

**QUARTERLY CORPORATE GOVERNANCE REPORT**

Name of the Company:

Rathi Steel And Power Limited

Scrip Code:

504903

Quarter ended

31<sup>st</sup> March 2011

Particulars	Clause Listing Agreement	Compliance status Yes / No	Remarks
<b>I. Board of Directors</b>	<b>49-I</b>		<b>As per Annexure-I</b>
(A) Composition of Board	49(1A)	Yes	
(B) Non-Executive Directors compensation and disclosures	49(1B)	Yes	
(C) Other provisions as to Board and Committee	49(1C)	Yes	
(D) Code of Conduct	49(1D)	Yes	Declaration given in annual report 2009-10
<b>II. Audit Committee:</b>			<b>As per Annexure -II</b>
(A) Qualified and Independent Audit Committee	49(IIA)	Yes	
(B) Meeting and Audit Committee	49(II B)	Yes	
(C) Power of Audit Committee	49(II C)	Yes	
(D) Role of Audit Committee	49(II D)	Yes	
(E) Review of Information by Audit Committee	49(II E)	Yes	
<b>III. Subsidiary Company:</b>	49(III)	N.A.	
<b>IV. Disclosures:</b>			
(A) Basis of related party disclosures	49(IV A)	Yes	
(B) Disclosures of Accounting treatment	49(IV B)	Yes	
(C) Board Disclosures	49(IV C)	Yes	
(D) Proceeds from Public Issue, Right Issue, Preferential issue	49(IV D)	Yes	
(E) Remuneration of Directors	49(IV E)	Yes	Disclosed in Annual Report 2009-10
(F) Management	49(IV F)	Yes	Management discussion and analysis form part of annual report
(G) Shareholders	49(IV G)	Yes	
(V) CEO / CFO Certificates:	49 (V)	Yes	Declaration given in annual report 2009-10.
<b>(VI) Report on Corporate Governance:</b>	49(VI)	Yes	There was a separate section on Corporate Governance report for the year ended on 31/03/2010.
<b>(VII) Compliance:</b>	49(VII)	Yes	Compliance certificate received from the Auditors regarding compliance of corporate governance was annexed with director's report for the year ended 31/03/2010 was sent to all the share holders and to the stock exchange.



**Annexure-I**

**COMPOSITION OF BOARD AS ON 31-03-2011**

The composition of the Board as on 31/03/2011 was as under:

<b>(1) Shri Pradeep Rathi</b>	<b>Chairman and Managing Director</b>
<b>(2) Shri Prem Narayan Varshney</b>	<b>Whole Time Director</b>
<b>(3) Shri S.K. Daga</b>	<b>Independent Director</b>
<b>(4) Shri D.D. Lakhotia</b>	<b>Independent Director</b>
<b>(5) Shri Ranjit Khattar</b>	<b>Independent Director</b>

**Annexure-II**

**COMPOSITION OF AUDIT COMMITTEE AS ON 31-03-2011**

The Composition of the Audit Committee as on 31/03/2011 was as under:

<b>(1) Shri S.K. Daga</b>	<b>Chairman</b>
<b>(2) Shri D.D. Lakhotia</b>	<b>Member</b>
<b>(3) Shri Ranjit Khattar</b>	<b>Member</b>

Compliance officer of the Company acts as the secretary to the committee.

The Chairman and the other 2 members are independent Directors. All members of the Audit Committee are financially literate. Shri Ranjit Khattar is having professional qualification under the amended clause 49 as per listing agreement.

**Thanking You,  
Yours Faithfully**

**For Rathi Steel And Power Limited  
(Formerly: Rathi Udyog Limited)**



**NK Garg  
Company Secretary**

