

Dated: 14th August 2023

To,

SURESH KUMAR MEHTA

No.376, MINT STREET,

SOWCARPET, CHENNAI-600001

Email : sureshfca@hotmail.com

Telephone: L- 044-25295897; M- 9840180841

Dear Madam,

Sub: Letter of appointment as an Independent Director

We are pleased to inform you that the Board of Directors of Rasi Electrodes Limited ("the Company") at their meeting held on 14th August 2023, have approved your appointment as an Independent Director of the Company for a term of five consecutive years commencing with effective from 14th August 2023 to 13th August 2028. Approval of the shareholders shall be taken at the ensuing 29th AGM to be held on 29th September 2023.

This letter sets out the terms & conditions for your appointment as Independent Director in terms of the requirements of Schedule IV of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

1. TENURE OF APPOINTMENT:

You will serve as an Independent Director for a 1st term of five consecutive years commencing from 14th August 2023 up to and including 28th August 2028, not liable to retire by rotation.

Pursuant to the provisions of the Act and SEBI Listing Regulations, your appointment is subject to approval of shareholders of the Company and other consents/approvals, if any.

Your appointment is not a contract of employment of the Company.

2. TERMS OF APPOINTMENT:

We have taken note of your confirmation that you meet the independence criteria as required pursuant to Section 149(6) of the Act and Regulation 16(b) of the SEBI Listing Regulations and your registration on the Independent Directors' databank, maintained by the Indian Institute of Corporate Affairs.

Declarations to be made on appointment:

Pursuant to your appointment as an Independent Director in the Company, you will be required to furnish the declarations and documents as may be required and furnished to you.

3.Board Committees

As advised by the Board, during the tenure of office, the independent directors may be required to serve on the Committees of the Board established by the Company. Upon appointment to any one or more committees, they will be provided with the Terms of Reference of that Committee.

4.Professional Conduct, Role and functions, duties

Independent Directors shall follow the (a) RASI Code of Conduct for Directors, (b) duties of directors prescribed under Section 166 of the Companies Act, 2013 and (c) Code of Independent Directors prescribed under Schedule IV to the Companies Act, 2013.

Manufacture & Marketing of All Grade Welding Electrodes , Co₂ Welding Wire, and Drawn Wire Etc.

Regd. Off : 21, Raja Annamalai Road, Flat No. A/14, Rams Appartment,3rd Floor, Chennai - 600 084, Ph : +91-44-26424523 / 7884 Email : info@rasielectrodes.com

Visit us : www.rasielectrodes.com, Factory : Upparapalayam Village, Alamathi Post, Redhills, Chennai - 52. 9381023215 / 9884361566

CIN : L52599TN1994PLC026980, Customer Care : +91-044-26401822

The Independent Directors were briefed about their role, functions, duties and rights as enshrined in the applicable listing regulations at the time of their appointment and also on a continuous basis as and when significant amendments were made and during the course of annual familiarization programme organized by the Company.

5. Remuneration

All Independent Directors will be paid a sitting fee as may be decided by the Board for every meeting of the Board and subcommittees of the Board.

Reimbursement of expenses for participation in the Board, sub-committees of the Board and general meetings will also be made.

6. Dealing in shares

Directors are prohibited from dealing in the company's shares during the period when the trading window is closed. Further, they are required to pre-clear all trades (buy/sell/gift) from the Compliance Officer of the Company. Directors are required to comply with applicable insider trading laws and regulations.

7. Training

Suitable training as and when needed and appropriate would be given.

8. Retirement Age

Retirement would be governed by Companies Act, 2013 and the rules made thereunder, Listing Agreement and other statutory provisions, from time to time.

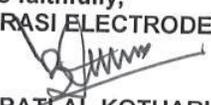
9. Evaluation

Evaluation of Directors' performance will be done by the Nomination and Remuneration committee of the Board and also by the Separate Meeting of Independent Directors. The Criteria for evaluation has been disclosed in the Company's Annual Report.

9. Acceptance of Letter of Appointment

Letter of appointment containing the above mentioned salient terms have been issued to you in terms of requirement of Companies Act, 2013 and SEBI (LODR) Regulations, 2015, and the Company may host the same on the website or share the same with regulators as may be required. We request your to kindly return the duplicate copy duly signed as accepted.

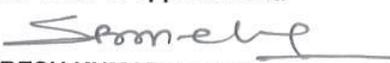
Thanking you,
Yours faithfully,
FOR RASI ELECTRODES LIMITED


B POPATLAL KOTHARI
MANAGING DIRECTOR
DIN 00594168
CHENNAI

DATED: 14.08.2023

ACCEPTANCE OF THE APPOINTMENT

I agree to the terms and conditions of my appointment as an Independent Director as set out above in the letter of appointment.


SURESH KUMAR MEHTA
INDEPENDENT DIRECTOR DIN: 07468733