taxes on sale.
- vi) Export sales for exports are accounted on the basis of date of bill of landing
- vii) Export incentives are accounted for an export of goods of the entitlements can be estimated with reasonable accuracy and conditions precedents to claims are fulfilled.

**26.7 Employee Benefits**

- i) Short-term employee benefits viz., salaries and wages are recognized as expense at the undiscounted amount in the statement of profit and loss for the year in which the related service is rendered.
- ii) Defined contribution plan viz., contribution to provident fund is recognized as an expense in the statement of profit and loss for the year in which the employees have rendered services. The company contributes to provident fund administered by the Government on a monthly basis at 12% of employee's basic salary. There is no other obligation other than the above defined contribution plan.

**iii) Defined Benefit Plan.****Gratuity:**

- a. The Company's Liability is actuarially determined (Using the projected unit credit method) at the end of each year. Actuarial losses/Gains are recognized in the other comprehensive income in the year in which they arise. Remeasurement recognized in other comprehensive income reflected immediately in retained earnings and is not reclassified to profit or loss.

**iv) Other employee benefits :****Leave Encashment:**

As per policy of the company unavailed leave, casual leave/ earned leave cannot be carried forward or encashed and hence there is no additional cost. The company recognizes the cost as expense as and when the employee avails paid leave.

**26.8 Provision, Contingent Liability and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be outflow of resources. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessment of the time value of money and the risks specific to the liability. Contingent liabilities not provided for, are disclosed in the accounts by way of Notes.

**26.9 Cash Flow statement**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows are segregated into operating, investing and financing activities.

### **26.10 Borrowing Cost**

Borrowing costs that are attributable to the acquisition/Construction/Acquisition/Production of qualifying assets (Assets which requires substantial period of time to get ready for its intended use) are capitalized as part of the cost of that asset. All other borrowing cost is charged to revenue.

### **26.11 Government Subsidy / Grant**

Grants from the government are recognized at their fair value where there is reasonable assurance that the grant will be received and the company will comply with all attached conditions. All government grants are initially recognized by way of setting up as deferred income. Government grants relating to income are subsequently recognized in the profit or loss over the period necessary to match them with the cost that they are intended to compensate. Government grants relating to the purchase of property plant and equipment are subsequently recognized in profit or loss on a systematic basis over the expected life of the related depreciable asset.

### **26.12 Foreign Currency Transactions**

#### **Initial recognition**

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

#### **Conversion**

Foreign currency monetary items are reported using the closing rate or at the forward contracted rates. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction, and non-monetary items which are carried at fair value or other similar value denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

#### **Exchange differences**

Exchange differences arising on the settlement of monetary items or on reporting Company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise.

### **26.13 Earnings per Share**

Basic Earnings per share is calculated by dividing the Net profit or loss after tax attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted EPS is determined by adjusting the Profit or loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

### **26.14 Income Tax**

The tax provision is considered as stipulated in IND AS 12 and includes current and deferred tax liability. The company recognizes the accumulated deferred tax liability based on accumulated time difference using current tax rate. The company as a conservative measure does not reckon deferred tax asset. Both the current tax and deferred tax liability relating to items recognized outside the profit or loss is recognized either in "other Comprehensive Income" or directly in "Equity" as the case may be.

**The Company elected to exercise the option permitted under Section 115BAA of the Income-tax Act, 1961 as introduced by the Taxation Laws (Amendment) Act, 2019 Accordingly, the Company has recognised Provision for Income tax for the quarter and year ended March 31, 2020 and remeasured its deferred tax assets /liabilities on the basis, the rate prescribed in 1e said section.**

### **26.15 Segment Reporting**

As the company has only one business segment i.e., manufacture and marketing of welding electrodes and only one geographical segment, the segment reporting requirement as per IND AS 108 is not applicable to the company.

### **26.16 Impairment of Non- financial Assets**

- i) The carrying values of non-financial assets are reviewed for impairment at each Balance Sheet date, if there is any indication of impairment based on internal and external factors.
- ii) Non-financial assets are treated as impaired when the carrying amount of such asset exceeds its recoverable value. After recognition of impairment loss, the depreciation / amortization for the said assets is provided for remaining useful life based on the revised carrying amount, less its residual value if any, on straight line basis.
- iii) An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired.
- iv) An impairment loss is reversed when there is an indication that the impairment loss may no longer exist or may have decreased.

