



RASI ELECTRODES LTD CIN: L52599TN1994PLC02698Q



DECLARATION OF RESULT OF POSTAL BALLOT AND ELECTRONIC VOTING HELD DURING THE PERIOD FROM 11TH MARCH 2015 TO 9TH APRIL 2015

RASI ELECTRODES LIMITED HAVE, THROUGH THE Notice dated 26TH FEBRUARY 2015 sent to all its shareholders, sought approval by way of passing Ordinary / Special Resolution on SIX item of special business proposed therein through Postal Ballot or Electronic Voting by shareholders. As per provisions of section 108 of the Companies Act, 2013, read with the applicable rule 22 and rule 20 of the Companies (Management and Administration) Rules, 2014, and also Clause 35B of the revised Listing Agreement executed with the Stock Exchange, the Company has sought voting through postal ballot and have also provided electronic voting facilities to its shareholders through Central Depository Services (India) Limited (CDSL) in respect of special business proposed in the Notice dated 26TH FEBRUARY 2015. The postal ballot and E-Voting process commenced from 11TH MARCH 2015 10.00 A.M. IST and concluded on 9TH APRIL 2015 at 6.00 P.M.IST.

The Board of Directors have appointed Mr A M Gopikrishnan, Practicing Company Secretary, as the Scrutinizer for the Postal Ballot and E-voting process. The Scrutinizer has carried out the scrutiny of all the postal ballots received and electronic votes received up to the close of working hours on 9TH APRIL 2015 and submitted his report on SATURDAY, the 11TH APRIL 2015 and the following results were announced by the Chairman on SATURDAY, the 11TH APRIL 2015:

S.No.	Item of Business	In favour of the Resolution			Against the Resolution		
		No.of members	No.of Votes cast	% of total number of valid votes cast	No.of members	No.of Votes cast	% of total number of valid votes cast
1	Ordinary Resolution for sub-division of shares of the Company	48	1986299	99.6922%	2	1080	0.0542%
2	Special Resolution for alteration of the Capital Clause of the Memorandum of Association of the Company.	49	1987279	99.7414%	1	100	0.0050%
3	Special Resolution for alteration of the Capital Clause of the Articles of Association of the Company.	49	1987279	99.7414%	1	100	0.0050%



Manufacturers & Marketers of Welding Electrodes and Consumables

Admn. Off : 21, Raja Annamalai Road, Flat No. A/14, 3rd Floor, Chennai-84. Ph : +91-44-26424523 / 7884 Fax : +91-44-42027464 Email : info@rasielctrodes.com
 Visit us : www.rasielctrodes.com Factory : Upperapalayam Village, Alaimathi Post, Radhilla, Chennai - 52. Ph : +91-44-26310511, 26310512, 9381023215
 Registered Office : 44/4, Strolten Muthia Mudali Street, Chennai - 79.

Customer Care : +91-044-26401822

4	Special Resolution approving amendment to Memorandum of Association to facilitate borrowings.	49	1987279	99.7414%	1	100	0.0050%
5	Special Recording for according consent to the Board of Directors to borrow funds up to a limit of Rs 100 crores outstanding at any point in time	47	1982799	99.5165%	4	4780	0.2399%
6	Special Resolution for according consent to the Board of Directors to Mortgage the properties of the company to secure borrowings made up to a limit of Rs 100 crores outstanding at any point in time	47	1982799	99.5165%	3	4580	0.2298%

Accordingly, the abovementioned special resolution is declared passed unanimously. The above mentioned Special Resolution is deemed to be passed on 11TH APRIL 2015.

FOR RASI ELECTRODES LIMITED

B Popatlal Kothari
B POPATLAL KOTHARI
CHAIRMAN
CHENNAI
DATED 11TH APRIL 2015





RASI ELECTRODES LTD CIN: L52599TN1994PLC026980



CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY THE SHAREHOLDERS THROUGH POSTAL BALLOT AND ELECTRONIC VOTING ON 11TH APRIL 2015

1.SPLIT OF EQUITY SHARES

THE FOLLOWING RESOLUTION WAS PASSED AS A ORDINARY RESOLUTION WITH UNANIMOUS CONSENT OF THE SHAREHOLDERS WHO HAVE VOTED THROUGH POSTAL BALLOT AND ELECTRONIC VOTING:

"RESOLVED that pursuant to the provisions of Section 61(1)(d), 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned Statutory Authority(ies), each Equity Share of the Company having a face value of Rs. 10 each fully paid-up be sub-divided into 5 (five) Equity Shares of face value of Rs. 2 each fully paid-up."

