

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 Email info@rathisteelandpower.com

RSPL/BSE/ 13.04.2015

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

Dear Sir,

Sub: -Quarterly Corporate Governance Report for the Quarter ended on March 31, 2015

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 31st March 2015.

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

1. *Corporate Governance Report for Quarter ended on 31st March 2015.*

Thanking You,

Yours Faithfully,

For, RathiSteel AndPower Limited

For Rathi Steel And Power Ltd.


(Prem Narain Varshney) *Director*

Whole time Director

Din: 00012709

Add: D-89, Ganga Vihar, Gakulpurai,

Shahdara, New Delhi- 110094

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Quarterly Compliance Report on Corporate Governance

Name of the Company:

RATHI STEEL AND POWER LIMITED

Quarter ending on:

31st March 2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (IIA)	No	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 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 2014-2015.
(F) Whistle Blower Policy	49 (IIF)	Yes	The Company has adopted a Whistle Blower Policy.
III. Audit Committee	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.

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Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
(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.
IV. Nomination and Remuneration Committee	49 (IV)	No	Two Directors are Non Executive Director.
V. Subsidiary Companies	49 (V)	N.A.	Company has no any Subsidiary Company.
VI. Risk Management	49 (VI)	Yes	The company has constituted risk management committee as per clause 49 w.e.f 01.10.2014
VII. Related Party Transactions	49 (VII)	Yes	Related party transaction policy is in place.
VIII. Disclosures	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) Shareholder's investor's

Rathi Steel And Power Ltd.

REGISTERED OFFICE

SAMBALPUR WORKS

Chauhan Market, Madanpur Khadar, Near Local Shopping Complex, Pocket D & E Sarita Vihar, New Delhi 110076 Phone 07503112104 Fax 26991063

Village Potapali-Sikirdi, Thana Burla Distt Sambalpur (Orissa) 768006

Director

Rathi Steel And Power Ltd.

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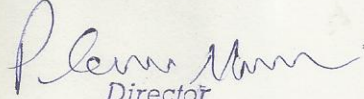
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Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
			grievances committee for redressal of investor's complaints. (D) Power to transfer/ Transmission of shares have been transferred to the Registrar and Share Transfer Agent (RTA).
(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.
IX. CEO/CFO Certification	49 (IX)	Yes	Certification form part of Annual Report 2014-2015 for reporting on corporate governance.
X. Report on Corporate Governance	49 (X)	Yes	A separate section will be there in Annual Report 2014-2015 for reporting on Corporate Governance.
XI. Compliance	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.


Director