### **26.17 Financial Instruments**

A financial instrument is a contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the relevant instrument and are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

**26.18 Financial Asset**

- i) Financial assets comprise of investments in Equity, Trade Receivables, Cash and Cash Equivalents and Other Financial Assets.
- ii) Depending on the business model (i.e.) nature of transactions for managing those financial assets and its contractual cash flow characteristics, the financial assets are initially measured at fair value and subsequently measured and classified at:
  - a) Amortized cost; or
  - b) Fair value through Other Comprehensive Income (FVTOCI); or
  - c) Fair value through Profit or Loss (FVTPL)
  - d) Amortized cost represents carrying amount on initial recognition at fair value plus or minus transaction cost.
- iii) The Company classifies its financial assets for measurement as below:-

Basis of Measurement	Financial Assets
Amortized cost	Trade receivables, Loan and advances given to Employees and related parties, deposits and other advances recoverable in cash or kind.
FVTPL	Investment in Equity instruments Forward exchange contracts.

- iv) The company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. On De-recognition of a financial asset or part thereof, the difference between the carrying amount measured at the date of recognition and the consideration received including any new asset obtained less any new liability assumed shall be recognized in the statement of profit and Loss.
- v) The company assesses at each balance sheet date whether the financial asset or group of financial assets is impaired. INDAS 109 requires expected credit losses to be measured through a loss allowance. The company recognizes lifetime expected losses for trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to 12 month expected credit losses or at an amount equal to lifetime expected losses, if the credit risk on the financial asset has increased significantly since initial recognition.

**26.19 Financial Liability**

- i) Financial liabilities comprise of Borrowings from Banks, Trade payables, Derivative financial instruments, financial guarantee obligation and other financial liabilities.
- ii) The Company measures its financial liabilities as below:

Basis of Measurement	Financial Liability
Amortized cost	Borrowings, trade payables, interest accrued, Unclaimed/ Disputed dividends, security deposits and other financial liabilities not for trading.
FVTPL	Foreign exchange Forward contracts being derivative contracts do not qualify for hedge accounting under INDAS 109.

- iii) Financial liabilities are derecognized when and only when it is extinguished (i.e) when the obligation specified in the contract is discharged or cancelled or expired.
- iv) Upon de-recognition of its financial liabilities or part thereof, the difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid including any non-cash assets transferred or liabilities assumed is recognized in the Statement of Profit and Loss.

**26.20 Fair value measurement**

- i) Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.
- ii) The fair value of an asset or a liability is measured / disclosed using the assumptions that the market participants would use when pricing the asset or liability, assuming that the market participants act in the economic best interest.
- iii) All assets and liabilities for which fair value is measured are disclosed in the financial statements are categorized within fair value hierarchy based on the lowest level input that is significant to the fair value measurement as a whole. The fair value hierarchy is described as below:
  - Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities
  - Level 2: Valuation techniques for which the lowest level inputs that are significant to the fair value measurement are directly or indirectly observable.
  - Level 3: Valuation techniques for which the lowest level inputs that are significant to the fair value measurement are unobservable.
- iv) For assets and liabilities that are recognized in the Balance sheet on a recurring basis, the company determines whether transfers have occurred between levels in the hierarchy by reassessing categorization at the end of each reporting period (i.e.) based on the lowest level input that is significant to the fair value measurement as a whole.
- v) For the purpose of fair value disclosures, the company has determined the classes of assets and liabilities based on the nature, characteristics and risks of the assets or liabilities and the level of the fair value hierarchy as explained above.
- vi) The basis for fair value determination for measurement and / or disclosure purposes is detailed below:



**a. Investments in Equity**

The fair value is determined by reference to their quoted prices at the reporting date. In the absence of the quoted price, the fair value of the equity is measured using generally accepted valuation techniques.

**b. Forward exchange contracts**

The fair value of forward exchange contracts is based on the quoted price if available; otherwise it is estimated by discounting the difference between contractual forward price and current forward price for the residual maturity of the contract using government bond rates.

**c. Non-derivative financial liabilities**

The fair value of non-derivative financial liabilities viz, borrowings are determined for disclosure purposes calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date.

**26.21 Significant Estimates and Judgments**

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures, and the disclosure of contingent liabilities. Actual results could vary from these estimates. The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision effects only that period or in the period of the revision or future periods, if the revision affects both current and future years.

Accordingly, the management has applied the following estimates / assumptions / judgments in preparation and presentation of financial statements:

**(i) Property, Plant and Equipment, Intangible Assets and Investment Properties**

The residual values and estimated useful life of PPEs, Intangible Assets and Investment Properties are assessed by technical team duly reviewed by the management at each reporting date. Wherever the management believes that the assigned useful life and residual value are appropriate, such recommendations are accepted and adopted for computation of depreciation/ amortization. Also, management judgment is exercised for classifying the asset as investment properties or vice versa.

**(ii) Current Taxes**

Calculations of income taxes for the current period are done based on applicable tax laws and management's judgments by evaluating positions taken in tax returns and interpretations of relevant provisions of law.

**(iii) Contingent Liabilities**

Management judgments is exercised for estimating the possible outflow of resources, if any, in respect of contingencies / claims / litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

**(iv) Impairment of Trade receivables**

The impairment for financial assets are done based on assumptions about risk of default and expected loss rates. The assumptions, selection of inputs for calculation of impairment are based on management judgments considering the past history, market conditions and forward-looking estimates at the end of each reporting date.

