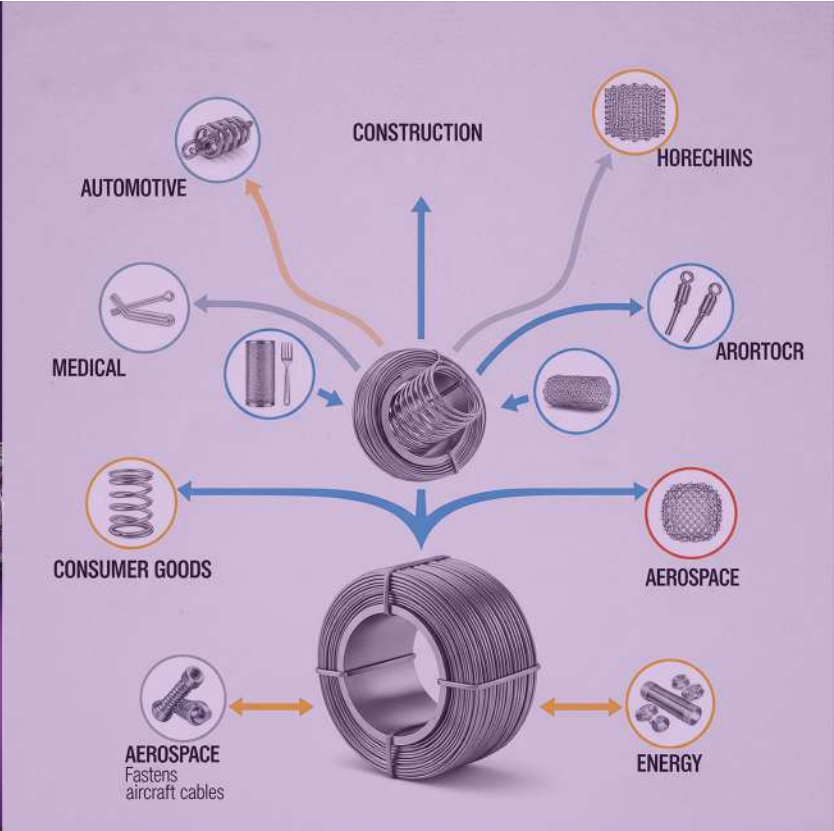




**BOARD OF DIRECTORS**

Shri Mahesh Pareek (DIN: 00174146) – Managing Director \$
 Shri Prem Narain Varshney (DIN: 00012709) – Managing Director *
 Mr. Rajesh Khurana (DIN 11015277), Executive Director (Business Development) #
 Mr. Abhishek Verma (DIN 08104325), Executive Director **
 Mr. Arpan Kumar Atrey (DIN 11023021), Independent Director@
 Smt Sonika Sharma (DIN 10192265), Independent Woman Director
 Smt Sangeeta Pandey (DIN 0008213476), Independent Woman Director^
 Ms Surbhi Pareek (DIN 10231959), Non Independent Woman Director^^
 \$ Appointed on 09-05-2025
 * Resigned on 09-05-2025
 # Appointed on 25-03-2025
 ** Designated as Executive Director on 25-03-2025
 @ Appointed on 29-03-2025
 ^ Resigned on 29-03-2025
 ^^ redesignated as Non Independent Director on 09-05-2025

**COMPANY SECRETARY
AND COMPLIANCE OFFICER**

Ms. Namita Lal Madan (Membership Number : A32625)

AUDITORS

M/s M. Lal & Co., Chartered Accountants
 III-A, 49 Nehru Nagar Ghaziabad (U.P.), Pin- 201001

LEGAL ADVISOR

Mr. Subhash Chawla, Advocate
 Chamber No.180, Western Wing, Tis Hazari Court Complex, Delhi-110054

LENDERS

Kotak Mahindra Bank Limited

BANKERS

Kotak Mahindra bank Limited and Bank of Baroda

REGISTERED OFFICE

24/1 Block -A, Mohan Cooperative Industrial Estate, Mathura Road,
 New Delhi - 110044
 Ph: 011- 45058011
 Email: investors@rathisteelandpower.com
 Web Site: <http://www.rathisteelandpower.com>

**WORKS AND CORPORATE
OFFICE**

Industrial Area No. 1 A-3, South of GT Road
 Ghaziabad (U.P.) Pin- 201009
 Ph: 0120-2840346-350 Fax: 0120-2840352-353

**REGISTRAR & SHARE
TRANSFER AGENT**

Mas Services Limited
 T-34, Second Floor Okhla Industrial Area,
 Phase-II, New Delhi- 110020
 Ph: 011-26387281-82-83
 Fax:011-26387384
[Email: investor@masserv.com](mailto:investor@masserv.com)

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NOTICE

NOTICE is hereby given that the 54th Annual General Meeting of the Members of Rathi Steel and Power Ltd. (CIN: L27109DL1971PLC005905) will be held on TUESDAY, the 30th DAY OF September 2025 at 12.30 PM through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED MARCH 31, 2025 AND THE REPORTS OF THE AUDITORS AND THE BOARD OF DIRECTORS THEREON.**
- 2. TO APPOINT A DIRECTOR IN PLACE OF MR. RAJESH KHURANA (DIN: 11015277), WHO IS LIABLE TO RETIRE BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT.**

SPECIAL BUSINESS:

- 3. TO CONSIDER AND APPOINT SECRETARIAL AUDITOR OF THE COMPANY AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 204 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 read with Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s), re-enactment(s) thereof for time being in force) read with Circulars issued thereunder from time to time, and based on the recommendation of the Audit Committee and the Board of Directors of the Company, the approval of members be and is hereby accorded for appointment of Mr. Sameer Kishore Bhatnagar, Practicing Company Secretaries (M. No. 30997, CoP No. 13115, Peer Review No. 5256/2023) as the Secretarial Auditor of the Company for the first term of 5 (Five) consecutive years commencing from Financial Year 2025-26 to Financial Year 2029-30, for the purpose of secretarial audit, at such remuneration as mentioned in the explanatory statement plus applicable taxes and other out-of-pocket expenses as may be determined by the Board of Directors of the Company (based on the recommendation(s) of the Audit Committee), from time to time, and, as mutually agreed between the Board and the Secretarial Auditor.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) be and is hereby authorised to perform all acts, deeds, matters or things and take such decisions / steps incidental or as may be necessary, expedient or desirable to give effect to aforesaid resolution.”

- 4. TO CONSIDER AND RATIFY THE REMUNERATION OF COST AUDITORS OF THE COMPANY FOR FINANCIAL YEAR 2025-26 AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of INR 50,000/- (Indian Rupees Fifty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses, payable to M/s R. M. Bansal & Co., Cost Accountants, Practicing Cost and Management Accountants (Firm Registration No. 000022 with the Institute of Cost Accountant of India) appointed by the Board of Directors of the Company as the Cost Auditors to conduct audit of cost records of the Company for financial year 2025-26, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) be and is hereby authorised to perform all acts, deeds, matters or things and take such decisions / steps as may be necessary, expedient or desirable to give effect to aforesaid resolution.”



5. TO CONSIDER AND APPROVE THE ALTERATION OF AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), and in accordance with the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to alter the existing Authorized Share Capital in the following manner:

- (i) To create an additional 8,51,853 (Eight Lakh Fifty-One Thousand Eight Hundred and Fifty Three) Equity Shares of Rs.10/- (Rupees Ten only) each, aggregating to Rs. 85,18,530 (Rupees Eighty Five Lakh Eighteen Thousand Five Hundred and Thirty only).
- (ii) To cancel & reclassify the unissued 4,08,147 (Four Lakh Eight Thousand One Hundred and Forty Seven) Preference Shares (“PS”) having face value of Rs. 10/- (Rupees Ten only) each, aggregating to Rs. 40,81,470/- (Rupees Forty Lakh Eighty One Thousand Four Hundred and Seventy Only) into 4,08,147 (Four Lakh Eight Thousand One Hundred and Forty Seven) Equity Shares having face value of Rs. 10/- (Rupees Ten only) each, aggregating to Rs. 40,81,470/- (Rupees Forty Lakh Eighty One Thousand Four Hundred and Seventy Only)

RESOLVED FURTHER THAT consequent to the above alterations, existing Clause V of the Memorandum of Association of the Company be and is hereby amended by substituting with the following new clause:

“The Share Capital of the Company is Rs. 1,32,50,00,000/- (Rupees One Hundred Thirty-Two Crore Fifty Lakh only) divided into 12,25,00,000 (Twelve Crore Twenty Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 1,22,50,00,000 (Rupees One Hundred and Twenty Two Crore and Fifty Lakh only) and 1,00,00,000 (One Crore Only) Preference Shares of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 10,00,00,000/- (Rupees Ten Crore only).”

