

Dated: 14<sup>th</sup> August 2023  
To,  
KAVITA PATEL  
415, Triveni Apartments,  
No. 158, Beracah Road,  
Kellys, Kilpauk,  
Chennai — 600010  
Email : onlykavi29@gmail.com  
Mobile : 9962576077

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 14<sup>th</sup> August 2023, have approved your appointment as an Independent Director of the Company for a term of five consecutive years commencing with effective from 14<sup>th</sup> August 2023 to 13<sup>th</sup> August 2028. Approval of the shareholders shall be taken at the ensuing 29<sup>th</sup> AGM to be held on 29<sup>th</sup> 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 1<sup>st</sup> term of five consecutive years commencing from 14<sup>th</sup> August 2023 up to and including 28<sup>th</sup> 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**

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Manufacture & Marketing of All Grade Welding Electrodes , Co<sub>2</sub> 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

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.

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.

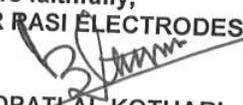
#### **9. Evaluation**

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.

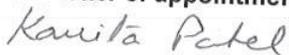
Thanking you,  
Yours faithfully,  
FOR RASI ELECTRODES LIMITED

  
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.



KAVITA PATEL  
INDEPENDENT DIRECTOR DIN: 09433199