



RASI ELECTRODES LTD.,

RASI ELECTRODES LIMITED



BRIEF PROFILE OF BOARD OF DIRECTORS INCLUDING DIRECTORSHIP AND FULL TIME POSITIONS IN BODIES CORPORATE REGULATION 46 (2)(ab) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (Listing Regulations)] [As amended on 08.08.2025]

1.Mr B RANJIT KUMAR KOTHARI, CHAIRMAN AND NON-INDEPENDENT DIRECTOR.

Name of the Director	Mr Ranjit Kumar Kothari
DIN	01560805
Designation	Chairman, Non-Independent Director
Date of Birth	23/07/1965
Qualification	Graduate
Expertise in specific functional areas	Around 36 Years Experience in various business such as Construction, Real Estate, Trading in Spices etc
List of other public Companies in which directorship held as on 31st March 2025	Arun Shanti Developers Private Limited
Chairman/Member of the Committees of the Boards of the other Companies in which he is a Director as on 31st March 2025	Nil
Shareholding as on 31st March 2025 (including holding as HUF)	990000
Relationship with other Directors	Related to Mr B Popatlal Kothari as his brother
The expertise/skills/competencies identified by the Board and available with the Director	<ul style="list-style-type: none"> • Cost reduction and cost control. • Strategic management • Liasoning skills • Business policies • Human resource management • Entrepreneurship.

1.Mr B POPATLAL KOTHARI, MANAGING DIRECTOR & CEO [NON-INDEPENDENT DIRECTOR].

Name of the Managing Director	Mr B Popatlal Kothari Managing Director & Chief Executive Officer [Non-Independent Director]
DIN	00594168
Date of Birth	17/09/1959
Qualification	Under Graduate
Expertise in specific functional areas	He is the main promoter director of the Company holding the position of Managing Director right from the inception of the Company. He has around 47 years of experience in managing diverse businesses ranging from welding products, agri-products,



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

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	FMCG products, etc. During his tenure, the Company has grown to its present stature surmounting several problems brought about by changing business cycle and when industry in general was facing adverse business conditions.
Date of first appointment on the Board	8 TH MARCH 1994
Number of Meetings of the Board attended during the year (FY 2023-24)	6/6
Directorships, Trusteeships, Partnerships, etc. held in other companies, firms, trusts, entities, etc.	Listed Companies: Nil Un-Listed Companies: BPK DEVELOPERS PRIVATE LIMITED
Memberships / chairmanships of committees of the Boards of other companies	Nil
Listed entities from which the person has resigned from the directorship in the past three years	Nil
Number of shares held in the Company (including shareholding as a beneficial owner)	B POPATLAL KOTHARI, as an individual, holds 4962030 Equity shares of Rs.2 each constituting about 15.94% of total share capital. POPATLAL KOTHARI & SONS HUF (in which Mr B Popatlal Kothari is the Karta), holds 218570 Equity shares of Rs.2 each constituting about 0.70% of total share capital.
Terms and conditions of the appointment including details of remuneration sought to be paid and the last remuneration drawn	Salary and Perquisites such that the total value falls within the the range of Rs.84 lakhs p.a. in the scale of Rs 5,00,000 (Rupees five lakhs only) per month in the scale of Rs 5,00,000 – Rs 7,00,000 per month. Mr B Popatlal Kothari has been paid a remuneration of Rs.60.00 lakhs for the year ended 31 st March 2024.



<p>Justification for appointment (including remuneration) and skills and capabilities required for the role and the manner in which the proposed person meets such requirements</p>	<p>He is the main Promoter of the Company functioning as its Managing Director 29 years right from its inception in the year 1995. The Company has grown to its present stature due to his adept leadership, technical acumen and manufacturing and marketing expertise and project management expertise. He is the keyman for the profitable functioning of the Company.</p> <p>He is associated with the Company right from its inception. He has in-depth knowledge about the technology related aspects of manufacture of welding electrodes and CCMS wire. He controls the entire business operations of the Company. As a founding promoter, his services are most suited to the requirements of the Company.</p> <p>Considering his qualification, experience and leadership acumen, the proposed remuneration is considered reasonable and in-keeping with the remuneration profile in the welding electrodes industry..</p>
<p>Nature of expertise in specific functional areas</p>	<p>He is associated with the Company right from its inception. He has in-depth knowledge about the technology related aspects of manufacture of welding electrodes and CCMS wire. He controls the entire business operations of the Company. As a founding promoter, his services are most suited to the requirements of the Company.</p>
<p>Relationship with other directors of the Board, or Key Managerial Personnel of the Company</p>	<p>The appointee Mr B Popatlal Kothari is related to the Directors Mr B Ranjit Kumar Kothari as his brother and to the Director Mrs Payal Jain as his Son's Wife and to the Mr Kashyap Kothari, CFO, as his Son. They are deemed to be interested in the resolution.</p>



<p>Other required disclosures</p>	<p>i. The proposed remuneration comprises of Salary and perquisites valued at cost to the company.</p> <p>ii. The proposed remuneration shall be paid as fixed remuneration and there are no variable component or performance linked incentives based on achievement of any performance criteria.</p> <p>iii. The remuneration as proposed in the resolution shall be paid to Mr B Popatlal Kothari, MD & CEO as minimum remuneration in the absence of or inadequacy of profits in any or all the financial years during his tenure of appointment and the said remuneration will be within the limits laid down under Schedule V to the Companies Act, 2013.</p> <p>iv. The appointment is contractual. No specific notice period or severance pay have been stipulated.</p> <p>v. No stock options is proposed to be granted.</p>
<p>The expertise/skills/competencies identified by the Board and available with the Director</p>	<ul style="list-style-type: none"> • 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 • Liasoning skills • Business policies • Human resource management • Entrepreneurship.