FURTHER RESOLVED THAT Directors of the Company or Company Secretary of the Company be and is hereby severally authorized to file necessary e-forms and documents with the Registrar of the Company and to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

By Order of the Board
For Rathi Steel And Power Ltd

Sd/-
Mahesh Pareek
(Managing Director)
DIN: 00174146

Date:03-09-2025
Place : New Delhi

NOTES:

1. Pursuant to the Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022 and 09/2023 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022 and September 25, 2023 respectively, followed by Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (‘MCA’) (collectively referred to as ‘MCA Circulars’) and relevant Circular issued by the Securities and Exchange Board of India (collectively referred to as ‘SEBI Circulars’), holding of the Annual General Meeting (‘AGM’) through VC/OAVM, without the physical presence of the Members, is permitted. In compliance with the provisions of the Companies Act, 2013 (‘the Act’), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘the Listing Regulations’), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/ OAVM which does not require physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
2. The statement pursuant to Section 102 of the Act read with relevant Rules made thereunder, setting out material facts and reasons, in respect of proposed resolutions under special businesses is annexed herewith.
3. Further, the relevant details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (‘SS-2’) respectively, in respect of Directors seeking re-appointment are also annexed hereto and forms part of the Notice.



4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act, will not be available for the AGM and, hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The Board of Directors has appointed Mr. Sameer Kishore Bhatnagar (Practicing Company Secretary) holding membership of Institute of Company Secretaries of India (M. No. 30997 and CoP No. 13115), as the Scrutinizer to scrutinize the e-voting and remote e-voting process in a fair and transparent manner.
5. Corporate/Institutional members (i.e. other than individuals, HUF, NRI, etc) are required to send scanned copy of its Board or governing body resolution/authorization etc., authorizing its representative to attend AGM through VC/OAVM on its behalf and to vote through e-voting. The said Resolution/Authorization be sent to the Scrutinizer by email through its registered email address to csskbhatnagar@gmail.com with a copy marked to evoting@nsdl.co.in
6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Members can login and join the AGM 30 minutes prior to the scheduled time to start the AGM and the window for joining shall be kept open till the expiry of 15 minutes after the scheduled time to start the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members, on first-come-first-served basis. However, the participation of large members (members holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Auditors can attend the AGM without restriction of first-come-first served basis. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), and the aforesaid MCA and SEBI Circulars, the Company is providing facility of e-voting to exercise votes on the items of business given in the Notice of 54th AGM through electronic voting system, to the members holding shares as on September 23, 2025, Tuesday (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform or to vote at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL.
10. For ease of conduct, members who would like to ask questions/express their views on the items of the business to be transacted at the meeting can send in their questions/ comments in advance mentioning their name, demat account number/ folio number, email id, mobile number at investors@rathisteelandpower.com. The same will be replied by the Company suitably. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
11. The Company is not declaring any dividend for year ending 31st March 2025.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the act and the Register of Contracts and arrangements as maintained under Section 189 of the Act and the relevant documents referred to in the Notice, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members on all working days, during normal business hours from the date of circulation of this Notice up to the AGM. Members seeking to inspect such documents can send an email to investors@rathisteelandpower.com.
13. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast during the AGM and thereafter unblock the votes cast through remote e-voting and shall make, not later than 2 working days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting.
14. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company viz, www.rathisteelandpower.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.
15. **KYC compliance:**
Securities and Exchange Board of India ("SEBI"), vide its circular bearing reference nos. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 (now rescinded by Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 for Registrars to an Issue and Share Transfer Agents dated May 07, 2024) read with Circular No. SEBI/HO/MIRSD/POD



1/P/CIR/2023/181 dated November 17, 2023 and SEBI/HO/MIRSD/POD 1/P/CIR/2024/81 dated June 10, 2024, mandated that the security holders (holding securities in physical form) are required to update following details for their corresponding folio numbers:

- PAN
- Contact Details: Postal Address with PIN and Mobile Number
- Bank Account Details (Bank and Branch name, bank account number, IFS code)
- Specimen signature

The security holder(s), whose folio(s) do not have all the above details updated, shall be eligible:

- to lodge grievance or avail any service request from the Registrar and Share Transfer Agent ("RTA") only after furnishing PAN, Contact Details including Mobile Number, Bank Account Details and Specimen Signature.
- for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from **April 01, 2024**.

Updation of PAN and KYC shall be made through **Form ISR-1** and in case of registration/updation of specimen signature additional, **Form ISR-2** for Banker's attestation of the signature of the same bank account, along with the necessary attachments / documents as stated in the forms itself is required to be furnished. The said form can be downloaded from the website of our RTA viz. www.masserv.com While filling up the form, please strike out the portion(s) which are not applicable to you.

Further, PAN to be furnished **should be linked with Aadhaar**. In case the same is not so linked, it is requested to do the same immediately. In the event such linkage is not done then PAN will be deemed to be invalid and consequently folio of such physical security holders will be treated in the same manner as applicable in case of folios for which no PAN has been furnished.

It is also requested to provide/update 'choice of nomination' for ensuring smooth transmission of securities, if required and as well as to prevent accumulation of unclaimed assets in securities market. While updating Email ID is optional, the security holders are requested to register email id also to avail online services

For appointing a nominee it is requested to furnish **Form SH-13**. A copy of the said form is available at our RTA's website viz. www.masserv.com and same can also be obtained by sending email at investor@masserv.com. While filling up the form, please strike out the portion(s) which are not applicable to you.

In case a shareholder do not wish to nominate any person as nominee with respect to the physical shares held by you, then please furnish declaration for opting out of nomination in **Form ISR -3**, which can be downloaded from our RTA's website viz. www.masserv.com.

For cancelling / change of nomination at a later date with respect to the physical shares held, please furnish **Form SH-14**. A copy of the said Form can also be downloaded from our RTA's website at www.masserv.com.

A copy of the above mentioned forms can also be downloaded from the website of the Company at www.rathisteelandpower.com.

16. Online Dispute Resolution (ODR) Portal by SEBI

With a view to safeguard the interests of the investors and to streamline the resolution mechanism in the Indian Securities Market, the Securities and Exchange Board of India ("SEBI") vide its Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023, SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/191 dated December 20, 2023 and Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 28, 2023 (as may be amended from time to time), has introduced a common Online Dispute Resolution Portal ("ODR Portal") to facilitate online conciliation and online arbitration for resolution of disputes arising in the Indian Securities Market.

The procedure of raising complaints / disputes under the investor grievance redressal mechanism as framed by SEBI is as tabulated below:

Level-1	<u>Lodging of Complaints with the Company/ Company's Registrar and Transfer Agent (RTA)</u> An investor shall first take up his/her grievance against the Company/RTA by lodging a complaint directly with the Company's Registrar and Transfer Agent (RTA). Investor can also lodge complaint to the Company at the address mentioned on the top.
Level-2	If the grievance is not redressed satisfactorily in the Level 1 within 21 days of lodgements, the investor, in accordance with the SCORES guidelines, may escalate the same through the SEBI SCORES Portal in accordance with the process laid out therein. The SCORES Portal can be accessed at https://scores.gov.in/ .
Level-3	If the investor is still not satisfied with the outcome at Level 2 , investor can initiate Online Dispute Resolution through the ODR Portal at https://smartodr.in/login .



	Alternatively, the investor can initiate dispute resolution through the ODR Portal if the grievance lodged with Company/Company's RTA was not satisfactorily resolved or at any stage of the subsequent escalations mentioned in the above Levels (prior to or at the end of such escalation/s). The dispute resolution through the ODR Portal can be initiated only when the complaint/dispute is not under consideration in terms of the above Level 1 or Level 2 or SCOREs guidelines as applicable or not pending before any arbitral process, court, and tribunal or consumer forum or are non-arbitrable in terms of Indian law. The dispute resolution through the ODR Portal can be initiated when within the applicable law of limitation (reckoned from the date when the issue arose/occurred that has resulted in the complaint/date of the last transaction or the date of disputed transaction, whichever is later).
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Investors may also refer link <https://smartodr.in/login> to access the ODR Portal as well as to the modalities of the ODR portal and operational guidelines and instructions including timelines for registration / review / resolution of complaints/ disputes filed through the portal, manner of proceedings to be conducted by the ODR institutions, role and responsibilities of market \ infrastructure intermediaries, code of conduct for conciliators and arbitrators etc. as provided in the SEBI Circulars referred above and available on the website of the Company.