"RESOLVED FURTHER that on sub-division, 5 (five) Equity Shares of face value of Rs.2 each be allotted in lieu of existing 1 (one) Equity Share of Rs. 10 each, subject to the terms of the Memorandum and Articles of Association of the Company."

"RESOLVED FURTHER that on sub-division of Equity Shares as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of the face value of Rs. 10 each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may, without requiring the surrender of the existing share certificate(s), directly issue and dispatch the new share certificate(s) of the Company, in lieu of such existing share certificate(s) subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in the case of Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Members with the depository participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division."

"RESOLVED FURTHER that the Board of Directors of the Company, which expression shall also include a Committee thereof, be and is hereby authorized to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s) or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

2.AMENDMENT TO CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION

THE FOLLOWING RESOLUTION WAS PASSED AS A SPECIAL RESOLUTION WITH UNANIMOUS CONSENT OF THE SHAREHOLDERS WHO HAVE VOTED THROUGH POSTAL BALLOT AND ELECTRONIC VOTING:



Manufacturers & Marketers of Welding Electrodes and Consumables

Admn. Off: 21, Raja Annamalai Road, Flat No. A/14, 3rd Floor, Chennai-04. Ph: +91-44-26424523 / 7884 Fax: +91-44-42027454 Email: info@rasielectrodes.com
Visit us: www.rasielectrodes.com Factory: Upparapalayam Village, Almathi Post, Redhills, Chennai - 52. Ph: +91-44-26310511, 26310512, 9381023215
Registered Office: 44/4, Stroten Muthia Mudali Street, Chennai - 79.

Customer Care : +91-044-26401822

"RESOLVED that pursuant to provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to such other approval(s) from the concerned Statutory Authority(ies), Clause V of the Memorandum of Association of the Company relating to Capital be substituted by the following Clause:

"Clause V: The Authorized share capital of the company is Rs. 8,00,00,000/- (Rupees Eight Crores only) divided into 4,00,00,000 (Four crores) Equity Shares of Rs.2/- (Rupees Two only) each."

"RESOLVED FURTHER that the Board of Directors of the Company (which expression shall also include a Committee thereof) be and is hereby authorized to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s) or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

3.AMENDMENT TO CAPITAL CLAUSE OF ARTICLES OF ASSOCIATION

THE FOLLOWING RESOLUTION WAS PASSED AS A SPECIAL RESOLUTION WITH UNANIMOUS CONSENT OF THE SHAREHOLDERS WHO HAVE VOTED THROUGH POSTAL BALLOT AND ELECTRONIC VOTING:

"RESOLVED that pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other approval(s) from the concerned Statutory Authority(ies), Article 4(a) of the Articles of Association of the Company relating to Capital be substituted by the following Clause:

"Article 4(a): The Authorized Share Capital of the company is Rs.8,00,00,000/- (Rupees Eight Crores only) divided into 4,00,00,000 (Four crores) Equity shares of Rs.2/- each."

"RESOLVED FURTHER that the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorized to take such steps as may be considered necessary including the delegation of all or any of its powers herein conferred to any Director(s) or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

4.AMENDMENT TO OBJECTS CLAUSE OF MEMORANDUM OF ASSOCIATION TO FACILITATE BORROWINGS

THE FOLLOWING RESOLUTION WAS PASSED AS A SPECIAL RESOLUTION WITH UNANIMOUS CONSENT OF THE SHAREHOLDERS WHO HAVE VOTED THROUGH POSTAL BALLOT AND ELECTRONIC VOTING:

"RESOLVED THAT pursuant to section 13(1) of the Companies Act, 2013, the object clause of the Memorandum of Association be altered by including the following sub-clause as sub-clause (25) of clause III.(B) of the Memorandum of Association of the Company:

"Clause III (B) (25): To borrow or raise money with or without security or to receive money on deposit at interest or otherwise, in such a manner as the Company may think fit and in security of any such moneys to be borrowed, raised or received, to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company present or future.



5.BORROWING POWERS

THE FOLLOWING RESOLUTION WAS PASSED AS A SPECIAL RESOLUTION WITH UNANIMOUS CONSENT OF THE SHAREHOLDERS WHO HAVE VOTED THROUGH POSTAL BALLOT AND ELECTRONIC VOTING:

"RESOLVED THAT that pursuant to Section 180(1)(c) of the Companies Act, 2013, consent be and is hereby accorded to the Board of Directors of the Company, for borrowing moneys or providing guarantees for the moneys borrowed for the purposes of the Company from Banks, Financial Institutions or any other lenders, from time to time, notwithstanding that the moneys to be borrowed or guaranteed together with the moneys already borrowed or guaranteed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, provided however, that the aggregate of the amounts so borrowed or guaranteed and to be borrowed or guaranteed and outstanding at any time (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed Rs.100 crores. (Rupees one hundred crores only)."