**(v) Impairment of Non-financial assets (PPE/Intangible Assets / Investment Properties)**

The impairment of non-financial assets is determined based on estimation of recoverable amount of such assets. The assumptions used in computing the recoverable amount are based on management judgments considering the timing of future cash flows, discount rates and the risks specific to the asset.

**(vi) Defined Benefit Plans and Other long term benefits**

The cost of the defined benefit plan and other long term benefits, and the present value of such obligation are determined by the independent actuarial valuer. Management believes that the assumptions used by the actuary in determination of the discount rate, future salary increases, mortality rates and attrition rate are reasonable. Due to the complexities involved in the valuation and its long term nature, this obligation is highly sensitive to changes in these assumptions.

**(vii) Fair value measurement of financial instruments**

When the fair values of financial assets and financial liabilities could not be measured based on quoted prices in active markets, management uses valuation techniques including the Discounted Cash Flow (DCF) model, to determine its fair value. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgments is exercised in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility.

**NOTE 26: OTHER SIGNIFICANT NOTES:**
**[All Financial figures reported are in Rs. In lacs unless otherwise specifically mentioned]**
**26.1.. Directors' Remuneration**

Managing Director's Remuneration	YE 31.03.2023	YE 31.03.2022
Salary	15.00	15.00
Perquisites	45.00	43.75
Total	60.00	58.75
Other Directors remuneration	Nil	Nil

The above managerial remuneration has been paid as minimum remuneration in the absence of inadequacy of profits as approved by the shareholders.

**26.2. The details of contingent liability not provided for in the books of accounts as on 31<sup>st</sup> March 2023 are as follows:**

Details of contingent liability	YE 31.03.2023 Amount Rs	YE 31.03.2022 Amount Rs
Custom Duty	84.86	84.86
Inventory (Refer Note below)	2.35	Nil

*Note: We draw attention to Note No. 3 of the Financial Statements wherean amount of Rs.2.35 Lacs (considered for Inventory valuation) is seized by the Bureau of Indian Standards on account of using a product with BIS Standard mark covered under QCO, S.O.No.1203 (E) dated 12/03/2021. The contingent liability on account of the same is unascertainable.*

**26.4..Related Party Transactions during the year ended 31<sup>st</sup> March 2023:**
**1. Relationships**
**a. Key Management Personnel**

Mr. B. Popatlal Kothari - Managing Director  
 Mr.P Kashyap Kothari – Chief Financial Officer  
 Mrs.Jagruti Jain — Company Secretary

**b. Relatives of Key Managerial Personnel:**

Mr P Nitya Kothari  
 Mrs Manjula Kothari P (Propx: Kashyap Wire Products)

**2. Transactions carried out with related parties referred to in 1 above, in ordinary course of business:**

Name of the related party	Amount Rs.	Amount Rs.	Nature of transaction
	YE 31.03.2023	YE 31.03.2022	
Mr. B.Popatlal Kothari	60.00	58.75	Remuneration (including perquisites)
Mr. B.Popatlal Kothari	4.80	4.20	Rent for Office
	4.05	4.05	Rental Advance for Office Premises
Mr. P Kashyap Kothari	23.22	22.68	Remuneration
P Nitya Kothari	7.17	6.84	Rent for Godown
	4.20	4.20	Rental Advance for Godown
Kashyap wire products	5.19	20.79	Purchase of Materials (steel wire)
Kashyap wire products	102.02	86.24	Job work – wire drawing charges
Mrs. Jagruti Jain	4.96	4.58	Remuneration

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

Name of the parties	Balance as at 31.03.2023	Balance as at 31.03.2022	Purpose for which the loan was proposed to be utilized as indicated by the party
J HajaFunyamin	9.03	9.03	Business
Bhushan Fin Corporation	28.00	28.00	Business
Bhushan Kothari (Huf)	11.20	11.20	Business
BherulalRupchandji	28.00	28.00	Business
Adeswar Investment	12.84	12.84	Business
ShaRatanrajMahendrakumar	6.53	6.53	Business
JamuBai	28.00	28.00	Business
Vishal Kothari Huf	11.20	11.20	Business
Vishal Investment	48.58	33.60	Business
SKB Enterprises	10.94	10.94	Business
M Sudhakar	3.74	3.74	Business
Vijayalakshmi Enterprises	-	16.62	Business
Sri Manikandan Enterprise	9.16	9.16	Business

26.5. 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.