17. Pursuant to Sections 101 and 136 of the Act read with relevant Rules made thereunder and Regulation 36 of Listing Regulations and in terms of MCA and SEBI Circulars, Company will send Annual Report along with notice of the AGM and other communications through electronic mode to those Members who have registered their e-mail address with the Depository Participants ('DPs') in case of shareholders holding shares in demat mode and with Registrar and Share Transfer Agent ("RTA") / the Company in case of shareholding in physical form. Members who have not registered their email id's in their demat accounts are requested to update/register their e-mail address with their respective DPs in case of demat shareholding and with RTA/ the Company in case of physical shareholding. Further, those members who have not registered their e-mail addresses and mobile nos. and in consequence could not be served the Notice of the AGM and Annual Report may temporarily get themselves registered with RTA by emailing for obtaining the same. Further, a letter providing the web-link, including the exact path, where complete details of the Annual Report is available is being sent to those shareholder(s) who have not so registered their email ids.
18. Members may note that this Notice of the AGM and Annual Report for the Financial Year 2024-25 will also be available on the Company's website viz www.rathisteelandpower.com, Stock Exchange's website i.e. BSE Limited at www.bseindia.com, and National Securities Depository Limited ('NSDL/E voting service provider') at www.evoting.nsdl.com.
19. In case a person has become a member of the Company after dispatch of the AGM Notice, but on or before the cut-off date for e-voting i.e. September 23, 2025, Tuesday, such person may obtain the User ID and Password from Registrar and Share Transfer Agent ("RTA") by e-mail request on investor@masserv.com.
20. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form and to the Company/RTA if the shares are held by them in physical form.
21. For receiving all future correspondence (including Annual Report) from the Company electronically--
In case you have not registered your email ID with the Company/ Depository, please follow below instructions to register your email ID for obtaining Annual Report for FY 2024-25 and login details for e-voting.

Physical Holding

Send a signed request letter to RTA of the Company, MAS Services Limited at investor@masserv.com providing Folio Number, Name of the Shareholder, scanned copy of the Share Certificate (Front and Back), PAN(Self attested scanned copy of PAN Card), AADHAR (Self attested scanned copy of Aadhar Card) with subject line (Register E-mail ID Folio No (Mention Folio No) of Rathi Steel and Power Limited.

Demat Holding

Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

22. With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
23. The Company has already transferred unclaimed dividend declared for the financial year ended 31st March, 2012 and earlier periods to the Investor Education and Protection Fund. Members who have so far not claimed or collected their dividends for the said period may claim their dividend by submitting an application in the prescribed form.



24. In terms of SEBI Circular dated 09/12/2020, the depository shall send SMS/email alerts regarding the details of the upcoming AGM to the demat holders atleast 2 days prior to the date of commencement of e-voting. Hence members are requested to update the mobile no./email ID with their respective DPs.

The Company or RTA cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the DPs of the Members.

25. The remote e-voting period begins on September 26, 2025, Friday at 9:00 A.M. and ends on September 29, 2025, Monday, at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 23, 2025, Tuesday, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 23, 2025, Tuesday. Those Members, who will be present in the AGM through VC facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
26. A person, who is not a member as on the cut-off date, should treat this Notice for information purpose only.
27. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC but shall not be entitled to cast their vote again.
28. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date shall follow the same procedure for e-Voting as mentioned below.
29. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Friday, 26th September, 2025 at 09:00 A.M. and ends on Monday, 29th September 2025, at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, September 23, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, September 23, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-voting system:

A) Login method for e-voting for Individual shareholders holding securities in demat mode:

In terms of SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository website wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to



Type of Shareholders	Login Method
	enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual shareholders holding securities in demat mode with CDSL	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website at www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual shareholders (holding	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful



Type of Shareholders	Login Method
securities in demat mode) login through their Depository Participants	authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login method for e-voting for Members other than Individual shareholders holding securities in demat mode and for Members holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-voting website of NSDL. Open web browser by clicking the URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
- Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- A new screen will open. You will have to enter your User ID, Password/OTP and a verification code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can login at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you login to NSDL eservices after using your login credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

iv. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a. For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example: If your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****
b. For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example: If your Beneficiary ID is 12***** then your User ID is 12*****
c. For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example: If folio number is 001*** and EVEN is 101456 then User ID is 101456001***

v. Password details for Members, other than Individual Members, are given below:

- If you are already registered for e-voting, then you can use your existing Password to login and cast your vote.
- If you are using NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you by NSDL. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your Password.
- How to retrieve your ‘initial password’?



- If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL in your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file.
The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - In case you have not registered your e-mail ID with the Company/ Depository, please follow instructions mentioned below in process for those shareholders whose email ids are not registered.
- vi. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/ Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Click on "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/ folio number, PAN, name and registered address, etc.
 - d) Members can also use the OTP based login for casting the votes on the e-voting system of NSDL.
 - vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 - viii. Now, you will have to click on "Login" button.
 - ix. After you click on the "Login" button, home page of e-voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- i. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- ii. Select "EVEN" of Company for which you wish to cast your vote during the remote e-voting period.
- iii. Now you are ready for e-voting as the voting page opens.
- iv. Cast your vote by selecting appropriate options i.e. assent or dissent, verify or modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- v. Upon confirmation, the message "Vote cast successfully" will be displayed.
- vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vii. Once you confirm your vote on the resolutions, you will not be allowed to modify your vote.

General guidelines for Members

- i. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., with the attested specimen signature of duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email at csskbhatnagar@gmail.com with a copy marked to National Securities Depository Limited ('NSDL') (agency for providing the Remote e-Voting facility) at evoting@nsdl.com and the Company at investors@rathiSteelAndPower.com. Corporate/Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the Password.
- iii. In case of any queries related to e-voting, you may refer the Help/Frequently Asked Questions ("Help/FAQs") and e-voting user manual available at the download section of www.evoting.nsdl.com. For any grievances connected with facility for e-voting, please contact Ms. Pallavi Mhatre, Senior Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, e-mail: evoting@nsdl.com, toll free no: 022 - 4886 7000 / 022 - 2499 7000.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:



- a. In case shares are held in physical mode please provide Folio No., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@rathisteelandpower.com.
- b. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@rathisteelandpower.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode
- c. Alternatively, shareholder/Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
- d. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors@rathisteelandpower.com under subject **54 AGM FY 2024-25**. The same will be replied by the company suitably.
6. Shareholders who would like register their name as speaker shall send their details viz., their name demat account number/folio number, email id, mobile number at investors@rathisteelandpower.com under subject **SPEAKER 54 AGM FY 2024-25**.



STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

In accordance with Section 204 of the Companies Act, 2013 read with rules made thereunder and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended) (“Listing Regulations”), every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Secretarial Auditor who shall be appointed by the members of the Company, at the Annual General Meeting, on the recommendation of the Board of Directors, for a period of five consecutive years.

The Board of Directors at its meeting held on September 03, 2025 based on the recommendation of the Audit Committee and subject to approval of the shareholders, appointed Mr. Sameer Kishore Bhatnagar, Practicing Company Secretaries (M. No. 30997, CoP No. 13115 and Peer Review No. 5256/2023) as Secretarial Auditor of the Company for the first term of five (5) consecutive years i.e. from Financial Year 2025-26 to Financial Year 2029-30.

Mr. Sameer Kishore Bhatnagar, Company Secretary qualified in the year 2014 and has been in practice since the year 2015. He is primarily engaged in providing professional services in the field of Corporate Laws, SEBI Regulations, FEMA Regulations, Legal Compliances, Due Diligence, Secretarial Audits etc. for various reputed companies. His firm is Peer Reviewed by the Institute of the Company Secretaries of India.

Mr. Sameer Kishore Bhatnagar has given his consent to act as the Secretarial Auditor of the Company and has confirmed that his appointment, if made, will be within the limit specified under the Companies Act, 2013, Listing Regulations and other applicable laws including circulars and/or guidance issued thereunder. He has also confirmed that he is not disqualified to be appointed as Secretarial Auditor in terms of the provisions of Section 204 of the Companies Act, 2013, and the Rules made thereunder, read with Regulation 24A of the Listing Regulations and other applicable Regulations and circulars issued in this regard.

The proposed remuneration to be paid to the said firm for conducting the secretarial audit and for issuing the Secretarial Audit Report is INR 40,000 (Indian Rupees Forty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses for the financial year 2025-26. For subsequent year(s) under its term, the fee shall be as determined by the Board of Directors, based on the recommendation of the Audit Committee, and mutually agreed upon with the Secretarial Auditor. Besides the secretarial audit services, the Company may also obtain certifications from the said auditor, other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as may approved by the Board of Directors on recommendation of the Audit Committee, in consultation with the Secretarial Auditor.

The proposed appointment and fees is based on knowledge, expertise, industry experience, time and efforts required to be put in by them and Company’s previous experience based on the evaluation of the quality of audit work done by them in the past, which is in line with the industry benchmark. The payment for services in the nature of certifications and other professional work will be in addition to the Secretarial audit fee and shall be determined by the Board of Directors on recommendation of the Audit Committee, in consultation with the Secretarial Auditor.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors of the Company recommends the resolution set out at Item No. 3 for approval of the Members as an Ordinary Resolution.

Item No. 4

The Company is required, under the provisions of Section 148(3) of the Companies Act, 2013 (“the Act”), read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, to have audit of its cost records conducted by a cost accountant in practice. Pursuant to Section 148(3) of the Act read with Rules 14 of Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rule, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Board of Directors of the Company based on the



recommendation of the Audit Committee, approved appointment and remuneration of M/s. R. M. Bansal & Co., Cost Accountants, Practicing Cost and Management Accountants (Firm Registration No. 000022 with the Institute of Cost Accountant of India), as cost auditors of the Company to conduct audit of cost records of the Company relating for the financial year 2025-26.

