

## 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]

Name of Independent Director	Term	Shareholder approval date	Date of Appointment /Re-appointment	Date of cessation
Mr Hitesh M Dharamshi DIN: 00207799	1 <sup>st</sup> term	29-09-2014	29-09-2014	31-03-2019
	2 <sup>nd</sup> term	26-09-2018	01-04-2019	31-03-2024
Mr Ajay Goyal DIN: 00513570	1 <sup>st</sup> term	29-09-2014	29-09-2014	31-03-2019
	2 <sup>nd</sup> term	26-09-2018	01-04-2019	31-03-2024
Mrs Aashika Kumari DIN: 08455410	1 <sup>st</sup> term	26-09-2019	30-05-2019	29-05-2024

#### 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

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.



## **Remuneration**

All Independent Directors will be paid a sitting fee as may be approved by the Board 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 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 Regulations and other statutory provisions, from time to time.

## **Evaluation**

Evaluation of Directors' performance will be done by the Nomination, Compensation and Remuneration committee of the Board. The Criteria for evaluation has been disclosed in the Company's Annual Report.

## **Directors' and Officers' Liability Insurance Policy**

The Company will provide D & O Liability Insurance Policy Cover in the manner and extent required.



## Letters of appointment

Letters of appointment outlining the terms of appointment and other required statutory matters have been issued to the each of the Independent Directors immediately upon their appointment.



**B POPATLAL KOTHARI  
MANAGING DIRECTOR**

**CHENNAI  
DATED: 26.09.2019**