6.POWER TO MORTGAGE THE PROPERTIES OF THE COMPANY

THE FOLLOWING RESOLUTION WAS PASSED AS A SPECIAL RESOLUTION WITH UNANIMOUS CONSENT OF THE SHAREHOLDERS WHO HAVE VOTED THROUGH POSTAL BALLOT AND ELECTRONIC VOTING:

"RESOLVED THAT pursuant to section 180(1)(a) of the Companies Act, 2013, approval be and is hereby accorded to the Board of Directors of the Company to provide and / or create security in favour of lenders by way of creation of charge, mortgage, hypothecation or pledge of the moveable or immoveable properties of the Company including book debts and/or intangible properties in order to secure the borrowings made by the Company from or the guarantees given by the company to Banks, Financial Institutions or any other lenders provided however, that the security provided and / or created for aggregate of the amounts so borrowed or guaranteed and to be borrowed or guaranteed and outstanding at any time (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed Rs.100 crores. (Rupees one hundred crores only)."

SD/-
CHAIRMAN

\\CERTIFIED TRUE COPY\\

FOR RASIELECTRODES LIMITED


B-POPATLAL KOTHARI
CHAIRMAN & MANAGING DIRECTOR



**REPORT OF SCRUTINIZER
(POSTAL BALLOT AND ELECTRONIC VOTING)**

Pursuant to Section 108 of the Companies Act, 2013 and Rule 22(9) read along with Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014)

To,
THE CHAIRMAN
RASI ELECTRODES LIMITED
CIN: L52599TN1994PLC026980
Administrative Office: A-14, Rams Apartment,
21, Raja Annamalai road,
Chennai-600084

Dear Sir,

I, **A M GOPIKRISHNAN, Practicing Company Secretary (FCS – 2276 / CP – 2051)** was appointed as scrutinizer in connection with conduct of poll through voting by Postal Ballot or Electronic Voting (e-voting) by and at the option of the Members of "**RASI ELECTRODES LIMITED**", which was held open during the period from **11TH MARCH 2015 (10.00.A.M.) to 9TH APRIL 2015 (6.00.P.M.)** for the purpose of scrutinizing the postal ballot and e-voting process in a fair and transparent manner and ascertaining the requisite majority on postal ballot & e-voting carried out as per the provisions of the Companies Act, 2013 and sub-rule (9) of Rule 22 read along with sub-rule (xi) of Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

I submit my report as under :

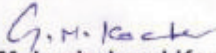
1. The postal ballot and e-voting period remained open from on Wednesday, 11th march 2015 at 10.00 a.m IST and ended on Thursday, 9th April 2015 at 06.00p.m. IST.
2. The Shareholders holding shares as on the "cut off" date, i.e. 27th February 2015 were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the notice dated 26th February 2015.
3. The shareholders opting for E-Voting voted directly at the website www.evotingindia.com hosted by Central Depository Services (India) Limited (CDSL) vide EVSN Reference No.: 150304005. The valid votes cast through Postal Ballots received by the Scrutinizer were also separately enumerated and consolidated votes were ascertained.

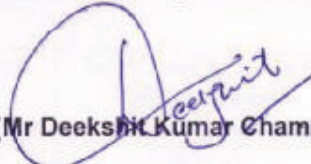


Page 1 of 6

4. The votes were unblocked on Friday, the 10th APRIL 2015 around 9.05 AM in the presence of two witnesses, namely, Mr G Mahavirchand Kochar, residing at 8, Pattabharam Street, Chennai-600079, and Mr Deekshit Kumar Champalal, residing at 41, Arumugam Street, Chennai-600001, who are not in employment of the Company.

They have signed below in the confirmation of the votes being unblocked in their presence.


(Mr G Mahavirchand Kochar)


(Mr Deekshit Kumar Champalal)

5. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", through e-voting and through postal ballot were downloaded from the e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com>)

6. The result of the postal ballot & e-voting is a under :

6.1.Resolution 1

Ordinary Resolution for sub-division of shares of the Company

Type of Resolution : Ordinary Resolution

Voted in favour of Resolution :

Number of Members Voted through postal ballot & e-voting system	Number of votes cast by them	% of Total Number of Valid Votes cast
48	1986299	99.6922%

Voted against the Resolution :

Number of Members Voted through postal ballot & e-voting system	Number of votes cast by them	% of Total Number of Valid Votes cast
2	1080	0.0542%

Invalid Votes :

Total Number of Members whose votes were declared invalid	Number of votes cast by them	% of Total Number of Valid Votes cast
7	5052	0.2536%

Result : The Ordinary Resolution is Carried with Requisite Majority.