3. Mrs PAYAL JAIN, NON-INDEPENDENT DIRECTOR.

<i>Name of the Director</i>	Mrs Payal Jain
DIN	07181548
Designation	Non-Independent Director
Date of Birth	26/06/1985
Qualification	M.A. (Fine Arts)
Expertise in specific functional areas	She has experience in textile designing, interior decoration, art work and aesthetic designing, and public relations functions.
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board as on 31st March 2024	Nil
Shareholding as on 31st March 2024	nil



Relationship with other Directors	Related to Mr B Popatlal Kothari, Managing Director, as his son's wife
The expertise/skills/competencies identified by the Board and available with the Director	<ul style="list-style-type: none"> • Strategic management • Liasoning skills • Business policies • Human resource management • Entrepreneurship.

4. Mrs AASHIKA KUMARI, INDEPENDENT DIRECTOR.

Name of the Director	Mrs AASHIKA KUMARI
DIN	08455410
Date of Birth & Age	07.06.1991; 32 years.
Qualification	B.B.A., ACA
Experience / Brief Profile	She is a Practicing Chartered Accountant with around 8 years of post qualification experience. Good in analytics, Planning and Execution, Strategise things, Decision Making, Result Oriented and Quality delivery.
Date of first appointment on the Board	30 TH MAY 2024
Number of Meetings of the Board attended during the year (FY 2023-24)	6/6
Directorships, Trusteeships, Partnerships, etc. held in other companies, firms, trusts, entities, etc.	Nil
Memberships / chairmanships of committees of the Boards of other companies	Nil
Listed entities from which the person has resigned from the directorship in the past three years	Listed Companies: Nil Non-Listed Companies: Nil
Number of shares held in the Bank (including shareholding as a beneficial owner)	NIL
Terms and conditions of the appointment including details of remuneration sought to be paid and the last remuneration drawn	Appointed as Independent Director for a 2 nd Term of five years from 30.05.2024 to 29.05.2029 She will be paid sitting fees for Board Meetings and Committee Meetings attended by her and travelling and out of pocket expenses for attending meetings. She shall not be paid any other remuneration or benefits.



Justification for appointment (including remuneration) and skills and capabilities required for the role and the manner in which the proposed person meets such requirements	She is a Chartered Accountant have considerable experience in various facets of finance and controls. She has contributed immensely for the benefit of the Company by regularly participating in the Board and Committee deliberations. Her Finance and Audit Expertise shall be of immense use to the Company in establishing good corporate governance and guidance for progress.
Nature of expertise in specific functional areas	As a Practising Chartered Accountant she specializes in Audit, Finance and business analytics
Relationship with other directors of the Board, or Key Managerial Personnel of the Company	Not related to any other director or KMP
The expertise/skills/competencies identified by the Board and available with the Director	<ul style="list-style-type: none"> • Finance and treasury management. • Strategic management • Legal and Regulatory framework.

5.Mr SURESH KUMAR MEHTA, INDEPENDENT DIRECTOR.

Name of the Director	Mr SURESH KUMAR MEHTA
DIN	07468733
Age	59 years
Designation	Independent Director
Date of Birth	20.11.1963
Qualification	B.A.Corp.,FCA.
Expertise in specific functional areas & Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Mr SURESH KUMAR MEHTA as around 30 years of experience as a Practising Chartered Accountant.
Relationship with other Directors and KMPs	Not related to any other director or KMP
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;	Nil
Chairman/Member of the Committees of the Boards of the other Companies in which he is a Director as on 14th August 2023	Nil
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;	Nil



Shareholding in the Company including shareholding as beneficial holder	NIL
In case of Independent Director, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	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.
Relationship with other Directors and KMPs	Not related to any other director or KMP
The expertise/skills/competencies identified by the Board and available with the Director	<ul style="list-style-type: none"> • Audit, Tax Audit & Financial Reporting. • Finance and treasury management. • Project Analysis and Project Management, Credit appraisal and Loan Syndication. • Capital Market Management and Operations. • Strategic management • Legal and Regulatory framework. • Liasoning skills • Business policies

6.Ms KAVITA PATEL, INDEPENDENT DIRECTOR.

Name of the Director	Ms KAVITA PATEL
DIN	09433199
Age	58 years
Designation	Independent Director
Date of Birth	29.06.1965
Qualification	B.Com.
Expertise in specific functional areas & Skills and capabilities required for the role and the manner in which the Directors meet the requirements	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.
Relationship with other Directors and KMPs	Not related to any other director or KMP
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;	Narendra Properties Limited



Chairman/Member of the Committees of the Boards of the other Companies in which he is a Director as on 14th August 2023	Chairman – Nomination & Remuneration Committee – Narendra Properties Limited
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;	NIL
Shareholding in the Company including shareholding as beneficial holder	NIL
In case of Independent Director, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	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.
Relationship with other Directors and KMPs	Not related to any other director or KMP
The expertise/skills/competencies identified by the Board and available with the Director	<ul style="list-style-type: none"> • Liasoning skills; Business policies; Entrepreneurship Finance & Accounting

FOR RASI ELECTRODES LIMITED


B POPATLAL KOTHARI
MANAGING DIRECTOR DIN 00594168

CHENNAI
DATED: 08.08.2025

