

RASI ELECTRODES LIMITED

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS [SECTION 149(8) READ WITH SCHEDULE IV TO THE COMPANIES ACT 2013 AND REGULATION 46 (2)(b) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (Listing Regulations)] [As amended on 14-08-2023]

Name of Independent Director	Term	Shareholder approval date	Date of Appointment /Re-appointment	Date of cessation
Mr HITESH M DHARAMSHI (DIN: 00207799)	1 st term 2 nd term	29-09-2014 26-09-2018	29-09-2014 01-04-2019	31-03-2019 31-03-2024
Mr K AJAY GOYAL (DIN: 00513570)	1 st term 2 nd term	29-09-2014 20-09-2018	29-09-2014 01-04-2019	31-03-2019 31-03-2024
Mrs AASHIKA KUMARI [DIN: : 08455410]	1 st term	26-09-2019	30-05-2019	29-05-2024
Mr SURESH KUMAR MEHTA [DIN: 07468733]	1 st term	29-09-2023	14-08-2023	13-08-2028
Ms KAVITA PATEL [DIN: 09433199]	1 st term	29-09-2023	14-08-2023	13-08-2028

Terms of Reference

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.

Professional Conduct, Role and functions, duties



Manufacturers & Marketers of Welding Electrodes and Consumables

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.

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.

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.

Training

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

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.



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.

Letter of Appointment

Letter of appointment containing the above mentioned salient terms have been issued to all the Independent Directors immediately upon their appointment.


B POPATLAL KOTHARI
MANAGING DIRECTOR
DIN 00594168



CHENNAI
DATED: 14.08.2023