In terms of provisions of section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 remuneration of INR 50,000/- (Indian Rupees Fifty Thousand only) payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the members of the Company. The fee approved by the Board of Directors on the recommendation of the Audit Committee of the Company is after considering work & time involved, size of audit team and frequency of audit. Accordingly, ratification by the members is sought for remuneration payable to the Cost Auditors for financial year ending March 31, 2026, by passing an Ordinary Resolution as set out at Item No. 4 of the Notice.

The Board recommends an Ordinary Resolution set forth in Item No. 4 of the Notice for approval of Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

Item No. 5

It is proposed to increase the authorised share capital of the Company and cancel and reclassify the existing unissued preference share capital. The current authorised share capital of the Company is INR 1,31,64,81,470/- (Indian Rupees One Hundred Thirty-One Crore Sixty-Four Lakh Eighty-One Thousand Four Hundred and Seventy only) divided into 12,12,40,000 (Twelve Crore Twelve Lakh and Forty Thousand) Equity Shares of INR 10/- (Indian Rupees Ten only) each aggregating to INR 1,21,24,00,000 (Indian Rupees One Hundred and Twenty One Crore Twenty Four Lakh only) and 1,04,08,147 (One Crore Four Lakh Eight Thousand One Hundred and Forty Seven Only) Preference Shares of INR 10/- (Indian Rupees Ten only) each aggregating to INR 10,40,81,470/- (Indian Rupees Ten Crore Forty Lack Eighty-One Thousand Four Hundred and Seventy only) and current paid-up share capital of the Company is INR 95,25,70,040 (Indian Rupees Ninety Five Crore Twenty Five Lakh Seventy Thousand Forty only) divided into 8,63,63,004 (Eight Crore Sixty Three Lakh Sixty Three Thousand Four) Equity shares of INR 10/- each (Indian Rupees Ten only) and 88,94,000 (Eighty Eight Lakh Ninety Four Thousand) Redeemable Preference shares of INR 10/- each (Indian Rupees Ten only).

The Board of Directors, subject to the approval of the shareholders of the Company, at its meeting held on September 03, 2025 approved the following alteration in the authorized Share Capital of the Company.

- i) To create an additional 8,51,853 (Eight Lakh Fifty-One Thousand Eight Hundred and FiftyThree) Equity Shares of Rs.10/- (Rupees Ten only) each, aggregating to Rs. 85,18,530 (Rupees Eighty Five Lakh Eighteen Thousand Five Hundred and Thirty only).
- ii) To cancel & reclassify the unissued 4,08,147 (Four Lakh Eight Thousand One Hundred and Forty Seven) Preference Shares ("PS") having face value of Rs. 10/- (Rupees Ten only) each, aggregating to Rs. 40,81,470/- (Rupees Forty Lakh Eighty One Thousand Four Hundred and Seventy Only) into 4,08,147 (Four Lakh Eight Thousand One Hundred and Forty Seven) Equity Shares having face value of Rs. 10/- (Rupees Ten only) each, aggregating to Rs. 40,81,470/- (Rupees Forty Lakh Eighty One Thousand Four Hundred and Seventy Only).

The Board subject to the approval of the shareholder of the Company, also approved the consequent alterations in existing Clause V of the Memorandum of Association of the Company by substituting with the following new clause:

"The Share Capital of the Company is Rs. 1,32,50,00,000/- (Rupees One Hundred Thirty-Two Crore Fifty Lakh only) divided into 12,25,00,000 (Twelve Crore Twenty Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 122,50,00,000 (Rupees One Hundred Twenty Two Crore and Fifty Lakh only) and 1,00,00,000 (One Crore Only) Preference Shares of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 10,00,00,000/- (Rupees Ten Crore only)."



In accordance with Sections 61 and 64 of the Companies Act, 2013, such an alteration in authorised share capital and the corresponding alteration to the Memorandum of Association require the approval of the members of the Company.

The Board recommends the resolution set out in Item No. 5 of the accompanying Notice for approval by the members as an Ordinary Resolution. A copy of the amended Memorandum of Association will also be available for inspection by the Members during the meeting in electronic mode.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

**By Order of the Board
For Rathi Steel and Power Limited**

Sd/-

**Name: Mahesh Pareek
Designation: Managing Director
DIN:00174146**

Date: 03-09-2025

Place: New Delhi

Registered Office: 24/1 Block -A, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi - 110044

CIN: L27109DL1971PLC005905

Phone : 011- 45058011

Email : investors@rathisteelandpower.com

Website : www.rathisteelandpower.com



PURSUANT TO REGULATION 36(3) OF LISTING REGULATIONS AND IN TERMS OF SECRETARIAL STANDARDS ON GENERAL MEETING (SS-II) ISSUED BY THE INSTITUTE OF COMPANIES SECRETARIES OF INDIA, BRIEF PARTICULARS OF THE DIRECTOR TO BE RE-APPOINTED ARE AS UNDER:

Name of Director	Rajesh Khurana
Date of Birth (Age)	11-01-1960
Nationality	Indian
Date of first Appointment on Board of Company	25-03-2025
Qualifications	Graduate
Resume/Experience/Expertise in Specific functional Area, in brief	Mr. Rajesh Khurana is a very experienced veteran of the Steel Industry having more than 40 years of experience in sales, marketing and business development for various groups in Steel Industry. This longevity in the Steel Industry speaks volumes about his resilience, adaptability, and ability to navigate market fluctuations and technological advancements. Such extensive experience provides him with a significant historical perspective and a strong network within the Industry. His extensive career, spanning over four decades, signifies a deep understanding of the sector's dynamics, challenges, and opportunities. His expertise lies primarily in the crucial areas of sales, marketing, and business development. He played a key role in retail market development for various Companies. His involvement in sales for various groups within the Steel Industry is a proven track record in driving revenue and managing customer relationships. He possesses strong negotiation, communication, and client management skills. His deep immersion in the Steel Industry over four decades has equipped him with comprehensive knowledge of raw materials, manufacturing processes, product specifications, Industry regulations, and key players.
Directorship held in other Companies	None
Chairperson / Member of the Committee of the Board of Directors of the Company	None
Membership/ Chairmanship of Committee of other companies	N.A.
Number of Board/ Committee meetings attended during the year 2024-25	One i.e., on March 29, 2025
Number of Shares Held either directly or for beneficial basis for any other person	NIL
Terms & Conditions of Appointment/ Reappointment including remuneration sought to be paid	As approved by the Shareholders of the Company vide its resolution passed through postal ballot on June 15, 2025.
Remuneration last drawn	N.A.
Relationship with other Directors, Manager and KMPs of the company	None
Name of listed entities from which the person has resigned in the past three years as Director	None



BOARD'S REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 54th Annual Report on the business and operations of your Company together with the Audited Financial Statements of the Company for the financial year ended March 31, 2025.

1. FINANCIAL RESULTS:

PARTICULARS	FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (Rs in Lakh)	FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (Rs in Lakh)
Total Revenue	50,543.39	49,628.32
EBIDTA (Before Exceptional / Extraordinary Items)	2431.10	2424.91
Interest / Finance Charges	550.26	1,173.57
Depreciation	956.89	874.29
Exceptional / Extraordinary Items	(471.48)	(1983.65)
Profit before tax (PBT)	1395.43	2360.70
Tax (including adjustment of previous years)	0.00	7.30
Profit after tax	1395.43	2353.40
Other Comprehensive Income (Net)	10.59	11.03
Net Profit available for appropriation	1406.02	2364.43
Appropriations:		
Dividend per share	0.00	0.00
Earnings per share [equity share of Rs. 10]		
-Basic earnings per share (in Rs.)	1.62	2.77
-Diluted earnings per share (in Rs.)	1.62	2.73

During the year under review, the Company has achieved total revenue of INR 50,543.39 Lakh as against previous year of INR 49,628.32 Lakh. The Company has achieved EBIDTA of INR 2,431.10 Lakh as against previous year of INR 2,424.91 Lakh. The Company expects to do better if there is an improvement in overall industrial scenario.

STATE OF COMPANY'S AFFAIR

The Company operated in the single segment i.e., steel and steel related products.

The Company undertook following capex to upgrade its manufacturing facilities:

- ✓ Upgraded its Wire Rod Mill initiate by installing cantilever stands.
- ✓ Implementing Direct Charging of Steel Billets into rolled products. The said technology is one of its unique kind for Stainless Steel Rolled Products in long segment.
- ✓ Accredited with the License / Permission(s) from Bureau of Indian Standards for the following:
 - Stainless Steel Reinforcement Rebars.
 - TMT Rebars of Grade Fe 500 , Fe 550 and Fe 550 D of various dimensions..
- ✓ In line with Company's efforts to reduce the carbon footprint, Company has utilized more than 10% of Green Power (renewable sources) through open access for its manufacturing unit and committed to increase the consumption of green power.
- ✓ To save and serve Mother Earth, Company adopted village ponds in surrounding areas to recharge water.
- ✓ Company and its employees, workers actively participated in the plantation drive.



