

Rathi Steel And Power Ltd.

CIN : L27109DL1971PLC005905

An ISO 9001 : 2000 Company

Works & Corporate Office

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Format of Quarterly Compliance Report on Corporate Governance

Name of the Company: RATHI STEEL AND POWER LIMITED
SCRIP Code: 504903

Quarter ending on: 30th September 2014

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I		
(A) Composition of Board	49(IA)	Yes	The Board comprises of 2(Two) Executive and (2) Two Independent Directors.
(B) Non-executive Directors compensation & disclosures	49 (IB)	Yes	The Non- Executive and Independent Directors of the Company have no pecuniary relation with the Company.
(C) Other provisions as to Board and Committees	49 (IC)	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.
D) Code of Conduct	49 (ID)	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 is given in the annual report 2013-2014.
II. Audit Committee	49 (II)	Yes	
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	Qualified and independent Audit Committee has been formed.
(B) Meeting of Audit Committee	49 (IIB)	Yes	Members of the Audit Committee meet periodically to review the financial results of the Company.
(C) Powers of Audit Committee	49 (IIC)	Yes	As per Clause 49(II) (C) of the Listing Agreement.
(D) Role of Audit Committee	49 (IID)	Yes	As per Clause 49(II) (D) of the Listing Agreement.
(E) Review of Information by Audit Committee	49 (IIE)	Yes	The Audit Committee periodically reviewed the information mentioned in Clause 49 (IIE) of the Listing Agreement.
III. Subsidiary Companies	49 (III)	N.A.	The company does not have material non-listed Indian Subsidiary Company.
IV. Disclosures	49 (IV)	Yes	

(A) Basis of related party transactions	49 (IV 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 (IV B)	Yes	Treatment from that prescribed in accounting standards has been followed in preparation of the financial statements.
(C) Board Disclosures	49 (IV C)	Yes	A procedure to inform the Board has been laid down and received periodically to assess / minimize risk.
(D) Proceeds from public issues, rights issues, preferential issues etc	49 (IV D)	N.A.	The company has not raised money through public issue, right issue, preferential issue etc. during the quarter.
(E) Remuneration of Directors	49 (IV E)	Yes	Disclosed in Annual Report 2013-2014.
(F) Management	49 (IV F)	Yes	Management Discussion and Analysis form part of Annual Report 2013-2014.
(G) Shareholders	49 (IV G)	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 Registrar and Share Transfer Agent (RTA).
V.CEO/CFO Certification	49 (V)	Yes	Certification form part of Annual Report 2013-2014 for reporting on corporate governance.
VI. Report on Corporate Governance	49 (VI)	Yes	A separate section will be there in Annual Report 2013-2014 for reporting on Corporate Governance.
VII. Compliance	49 (VII)	Yes	Compliance Certificate received from auditor's regarding compliance on Corporate Governance was annexed with the Director's Report in 2013-2014.

For Rathi Steel And Power Ltd.

Pradip Rathi

Auth. Signatory/Director