

RASI ELECTRODES LIMITED (RASI)

CRITERIA FOR EVALUATION

As mandated by the Board of Directors, the Nomination and Remuneration Committee of the Board have, at their meeting held on 30th May 2015, have formulated the following criteria to be followed for evaluation of the Board, Independent Directors, Non-Independent Directors and Audit Committee:

Criteria for evaluation of the Board and non-independent directors at a separate meeting of Independent Directors :

1. Composition of the Board and availability of multi-disciplinary skills.

Whether the Board comprises of Directors with sufficient qualifications and experience in diverse fields to make RASI a versatile institution.

2. Commitment to good Corporate Governance Practices

- (a) Whether the company practices high ethical and moral standards.
- (b) Whether the company is fair and transparent in all its dealings with the stakeholders.

3. Adherence to Regulatory Compliance

Whether the Company adheres to the various Government regulations.....Local, State and Central, in time.

4. Track record of financial performance

Whether the Company has been consistently recording satisfactory and profitable financial performance year on year adding to shareholder value.

Whether the Company is transparent in all its disclosures on financial data.

5. Grievance redressal mechanism

Whether a proper system is in place to attend to the complaints / grievances from the shareholders, depositors (if any), customers, employees and others quickly and fairly.

6. Risk Management System

Whether the Company has an adequate and robust system for managing various risks affecting its business.



Criteria for evaluation of Chairman at separate meeting of Independent Directors :

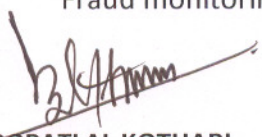
1. Leadership qualities
2. Standard of Integrity
3. Understanding of Macro economic trends and Micro Industry trends.
4. Public Relations
5. Future Vision and Innovation

Criteria for evaluation of Independent Directors by the entire Board :

1. Qualifications & Experience
2. Standard of Integrity
3. Attendance in Board Meetings/AGM
4. Understanding of Company's business
5. Value addition in Board Meetings

Criteria for evaluation of the Audit Committee by the Board :

1. Qualification & Experience of members
2. Depth of review of financial performance
3. Oversight of Audit & Inspection
4. Review of regulatory compliance
5. Fraud monitoring


B POPATLAL KOTHARI
MANAGING DIRECTOR

CHENNAI
DATED: 30.05.2015