During the period under review Company manufactured 47,440.040 MT rolled products (out of which 193.435 MT was for Job Work) as against the 59,488.595 MT rolled products (out of which 11,181.490 MT was for Job Work) of corresponding period of previous year.

The Company availed credit facilities to the tune of Rs. 40.06 Crores from Kotak Mahindra Bank Limited in the form of O.D / Term Loan during the Financial Year 2024-25.

- ✓ The Company resumed production of idle TMT bar mill in Q1 of current financial year (FY 26'). This is a strategic decision, which not only enable the Company to sweat out idle assets, but also enables us to expand brand visibility, which opens up future business opportunities.

ECONOMIC SCENARIO AND OUTLOOK

One of the primary forces behind industrialization has been the use of metals. Steel has traditionally occupied a top spot among metals. Steel production and consumption are frequently seen as measures of a country's economic development because it is both a raw material and an intermediary product. Therefore, it would not be an exaggeration to argue that the steel sector has always been at the forefront of industrial progress and that it is the foundation of any economy. The Indian steel industry is classified into three categories - major producers, main producers, and secondary producers.

India is the world's second-largest producer of crude steel, with an output of 125.32 MT of crude steel and finished steel production of 121.29 MT in FY23.

India's domestic steel demand is estimated to grow by 9-10% in FY25 as per ICRA. India's steel production is estimated to grow 4-7% to 123-127 MT in FY24.

The growth in the Indian steel sector has been driven by the domestic availability of raw materials such as iron ore and cost-effective labour. Consequently, the steel sector has been a major contributor to India's manufacturing output.



The Indian steel industry is modern, with state-of-the-art steel mills. It has always strived for continuous modernisation of older plants and up-gradation to higher energy efficiency levels.

According to a Deloitte report the demand for steel in India is projected to grow significantly over the next decade, with annual growth rates expected to range from 5% to 7.3%.

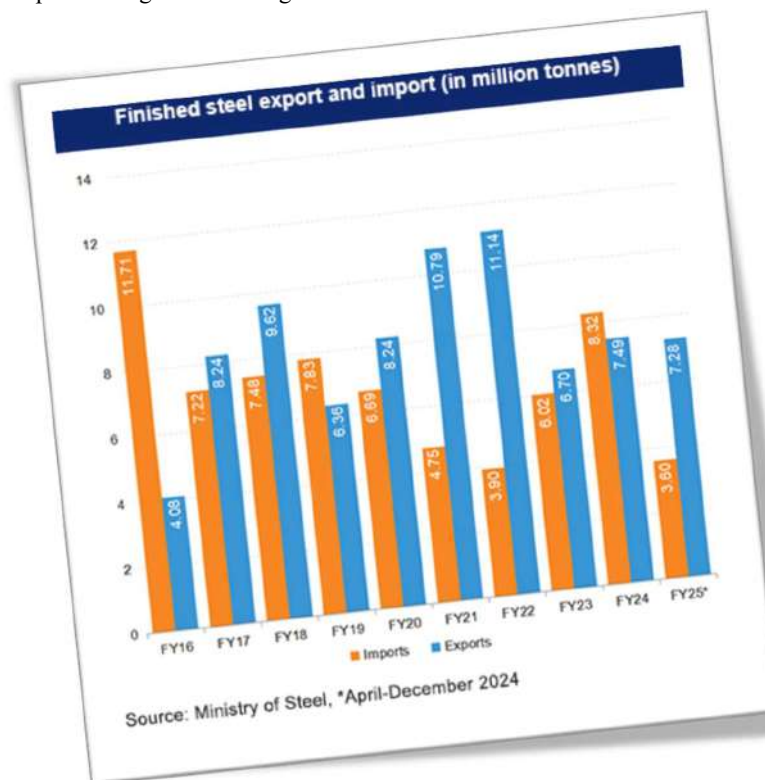


Market Size

In the past 10–12 years, India's steel sector has expanded significantly. Production has increased by 75% since 2008, while domestic steel demand has increased by almost 80%. The capacity for producing steel has grown concurrently, and the rise has been largely organic.

- ✓ In April-December 2024, crude steel production in India stood at 110.99 MT.
- ✓ In April-December 2024, finished steel production stood at 106.86 MT.
- ✓ In FY25 (April-December), the consumption of finished steel stood at 111.25 MT.
- ✓ In FY24, the production of crude steel and finished steel stood at 143.6 MT and 138.5 MT, respectively.

The annual production of steel is anticipated to exceed 300 million tonnes by 2030-31. By 2030-31, crude steel production is projected to reach 255 million tonnes at 85% capacity utilisation achieving 230 million tonnes of finished steel production, assuming a 10% yield loss or a 90% conversion ratio for the conversion of raw steel to finished steel. With net exports of 24 million tonnes, consumption is expected to reach 206 million tonnes by the years 2030–1931. As a result, it is anticipated that per-person steel consumption will grow to 160 kg.



Investments

The steel industry and its associated mining and metallurgy sectors have seen major investments and developments in the recent past. According to the data released by the Department for Promotion of Industry and Internal Trade (DPIIT), between April 2000-September 2024, Indian metallurgical industries attracted FDI inflows of Rs. 1,10,062 crore (US\$ 18.06 billion). In FY22, demand for steel was expected to increase by 17% to 110 million tonnes, driven by rising construction activities. Some of the major investments in the Indian steel industry are as follows:

- India and Japan held the third Steel Dialogue on Feb 4, 2025, in New Delhi, discussing economic trends, steel trade, and industry developments. India highlighted policy initiatives, green steel efforts, and investment opportunities for Japan.
- In February 2025, during the Bengal Global Business Summit, about 50% of the Rs. 26,000 crore (US\$ 3.02 billion) investment proposals received by Jharkhand government in Kolkata pertain to the steel sector.
- In February 2025, JSW Group announced a Rs. 1,00,000 crore (US\$ 11.60 billion) investment to set up a 25 MT steel plant in Maharashtra's Gadchiroli district over seven to eight years. The project, expected to be the world's largest and most eco-friendly, will drive economic growth and job creation in Vidarbha.



Government Initiatives

Some of the other recent Government initiatives in this sector are as follows:

- The Union Ministry of Steel launched PLI Scheme 1.1 on January 6, 2025, with a Rs. 6,322 crore (US\$ 733.40 million) outlay to boost specialty steel production and attract investments. Covering five key product categories, the scheme eases norms to reduce imports, enhance domestic manufacturing, and improve energy efficiency, with applications open until January 2025.
- In February 2024, the government has implemented various measures to promote self-reliance in the steel industry.
- The Union Cabinet, Government of India approved the National Steel Policy (NSP) 2017, as it intends to create a globally competitive steel industry in India. NSP 2017 envisage 300 million tonnes (MT) steel-making capacity and 160 kgs per capita steel consumption by 2030-31.

Road Ahead

The steel industry has emerged as a major focus area given the dependence of a diverse range of sectors on its output as India works to become a manufacturing powerhouse through policy initiatives like Make in India. With the industry accounting for about 2% of the nation's GDP, India ranks as the world's second-largest producer of steel and is poised to overtake China as the world's second-largest consumer of steel. Both the industry and the nation's export manufacturing capacity have the potential to help India regain its favourable steel trade balance.

The National Steel Policy, 2017 envisage 300 million tonnes of production capacity by 2030-31. The per capita consumption of steel has increased from 57.6 kgs to 74.1 kgs during the last five years. The government has a fixed objective of increasing rural consumption of steel from the current 19.6 kg/per capita to 38 kg/per capita by 2030-31.

Huge scope for growth is offered by India's comparatively low per capita steel consumption and the expected rise in consumption due to increased infrastructure construction and the thriving automobile and railways sectors.



References: Media reports, press releases, Press Information Bureau (PIB), Joint Plant Committee (JPC), Union Budget 2021-22, Union Budget 2023-24

Note: Conversion rate used in January 2025, Rs. 1 = US\$ 0.012

Note: P- Provisional, Except low grade (below 58%)

<https://www.ibef.org/industry/steel>



ADVANTAGE INDIA



ROBUST DEMAND

India's finished steel consumption stood at 119.17 MT in FY23, 138.5 MT in FY24 and 111.25 MT in FY25.

*The Indian Steel Association (ISA) anticipates that the steel requirement will reach 128.9 MT in the 2023-24 period, showing an increase from 119.9 MT in the preceding year.

*India's domestic steel demand is estimated to grow by 9-10% in FY25 as per ICRA.

