

# 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  
Website [www.rathisteelandpower.com](http://www.rathisteelandpower.com) Email [info@rathisteelandpower.com](mailto:info@rathisteelandpower.com)

RSPL/SEC.DEPT/2015-2016/  
3rd July, 2015

To,  
Bombay Stock Exchange Limited  
Corporate Relationship Deptt.  
1st Floor, New Trading Ring  
Rotunda Building, P. J. Towers,  
Dalal Street, Fort,  
Mumbai-400001.

**SUB: CORPORATE GOVERNANCE REPORT QUARTER ENDED 30th JUNE,  
2015**

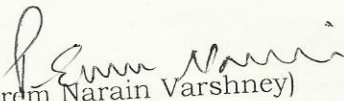
Dear Sir,

With reference the above, please find enclosed herewith Corporate Governance Report for the quarter ended 30th June, 2015 in the prescribed format.

We hope that you will find the same in order

Thanking You,

Your faithfully  
For **RATHI STEEL AND POWER LTD.**

  
(Prem Narain Varshney)  
**DIRECTOR**

**Encl: As above**



### Quarterly Compliance Report on Corporate Governance

Name of the Company:

RATHI STEEL AND POWER LIMITED

Quarter ending on:

30<sup>th</sup> June 2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (IIA)	No	Out of total strength of 5 Directors, 3 are Non-Executive, one them being woman director. Out of 5 directors, 2 directors are Independent.
(B) Independent Directors	49 (IIB)	Yes	Out of 5 directors, 2 directors are Independent.
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	No compensation/fee is paid to Non-Executive Directors
(D) Other provisions as to Board and Committees	49 (IID)	Yes	The Board meets periodically within maximum time gap of 120 days 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 201-15.
(F) Whistle Blower Policy	49 (IIF)	Yes	The Company has 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 Listing Agreement.
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	The Audit Committee periodically reviewed the information mentioned in Clause 49 (IIIE) of the Listing Agreement.
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	Complied
<b>V. Subsidiary Companies</b>	49 (V)	N.A.	Company has no any 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	There were no material related party transaction in this quarter.
<b>VIII. Disclosures</b>	49 (VIII)	Yes	
(A) Related party transactions	49 (VIIIA)	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 (VIIIB)	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) Stakeholders Relationship Committee for redressal of investor's complaints. (D) Power to transfer/



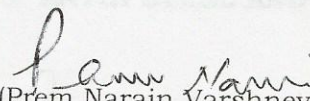
Steel And Power Ltd.

IN: 271031/2014-15

AN 27 0001 - 2000 Company

			Transmission of shares have been transferred to the Registrar and Share Transfer Agent (RTA).
(F) Proceeds from public issues, rights, issue, preferential issues, etc	49 (VIII I)	Yes	The company has issued Redeemable Cumulative Non Convertible Preference Shares on a Private Placement basis.
<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.**

  
(Prem Narain Varshney)  
**DIRECTOR**