

# Rathi Steel And Power Ltd.

CIN : L27109DL1971PLC005905

**An ISO 9001 : 2000 Company**

Works & Corporate Office

A-3 Industrial Area South of G. T. Road Ghaziabad 201009 India

Phone (0120) 2840346 to 51 Fax (0120) 2840352 to 53

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RSPL/BSE/  
12.01.2015

To,

The Manager (Operations)  
**BSE Limited**  
PhirozeJeejeebhoy Towers  
Dalal Street  
Mumbai- 400001

Dear Sir,

*Sub: -Quarterly Corporate Governance Report for the Quarter ended December 2014*

In accordance with provision of the Listing Agreement with Bombay Stock Exchange Limited, please find enclosed herewith the Copy of Quarterly Corporate Governance Report for the Quarter ended on 31<sup>st</sup> December 2014.

Hope you will find the same in order and taken on record.

1. *Corporate Governance Report for Quarter ended on 31<sup>st</sup> December 2014.*

Thanking You,

Your Faithfully,

**For, RathiSteel AndPower Limited**  
*For Rathi Steel And Power Ltd.*



(Pradeep Kumar Rathi) *Director*

Managing Director

Din: 00012596

Add: 26 A, Sadhna Enclave, New Delhi, 110017

**Quarterly Compliance Report on Corporate Governance**

Name of the Company:

RATHI STEEL AND POWER LIMITED

Quarter ending on:

31<sup>st</sup> December 2014

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	The Board comprises of 2(Two) Executive and (2) Two Independent Directors.
(B) Independent Directors	49 (IIB)	Yes	Independent Directors are on board of the Company complying with the provision of Clause 49.
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	The Board meets periodically with maximum time gap of (4) months between two Board Meetings. No director of the company is member of more than 10 committees or is a chairman of more than 5 committees across all companies.
(E) Code of Conduct	49 (IIE)	Yes	Copy of code of conduct is available at the website of the Company. A declaration regarding compliance of conditions of the code of conduct will be given in the annual report 2014-2015.
(F) Whistle Blower Policy	49 (IIF)	Yes	The Company have adopted a Whistle Blower Policy.
<b>III. Audit Committee</b>	49 (III)	Yes	
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	Qualified and independent Audit Committee has been formed.
(B) Meeting of Audit Committee	49 (IIIB)	Yes	Members of the Audit Committee meet periodically to review the financial results of the Company.
(C) Powers of Audit Committee	49 (IIIC)	Yes	As per Clause 49 (IIIC) of the Listing Agreement.
(D) Role of Audit Committee	49 (IIID)	Yes	As per Clause 49 (IIID) of the

For Rathi Steel And Power Ltd.

*Pradeep Datta*

Director

			Listing Agreement.
(E) Review of Information by Audit Committee	49 (III E)	Yes	The Audit Committee periodically reviewed the information mentioned in Clause 49 (III E) of the Listing Agreement.
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	No	At least 3 Director, All of them shall be Only two Directors are Non-Executive. One non-executive director has to be appointed. We are in process to appoint.
<b>V. Subsidiary Companies</b>	49 (V)	N.A.	The company does not have material non-listed Indian Subsidiary Company.
<b>VI. Risk Management</b>	49 (VI)	Yes	The company has constituted risk management committee as per clause 49 w.e.f 01.10.2014
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	Related party transaction policy is in place.
<b>VIII. Disclosures</b>	49 (VIII)	Yes	
(A) Related party transactions	49 (VIII A)	Yes	At every meeting of Board a declaration regarding the material transaction with related party is disclosed and noted.
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	Treatment from that prescribed in accounting standards has been followed in preparation of the financial statements.
(C) Remuneration of Directors	49 (VIII C)	Yes	Will be Disclosed in Annual Report 2014-2015.
(D) Management	49 (VIII D)	Yes	Management Discussion and Analysis will be form part of Annual Report 2014-2015.
(E) Shareholders	49 (VIII E)	Yes	The following information are frequently provided to the equity shareholders of the Company. (A) Director's seeking appointment/re-appointment in the notice of Annual General Meeting. (B) Financial Results Quarterly / Yearly. (C) Shareholder's investor's grievances committee for redressal of investor's complaints. (D) Power to transfer/ Transmission of shares have been transferred to the

For Rathi Steel And Power Ltd.

*Pradip Rathi*

Director

			Registrar and Share Transfer Agent (RTA).
(F) Proceeds from public issues, rights, issue, preferential issues, etc	49 (VIII I)		The company has not comeout with any public issue, Right issue, preferential issues etc.
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	Certification form part of Annual Report 2014-2015 for reporting on corporate governance.
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	A separate section will be there in Annual Report 2014-2015 for reporting on Corporate Governance.
<b>XI. Compliance</b>	49 (XI)	Yes	Compliance Certificate received from auditor's regarding compliance on Corporate Governance will be annexed with the Director's Report in 2014-2015.

For Rathi Steel And power Ltd.

*Pradip Rathi*

Director