INCREASING INVESTMENTS

*The industry is witnessing consolidation of players, which has led to investment by entities from other sectors. The ongoing consolidation also presents an opportunity to global players to enter the Indian market.

*PLI short-listed companies are expected to invest US\$ 1.2 billion (Rs. 10,000 crore) in specialty steel-making next year and nearly US\$ 1.9 billion (Rs. 16,000 crore) by FY24-end.



POLICY SUPPORT

*In February 2024, The government has implemented various measures to promote self-reliance in the steel industry.

*Under the Union Budget 2023-24, the government allocated Rs. 70.15 crore (US\$ 8.6 million) to the Ministry of Steel.



COMPETITIVE ADVANTAGE

*In April-December 2024, crude steel production in India stood at 110.99 MT.

*Easy availability of low-cost manpower and presence of abundant iron ore reserves make India competitive in the global set up.

<https://www.ibef.org/industry/steel-presentation>

ISO CERTIFICATION

The Company holds ISO 9001:2015 for Quality Management System, ISO 14001:2015 for Environment Sustainability, certifications for its plant situated at Ghaziabad.

INSURANCE

All insurable interest of the Company including inventories, buildings and plant & machinery are adequately insured.

NATURE OF BUSINESS

There is no change in the nature of business of the Company during the period under review.

**2. SHARE CAPITAL AND PREFERENTIAL ISSUE****A. Cancellation and Reclassification of Share Capital**

During the year under review, the Company has cancelled and reclassified the unissued 3,47,88,601 (Three Crore Forty-Seven Lakh Eighty Eight Thousand Six Hundred and One) Preference Shares having face value of INR 10/- (Indian Rupees Ten only) each, aggregating to INR 34,78,86,010/- (Indian Rupees Thirty Four Crore Seventy Eight Lakh Eighty Six Thousand and Ten Only) into 3,47,88,601 (Three Crore Forty Seven Lakh Eighty Eight Thousand Six Hundred and One) Equity Shares having face value of INR 10/- (Indian Rupees Ten only) each, aggregating to INR 34,78,86,010/- (Indian Rupees Thirty-Four Crore Seventy Eight Lakh Eighty Six Thousand and Ten Only), vide the approval of members in the Annual General Meeting dated September 30, 2024.

The revised Authorized Capital of the Company consequent to the above cancellation and reclassification is:

INR 1,31,64,81,470/- (Indian Rupees One Hundred Thirty-One Crore Sixty-Four Lakh Eighty-One Thousand Four Hundred and Seventy only) divided into 12,12,40,000 (Twelve Crore Twelve Lakh and Forty Thousand) Equity Shares of INR 10/- (Indian Rupees Ten only) each aggregating to INR 1,21,24,00,000 (Indian Rupees One Hundred and Twenty One Crore Twenty Four Lakh only) and 1,04,08,147 (One Crore Four Lakh Eight Thousand One Hundred and Forty Seven Only) Preference Shares of INR 10/- (Indian Rupees Ten only) each aggregating to INR 10,40,81,470/- (Indian Rupees Ten Crore Forty Lakh Eighty-One Thousand Four Hundred and Seventy only).

B. Allotment of Equity Shares pursuant to conversion of Optionally Convertible Redeemable Preference Shares ('OCRPS')

The Board of Directors in its meeting held on March 24, 2025 approved the allotment of 13,00,001 (Thirteen Lakh and One) Equity Shares of Face Value of INR 10/- each (Indian Rupees Ten only) pursuant to conversion of 15,05,265 (Fifteen Lakh Five Thousand Two Hundred and Sixty Five) 1% OCRPS issued on February 22, 2024 at a conversion price of INR 55/- (Indian Rupees Fifty Five Only) per Equity Share i.e., on premium of INR 45/- (Indian Rupees Forty Five Only) per Equity Share to M/s PCR Holdings Private Limited (Formerly known as M/s Archit Securities Private Limited), belonging to Promoter and Promoter Group category of the Company by way of Preferential Allotment on Private Placement basis. Trading approval of aforesaid 13,00,001 (Thirteen Lakh and One) Equity Shares of INR 10/- (Indian Rupees Ten only) each was granted by the BSE Limited effective from June 24, 2025.

Consequent to the said allotment, the paid up Equity Share Capital of the Company stands increased to INR 86,36,30,040 (Indian Rupees Eighty Six Crore Thirty Six Lakh Thirty Thousand Forty only) divided into 8,63,63,004 (Eight Crore Sixty Three Lakh Sixty Three Thousand Four) Equity Shares of Face Value of INR 10/- (Indian Rupees Ten only) each.

Total Paid up Share capital of the Company as on March 31, 2025 is divided into 8,63,63,004 (Eight Crore Sixty Three Lakh Sixty Three Thousand Four) Equity Shares of Face Value of INR 10/- (Indian Rupees Ten only) each and 88,94,000 (Eighty Eight Lakh Ninety Four Thousand) 1% Redeemable Preference Shares (RPS) of Face Value of INR 10/- (Indian Rupees Ten only) each

Except as stated herein, there was no other change in the share capital of the Company.

3. DETAILS OF UTILIZATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT AS REQUIRED UNDER REGULATION 32 (7A) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The funds raised through issuance of Equity Shares to non-promoters on private placement basis, have been utilized as per the objects / purpose of such issue as stated in the Explanatory statement of the Notice of Extra Ordinary General Meeting ("EGM") of the Company held on February 10, 2024 read with the Reports issued by ICRA Limited, the Monitoring Agency, during the reporting period. As per the aforesaid Report, the cost allocated to different item heads such as payment of outstanding liabilities, capital expenditure, working capital purpose, has been revised within permissible limits as mentioned in the said EGM notice. Further, the utilization of the issuance proceeds is in line with the objects of the issue and there is no deviation or variation therefrom.

The Reports issued by the Monitoring Agency during the reporting period, also mentions that a part of the funds (forming part of the said Report) originally raised in the form of Redeemable Preference Shares ("RPS") were first intended to be converted into Optionally Converted Redeemable Preference Shares ("OCRPS") and then subsequently to be converted into Equity Shares. However, there was no actual infusion of funds during the period under review.

As on March 31, 2025, 3,63,02,748 OCRPS have been fully converted into 1,94,84,371 Equity Shares.



The details of amount as per object of issue and utilization of proceeds as on March 31, 2025 as confirmed by the report issued by ICRA Limited is as under:

S.N.	Item Head	Total estimated amount to be Utilized as per Offer Document / explanatory statement of EGM Notice [Rs. in Lakh]	Amount Utilized [Rs. in Lakh] *
1	Payment of Outstanding Liabilities including Debt	4000.00	4400.00
2	Capital Expenditure	971.40	906.00
3	Working Capital purpose	6500.00	6151.00
4	Conversion of Redeemable Preference Shares into OCRPS & consequently into Equity Shares	10716.40	10716.40
	TOTAL	22187.80	22173.40

* The utilization is within the permissible limit of deviation as approved in the E.G.M. and the unutilized amount was kept in a separate Bank Account.

Further, the details of amount as per Object of Issue and utilization of proceeds as on June 30, 2025, as confirmed by the Report Issued by ICRA Limited are as under:

S.N.	Item Head	Total estimated amount to be utilized as per Offer Document / explanatory statement of EGM Notice [Rs. in Lakh]	Amount Utilized [Rs. in Lakh]*
1	Payment of Outstanding Liabilities including Debt	4000.00	4400.00
2	Capital Expenditure	971.40	920.40
3	Working Capital purpose	6500.00	6151.00
4	Conversion of Redeemable Preference Shares into OCRPS & consequently into Equity Shares	10716.40	10716.40
	TOTAL	22187.80	22187.80

* The utilization is within the permissible limit of deviation

4. DIVIDEND

During the financial year under review, the Board has not recommended any dividend.

5. AMOUNT PROPOSED TO BE TRANSFERRED TO RESERVES

During the financial year under review, the Company has not proposed to transfer any amount to the reserves.

6. MATERIAL CHANGES AND FINANCIAL COMMITMENTS.

Apart from the information provided/disclosures made elsewhere in this Report including Annexures thereof, there are no material changes and commitments affecting the financial position of the Company, which occurred between the end of the financial year of the Company i.e. March 31, 2025 to which this financial statement relates and till date of this Report.

7. SUBSIDIARY/ JOINT VENTURE AND ASSOCIATE COMPANY

The Company did not have any subsidiary, associate, or joint venture company. Further, no companies has become or ceased to be the Subsidiary, joint venture or associate company of the Company during the year under review. Therefore, the report on Performance and Financial Position of subsidiary, associate, or joint venture company do not apply to the Company.

8. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

No Loans / Guarantees / Security was provided and no investment was made by the Company during the reporting period, in terms with Section 186 of the Companies Act, 2013 ('Act').

9. CORPORATE SOCIAL RESPONSIBILITY ("CSR")

During the period under review, Section 135 of the Act read with applicable Rules framed thereunder is not applicable to the Company and accordingly, no CSR Committee has been constituted by the Board.