26.6. Earnings and Expenditure in Foreign Exchange:

SNo.	Details	FYE 31.03.2023	FYE 31.03.2022
1	CIF Value of imports:		
	Raw materials, stores and spares	394.77	813.58
	Capital goods	Nil	Nil
2	Expenditure in foreign currency (Tender charges)	Nil	Nil
3	Earnings in foreign exchange:		
	FOB Value of Exports	264.14	42.84

26.7. Under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) which came into force from October 02, 2006, certain disclosures are required to be made relating to Micro, Small and Medium enterprises. The Company has not received any memorandum as required to be filed by the suppliers with the notified authorities under the above said act claiming their status as micro, small or medium enterprises. Consequently, the amount paid / payable to these parties is considered to be Nil.

26.8. The amount shown as outstanding from Trade receivables includes an amount of Rs.25.77 lakhs which are subject to dispute. However, the management considers the amount as fully realizable and hence they are considered as good.

**26.9 Other Statutory Information (to the extent applicable) - Part:1**

(i) There is no Immovable Property, title deeds of those are not held in the name of the Company.

(ii) The Company has no investment property and accordingly its fair valuation is not required at year end.

(iii) & (iv) No revaluation of Property, Plant & Equipment (Including ROU) & Intangible assets has been carried out during the year.

(v) The Company has not granted any loans or advances in the nature of loans to promoters, directors, KMPs or other related parties as defined under Companies Act, 2013, either severally or jointly with any other person and no balances towards the same is outstanding as on the end of the financial year.

(vi) Capital work in progress relates to currently ongoing project for building construction and is outstanding for less than a year. None of the Capital Work in progress are overdue or exceeded its cost compared to its original plan and none of the projects have been suspended during the year.

(vii) The Company does not have any intangible assets under development.

(viii) The Company neither have any Benami property, nor any proceeding has been initiated or pending against the Company for holding any Benami property.

(ix) With regard to the borrowings made by the Company from banks on the basis of security of its current assets, the company regularly submits the prescribed returns or statements of current assets at periodic intervals. The statements and returns are in agreement with the books of accounts and there are no material discrepancies.

(x) The Company is not declared wilful defaulter by any bank or financial institution or other lender.

(xi) The Company does not have any transactions with companies struck off.

(xii) The Company does not have any charges or satisfaction which is yet to be registered with Registrar Of Companies (ROC) beyond the statutory period.

(xiii) The Company has not made any investments till 31-03-2022 in Subsidiaries hence compliance with number of layers prescribed under clause (87) of Section 2 of the Act read with Companies (restriction on number of layers) Rules, 2017 is not applicable

(xiv). The prescribed financial ratios are furnished in Note 23 above.

(xv) Compliance with approved Scheme(s) of arrangements in terms of Sec 230 - 237 of Companies Act 2013 – Not Applicable

(xvi) (A) The Company has not advanced or loaned or invested funds in any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or - provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

(xvi) (B) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall: - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

#### **Other Statutory Information (to the extent applicable) - Part:2**

(i) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

(ii) The provisions of section 135 of the Companies Act, 2013, relating obligation to spend on Corporate Social Responsibility is not applicable to the Company during the financial year.

(iii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

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

26.11 Previous year figures have been reclassified wherever necessary to correspond to the current year classification.

As per our report attached  
For Poonam Ankit and Associates  
Chartered Accountants  
FRN:017409s

for and behalf of the Board of Directors

POONAM JAIN M  
Partner [M.No: 228039]  
UDIN: 23228039BGVSD5381

B. RANJIT KUMAR KOTHARI  
Director  
DIN: 01560805

B POPATLAL KOTHARI  
Managing Director  
DIN: 00594168

JAGRUTI JAIN  
Company Secretary

P KASHYAP KOTHARI  
Chief Financial Officer

Place: Chennai  
Date : 30<sup>TH</sup> MAY 2023

*A Trusted Name in Welding*



**RASI ELECTRODES LTD.,**

**AN ISO 9001:2015 CERTIFIED COMPANY**

MANUFACTURERS OF SMAW ELECTRODES,  
WIRES (CO<sub>2</sub> & EL-8) & MARKETERS OF  
WELDING CONSUMABLES AND EQUIPMENTS



**Range of Products from RASI**



MMAW Welding  
Electrodes  
Conventional & EHIP  
Electrodes



S.A.W. Wire & Flux



Welding Equipment  
All Ranges



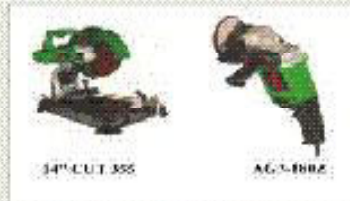
TUNGSTEN  
ELECTRODES  
FOR TIG WELDING



MIG/MAG (CO<sub>2</sub>) WIRES  
Flux Cored Wires,  
And TIG WIRES Etc.,



Natural Rutile Ore



POWER TOOLS



Grinding &  
Cut Off Wheels



Filler Wire for TIG Welding



**RASI ELECTRODES LIMITED.,**

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