



**RASI ELECTRODES LTD.,**



Ref:REL/0462/2018-19  
February 14, 2019

To,

Department of Corporate Services  
THE STOCK EXCHANGE, MUMBAI,  
PHIROZE JEEJEEBHOY TOWERS  
DALAL STREET  
MUMBAI-400001

Dear Sir,

**Sub: FAMILIARISATION PROGRAM CONDUCTED FOR INDEPENDENT DIRECTORS**

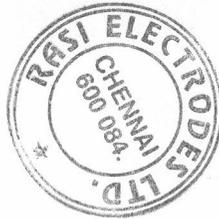
We wish to inform you that a familiarisation program was conducted for Independent Directors on THURSDAY, the 14<sup>th</sup> FEBRUARY 2019. The summary details of the program is enclosed for your record.

We request you to kindly take the same on record and acknowledge the receipt of the same.

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

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**RASI ELECTRODES LIMITED (RASI)**

**FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS CONDUCTED ON THURSDAY, the  
14<sup>TH</sup> FEBRUARY 2019**

**I. INDEPENDENT DIRECTORS ATTENDANCE AT FAMILIARISATION PROGRAM:**

The Familiarisation Programme was conducted for the benefit of the Independent Directors on the Board of the Company on THURSDAY, the February 14, 2019. The Programme commenced at 14.00 Hrs. on 14.02.2019 and concluded at around 17.00 Hrs.

The following Independent Directors attended the Familiarisation Programme held on 14.02.2019:

SNo.	Name of the Independent Director attending the Programme	Designation	No. of hours spent on the program
1	Mr Hitesh M Dharamshi	Independent Director	3 hours
2	Mr Ajay Goyal	Independent Director	3 hours
3	Mr N Prakash Kumar	Independent Director	3 hours

The following other Directors, KMPs & Senior Management Personnel (SMPs) also attended the Programme:

SNo.	Name of the Other Directors'/ KMPs / SMPs attending the Programme	Designation
1	Mr B Ranjit Kumar Kothari	Chairman & Director
2	Mr B Popatlal Kothari	Managing Director
3	Mrs Payal Jain	Director
4	Mr P Kashyap Kothari	Chief Financial Officer
5	Mrs Jagruti Jain	Company Secretary & Compliance Officer

**II. SCOPE OF THE PROGRAM:**

The Managing Director, Company Secretary, Chief Financial Officer and other SMPs of the Company briefed the Independent Directors in detail on the following aspects relating to their respective functional areas of responsibilities:

- i. The state of affairs of the Company, its business prospects and financial prospects.
- ii. The nature of welding electrodes business in which the company is presently engaged.
- iii. The business model and conservative business bias.
- iv. Technological developments and the Company's strategy in adapting to the changing technological environment.



- v. Expansion project undertaken by the company and the performance of the newly installed plant and machineries in the past year since they were installed.
- vi. Competition in the business and counter strategies adopted by the Company to keep abreast of the competition.
- vii. Customer profile and policy of the Company towards various segments of customers.
- viii. Contractors, vendors supporting the company and the operational infrastructure put in place and nurtured by the company.
- ix. Financial metrics affecting the operations of the company.
- x. Current state of the economy, political scenario and its impact on the company and its business.
- xi. Regulatory developments especially with regard to GST, impact of the latest interim budget proposals, SEBI (LODR) Regulations, SEBI (Insider Trading) Regulations, Guidelines issued by SEBI regarding Board evaluation and its applicability to the Company, Recommendation made by the Nomination and Remuneration Committee on the modalities for conducting Board Evaluation and review in keeping with the letter and spirit of the SEBI Guidelines and other regulatory requirements, etc.
- xii. Obligation of Directors and Senior Management Personnel to adhere to the Code of Conduct, Fair Disclosure requirements, Related Party Disclosures, etc. The relevant requirements to be complied under the Companies Act, 2013, SEBI (LODR) Regulations, 2015, SEBI (SAST) Regulations, SEBI (PIT) Regulations, 2015,
- xiii. Familiarisation of the Directors & Senior Management personnel with the requirements under the SEBI (Prevention of Insider Trading) Regulations, 2015, with regard prohibition of trading in the shares of the company by the Directors, specified senior Management personnel and their connected persons when in possession of UPSI, definition of connected persons, definition of UPSI, periods during which trades are not to be effected, adherence to code of conduct, facilities put in place by the Company for obtaining approval for trading plan, pre-clearance of trades, reporting of trades to the company and the Stock Exchange, communicating of trading window closure schedule by the company, forms and formats of letter to be used and their obligations in this regard, penalties prescribed under the regulations for various violations have been explained in detail.
- xiv. Role of Directors, Independent Directors and guidance expected from them.

for RASI ELECTRODES LIMITED,

  
**B POPATLAL KOTHARI**  
**MANAGING DIRECTOR**  
**DIN: 00594168**  
**CHENNAI**

**DATED: 14<sup>th</sup> February 2019**