Even though the provisions of Act, regarding CSR are not attracted to the Company and no Policy on CSR has been adopted by the Company yet the Company has been, over the years, pursuing as part of its corporate philosophy, an unwritten CSR policy voluntarily which goes much beyond mere philanthropic gestures and integrates interest, welfare and aspirations of the community with those of the Company itself in an environment of partnership for inclusive development.

10. RISK MANAGEMENT POLICY

The Company has duly approved a Risk Management Policy. The Company has an effective risk management procedure, which is governed at the highest level by the Board of Directors, covering the process of identifying internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Board of Directors of the Company, assessing, mitigating, reporting and review of critical risks impacting the achievement of Company's objectives or threaten its existence.

The Company follows a 4 (four) steps Risk Management framework which includes identification of the risk to which Company is exposed to (basis relevance, type, source, impact, severity, probability and function) as a first step, risk assessment (each risk assessed to have a primary and secondary owner) as a second step, mitigation plan as third step and monitoring as the fourth and the last step. The major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

11. NOMINATION AND REMUNERATION POLICY

The Nomination and Remuneration Policy ("NRC Policy") has been developed in accordance with Section 178 of the Act and Regulation 19 of the Listing Regulations. It establishes a structured framework for the nomination, evaluation, and remuneration of the Company's Directors and Senior Management Personnel of the Company. The core objective of the NRC Policy is to attract, retain, and reward most qualified and skilled talent capable of driving long-term growth and success of the Company.

During the financial year under review, changes were made to the NRC Policy. The NRC Policy can be accessed at the website of the company viz, www.rathisteelandpower.com.

Information regarding the composition of the Board and its Committees, Director tenures, and other relevant disclosures is available in the Corporate Governance Report, which forms an integral part of this Annual Report. We confirm that all remuneration paid to Directors complies with the provisions of the NRC Policy.

12. INTERNAL FINANCIAL CONTROLS

Internal financial control systems of the Company are commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable accounting standards and relevant statutes, safeguarding assets from unauthorised use, executing transactions with proper authorisation and ensuring compliance of corporate policies. The Company has a well-defined delegation of power with authority limits for approving revenue as well as expenditure, both capital and revenue. The Company uses an established ERP system to record day to day transactions for accounting and financial reporting.

The Company's internal audit function monitors and assesses the adequacy and effectiveness of the Internal Financial Controls. The Audit Committee deliberated with the members of the management, considered the systems as laid down and met the internal auditors and statutory auditors to ascertain, inter alia, their views on the internal financial control systems. The Audit Committee satisfied itself of the adequacy and effectiveness of the internal financial control system as laid down and kept the Board of Directors informed. Details of internal control system are given in the Management Discussion and Analysis Report, which forms part of the Report.

The Board has appointed M/s Y.P. Arya & Company, Chartered Accountants having FRN 008298N as Internal Auditor of the Company for the financial year 2024-25.

In the opinion of the Board, your Company has in place adequate system of internal control commensurate with its size and nature of business. The system maintained by the Company provides a reasonable assurance in respect of providing financial and operational information, complying with applicable statutes, safeguarding of assets of the Company, and ensuring compliance with corporate policies. The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and are also apprised of the internal audit findings and corrective actions. The Audit Committee suggests



improvements in the performance of internal audit function and ensures the necessary checks and balances that may need to be built into the control system.

M/s M. Lal and Company, the statutory auditors of the Company have audited the financial statements included in this annual report and have issued a report on the Company's Internal Control over financial reporting as defined in section 143 of the Act.

13. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has adopted a Whistleblower Policy and Vigil Mechanism as per section 177(9) of the Act read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules 2014 and Regulations 4(2) and 22 of SEBI (Listing Obligation and Disclosure Requirements) regulations 2015, to provide a formal mechanism to the Directors, employees and its stakeholders to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct and other policies adopted by the Company. Protected disclosures can be made by a whistleblower through several channels. The policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company have been denied access to the Audit Committee. This Policy can be accessed at the website of the company viz, www.rathisteelandpower.com.

14. RELATED PARTY TRANSACTIONS

There were no contracts or arrangements entered into by the Company in accordance with provisions of Section 188 of the Act. Further, there were no material related party transactions (which are not at arm's length) in pursuance of Section 188 of the Act read with applicable Rules framed thereunder and Regulation 23 of Listing Regulations. Hence, disclosure under the prescribed form AOC-2 in terms of Section 134 of the Act is not required.

There are no materially significant related party transactions made by the Company which may have a potential conflict with the interest of the Company at large.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website and can be accessed at www.rathisteelandpower.com. None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company except as mentioned in the notes to accounts attached to the Annual Report.

15. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Following changes took place during the period under review and till the date of this report:

- (a) **Mr. Rajesh Khurana (DIN: 11015277)** was appointed as the Additional Director designated as Executive Director (Whole Time Director)- Business Development, liable to retire by rotation and Key Managerial Personnel of the Company for a term of 5 years with effect from March 25, 2025 who held the office as such till the shareholder's approval. The Shareholders vide its resolution passed through Postal Ballot on June 15, 2025, approved the appointment of Mr. Rajesh Khurana as Executive Director (Whole Time Director)- Business Development, liable to retire by rotation, for a term of 5 years with effect from March 25, 2025.
- (b) **Mr. Abhishek Verma (DIN: 08104325)** was re-designated as Executive Director (Whole Time Director), liable to retire by rotation and Key Managerial Personnel of the Company for a term of 5 years with effect from March 25, 2025, subject to the approval of the shareholders. The Shareholders vide its resolution passed through Postal Ballot on June 15, 2025, approved the redesignation of Mr. Abhishek Verma as Executive Director (Whole Time Director), liable to retire by rotation for a term of 5 years with effect from March 25, 2025.
- (c) **Mr. Arpan Kumar Atrey (DIN: 11023021)** was appointed as the Additional Non-Executive Director designated as Independent Director of the Company, not liable to retire by rotation, for a term of 5 years with effect from March 29, 2025, who held the office as such till the shareholder's approval. The Shareholders vide its resolution passed through Postal Ballot on June 15, 2025, approved the appointment of Mr. Arpan Kumar Atrey as Independent Director of the Company, not liable to retire by rotation, for a term of 5 years with effect from March 29, 2025.
- (d) **Ms. Sangeeta Pandey (DIN: 08213476)** resigned as the Independent Director of the Company, with effect from close of business hours on March 29, 2025, due to other commitments and personal reasons as mentioned in the resignation letter and also confirmed that there is no other material reason for her resignation other than stated in the resignation letter.
- (e) **Mr. Mahesh Pareek (DIN: 00174146)** was appointed as the Additional Director designated as Managing Director of the Company, not liable to retire by rotation and Key Managerial Personnel of the Company for a term of 5 years with effect from May 9, 2025, who held the office as such till the shareholder's approval. The Shareholders vide its resolution passed



through Postal Ballot on June 15, 2025, approved the appointment of Mr. Mahesh Pareek Managing Director of the Company, not liable to retire by rotation and Key Managerial Personnel of the Company for a term of 5 years with effect from May 9, 2025.

- (f) **Ms. Surbhi Pareek (DIN: 10231959)** was re-designated as Non-Executive cum Non-Independent Director, liable to retire by rotation, with effect from May 9, 2025, subject to approval of the shareholders on account of change in independence status. The Shareholders vide its resolution passed through Postal Ballot on June 15, 2025, approved the redesignation of Ms. Surbhi Pareek as Non-Executive cum Non-Independent Director, liable to retire by rotation, with effect from May 9, 2025.
- (g) **Mr. Prem Narain Varshney (DIN: 00012709)** resigned from the position of Managing Director of the Company effective from close of business hours on May 9, 2025 due to health and medical issues as mentioned in his resignation letter and also confirmed that there is no other material reason for his resignation other than stated in the resignation letter.

Declaration by Independent Directors

The Independent Directors hold office for their respective term and are not liable to retire by rotation. The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act and Listing Regulations and that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence as required under Regulation 25 of the Listing Regulations. Further, in pursuance of Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, Independent Directors of the Company have duly confirmed renewal of their respective registration with the Indian Institute of Corporate Affairs (IICA) database.

Further, in the opinion of the Board, the Independent Directors of the Company possess the requisite expertise and experience (including the proficiency) and are persons of high integrity and repute.

Key Managerial Personnel (KMP)

The Company has following whole time Key Managerial Personnel as on the date of this Report:

- a) Mr. Abhishek Verma – Whole Time Director effective from March 25, 2025
- b) Mr. Mahesh Pareek- Managing Director effective from May 9, 2025
- c) Mr. Rajesh Khurana- Executive Director (Whole Time Director)- Business Development, effective from March 25, 2025

Shri Rakesh Kumar ceased as Chief Financial Officer of the Company effective from December 6, 2024 due to his sudden demise.