Page 2 of 6



11/4/2015

6.2.Resolution 2

Special Resolution for alteration of the Capital Clause of the Memorandum of Association of the Company.

Type of Resolution : Special Resolution

Voted in favour of Resolution :

Number of Members Voted through postal ballot & e-voting system	Number of votes cast by them	% of Total Number of Valid Votes cast
49	1987279	99.7414%

Voted against the Resolution :

Number of Members Voted through postal ballot & e-voting system	Number of votes cast by them	% of Total Number of Valid Votes cast
1	100	0.0050%

Invalid Votes :

Total Number of Members whose votes were declared invalid	Number of votes cast by them	% of Total Number of Valid Votes cast
7	5052	0.2536%

Result : The Special Resolution is Carried with Requisite Majority.

6.3.Resolution 3

Special Resolution for alteration of the Capital Clause of the Articles of Association of the Company.

Type of Resolution : Special Resolution

Voted in favour of Resolution :

Number of Members Voted through postal ballot & e-voting system	Number of votes cast by them	% of Total Number of Valid Votes cast
49	1987279	99.7414%

Voted against the Resolution :

Number of Members Voted through postal ballot & e-voting system	Number of votes cast by them	% of Total Number of Valid Votes cast
1	100	0.0050%

Page 3 of 6



Invalid Votes :

Total Number of Members whose votes were declared invalid	Number of votes cast by them	% of Total Number of Valid Votes cast
7	5052	0.2536%

Result : The Special Resolution is Carried with Requisite Majority.

6.4.Resolution 4

Special Resolution approving amendment to Memorandum of Association to facilitate borrowings.

Type of Resolution : Special Resolution

Voted in favour of Resolution :

Number of Members Voted through postal ballot & e-voting system	Number of votes cast by them	% of Total Number of Valid Votes cast
49	1987279	99.7414%

Voted against the Resolution :

Number of Members Voted through postal ballot & e-voting system	Number of votes cast by them	% of Total Number of Valid Votes cast
1	100	0.0050%

Invalid Votes :

Total Number of Members whose votes were declared invalid	Number of votes cast by them	% of Total Number of Valid Votes cast
7	5052	0.2536%

Result : The Special Resolution is Carried with Requisite Majority.

6.5.Resolution 5

Special Recording for according consent to the Board of Directors to borrow funds up to a limit of Rs 100 crores outstanding at any point in time

Type of Resolution : Special Resolution

Voted in favour of Resolution :

Number of Members Voted through postal ballot & e-voting system	Number of votes cast by them	% of Total Number of Valid Votes cast
47	1982799	99.5165%



Voted against the Resolution :

Number of Members Voted through postal ballot & e-voting system	Number of votes cast by them	% of Total Number of Valid Votes cast
4	4780	0.2399%

Invalid Votes :

Total Number of Members whose votes were declared invalid	Number of votes cast by them	% of Total Number of Valid Votes cast
6	4852	0.2435%

Result : The Special Resolution is Carried with Requisite Majority.

6.6.Resolution 6

Special Resolution for according consent to the Board of Directors to Mortgage the properties of the company to secure borrowings made up to a limit of Rs 100 crores outstanding at any point in time

Type of Resolution : Special Resolution

Voted in favour of Resolution :

Number of Members Voted through postal ballot & e-voting system	Number of votes cast by them	% of Total Number of Valid Votes cast
47	1982799	99.5165%

Voted against the Resolution :

Number of Members Voted through postal ballot & e-voting system	Number of votes cast by them	% of Total Number of Valid Votes cast
3	4580	0.2298%

Invalid Votes :

Total Number of Members whose votes were declared invalid	Number of votes cast by them	% of Total Number of Valid Votes cast
7	5052	0.2535%

Result : The Special Resolution is Carried with Requisite Majority.



7. The Registers, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid postal ballot – cum – electronic voting event and thereafter the same will be handed over to the Company.

Thanking you,
Yours sincerely,


A.M. GOIKRISHNAN
PRACTICING COMPANY SECRETARY
FCS:2276; COP:2051

CHENNAI
DATED: 11th April 2015