Ms. Shobhita Singh resigned as Company Secretary of the Company effective from June 24, 2025 and Ms Namita Lal Madan has been appointed joined as the Company secretary cum compliance officer of the Company Effective from August 01, 2025

Mr. Rajeev Kumar was appointed as Chief Financial Officer of the Company effective from February 14, 2025 and further, he resigned from such post effective from August 4, 2025.

16. BOARD EVALUATION

Pursuant to the provisions of the Act and the corporate governance requirements prescribed under the Listing Regulations, the Board has carried out the annual performance evaluation of its own performance, and that of its Committees and Individual Directors in accordance with the Policy for Performance Evaluation adopted by the Company.

The performance of the Board and individual Directors was evaluated by the Board after seeking inputs from all the Directors. The criteria for performance evaluation of the Board included aspects such as Board composition and structure, effectiveness of Board processes, contribution in the long term strategic planning, etc. The performance of the Committees was evaluated by the Board after seeking inputs from the Committee members. The criteria for performance evaluation of the Committees included aspects such as composition of committees, effectiveness of Committee meetings, etc.

The Board and the Nomination Remuneration Committee reviewed the performance of the individual Directors on the basis of the criteria such as the contribution of the individual Director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.



Evaluation of Independent Director was carried out by the entire Board of Directors of the Company except the Director getting evaluated.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of Executive Directors and Non-Executive Directors. The same was discussed in the Board Meeting that followed the meeting of the Independent Directors, at which the feedback received from the Directors on the performance of the Board, its Committees and Individual Directors were also discussed. The Board was satisfied with outcome of the overall performance evaluation.

17. DIRECTORS' RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory, cost and secretarial auditors and external consultant(s), including audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2024-25.

Accordingly, pursuant to Section 134(5) of the Act, the Board of Directors, to the best of their knowledge and ability, confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) they have prepared the annual accounts on a going concern basis;
- (e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

18. DEPOSITS

During the reporting period, the Company has not accepted or renewed or defaulted in repayment of any deposit within the purview of provisions of Section 73 of the Act read with the Companies (Acceptance of Deposit) Rules, 2014. Further, no amount remained unpaid/ unclaimed as at the end of the financial year ended March 31, 2025. Hence, the requirement for furnishing of details relating to deposits covered under Chapter V of the Act or the details of deposits not in compliance with Chapter V of the Act, are not applicable.

19. COMPLIANCE WITH SECRETARIAL STANDARDS

During the financial year under review, the Company has complied with the applicable provisions of the Secretarial Standard-1 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India and notified by the Ministry of Corporate Affairs.

20. VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT

During the financial year under review, disclosure w.r.t. details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the banks or financial institutions along with the reasons thereof, is not applicable.

21. MANAGEMENT DISCUSSION & ANALYSIS AND CORPORATE GOVERNANCE REPORTS

Pursuant to Regulation 34 of Listing Regulations, the Management Discussion and Analysis and the Corporate Governance Report are presented in a separate section forming part of the Annual Report.

22. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed pursuant to the provisions of Section 134 of the Act read with the Companies (Accounts) Rules, 2014, are provided in **Annexure -1** to this Report.



23. COST RECORDS

The cost records as specified under sub-section (1) of 148 of the Act is required to be maintained by the Company and accordingly such accounts and records are made and maintained for the financial year 2024-25.

24. AUDITORS

I. Statutory Auditors and their report:

Pursuant to the provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014, M/s M. Lal & Company, Chartered Accountants, (*Firm Registration Number: 016069C*) were appointed as Statutory Auditors of the Company for a period of 5 years to hold office as such i.e., till the conclusion of Annual General Meeting to be held in year 2027.

Further, they have confirmed that:

- their appointment is within the limit prescribed under the Section 141 of the Act;
- they are not disqualified from continuing as Statutory Auditors under the Section 141 of the Act; and
- they hold a valid certificate issued by the peer review board of the Institute of Chartered Accountants of India.

The observations made by the Statutory Auditor in the Auditors' Report on the audited financial statements of the Company for the Financial Year 2024-25 are self-explanatory and therefore do not call for any further comments. The said report does not contain any adverse remark, qualification, reservation or disclaimer.

II. Cost Auditors and Cost Audit report:

Pursuant to the provisions of Section 148 and all other applicable provisions of the Act read with the Companies (Cost Records and Audit) Rules, 2014 and Companies (Audit and Auditors) Rules, 2014, M/s R. M. Bansal & Co., Cost Accountants (*Firm's Registration No. 000022*) were appointed as Cost Auditors to conduct the audit of cost records of your Company for the FY 2024-25.

The Board has re-appointed M/s R. M. Bansal & Co., Cost Accountants, Cost Accountants (*Firm's Registration No. 000022*) as the Cost Auditors to conduct the audit of cost records of your Company for the financial year 2025-26 at a remuneration of INR 50,000/- (Indian Rupees Fifty Thousand Only) p.a. excluding out of pocket expenses and taxes as applicable. As per the provisions of the Act read with applicable Rules framed thereunder, the remuneration of the Cost Auditor shall be ratified by the shareholders of the Company. The matter for ratification of remuneration of the Cost Auditor appointed for the financial year 205-26 shall be placed before the shareholders at the ensuing Annual General Meeting.

III. Secretarial Audit

In terms of Section 204 of the Act and Rules made there under, Mr. Sameer Kishore Bhatnagar, Practicing Company Secretaries (M. No. 30997, CoP No. 13115, Peer Review No. 5256/2023) was appointed as Secretarial Auditor of the Company for the Financial Year 2024-25. The report of the Secretarial Auditors for the Financial Year 2024-25 is enclosed as **Annexure-2** to this Report. The report is self-explanatory and does not contain any qualification or reservation or adverse remark or disclaimer.

Pursuant to Regulation 24A of the Listing Regulations read with Section 204 of the Act and applicable Rules framed thereunder, the Board Recommends to appoint Mr. Sameer Kishore Bhatnagar, Practicing Company Secretaries (M. No. 30997, CoP No. 13115, Peer Review No. 5256/2023) as Secretarial Auditor of the Company for a term of five (5) consecutive years commencing from the Financial Year 2025-26 to the financial year 2029-30 .

IV. Internal Auditors

The Board of Directors on recommendation of the Audit Committee had appointed M/s Y P Arya & Company Chartered Accountants having Firm Registration Number 008298N as Internal Auditor of the Company for the financial year 2024-25.

The Internal Audit of the Company is regularly carried out to review the internal control systems and processes. The Internal Audit Reports along with implementation and recommendations contained therein are periodically reviewed by Audit Committee of the Board.

25. BOARD MEETINGS

During the financial year under review, the Board met 16 (Sixteen) times. The maximum interval between any two meetings of the Board did not exceed 120 days. Details of the meetings of the Board along with the attendance of the Directors therein have been disclosed in the Corporate Governance Report forming part of this Annual Report.



26. COMMITTEES OF THE BOARD

As on financial year ended on March 31, 2025, the Board has the following three (3) Committees constituted in compliance with the applicable provisions of the Act and Listing Regulations :

- Audit Committee;
- Nomination and Remuneration Committee; and
- Stakeholders' Relationship Committee

A detailed note on the composition of the committees and other mandatory details is provided in the Corporate Governance Report forming part of this Annual Report.

27. PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the prescribed format and annexed herewith as **Annexure- 3** to this Report.

The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this Annual Report. Further, the Report is being sent to the Members excluding the aforesaid annexure. In terms of Section 136 of the Act, any member interested in obtaining a copy thereof may write to the Company Secretary and Compliance Officer of the Company at investors@rathisteelandpower.com.

Number of employees as on the closure of financial year 2024-25

- Female ; 10
- Male ; 248
- Transgender; NIL

28. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

No significant and material orders have been passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

29. ANNUAL RETURN

The annual return of the Company as on the financial year ended on March 31, 2025 in terms of Section 92 and Section 134 of the Act is available on the website of the Company at www.rathisteelandpower.com.

30. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance towards sexual harassment at the workplace. The Company has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act") and the Rules made thereunder.

In light with the provisions the POSH Act, the Company has duly constituted Internal Complaints Committee ("IC"). IC is in place for all works and offices of the Company to redress complaints received regarding sexual harassment.

Further, the details of complaints/cases under the POSH Act as on March 31, 2025 are as follows:

Particulars	Number of Complaints
Number of complaints filed during the financial year	0
Number of complaints disposed of during the financial year	0
Number of complaints pending as at the end of the financial year	0
number of cases pending for more than ninety days during the financial year	0



31. DISCLOSURE WITH RESPECT TO THE COMPLIANCE OF THE PROVISIONS RELATING TO THE MATERNITY BENEFIT ACT, 1961

The Company is committed to ensuring a safe, supportive, and inclusive workplace for all women employees. All eligible women employees have been extended the benefits under the said Maternity Benefit Act, 1961, including maternity leave, nursing breaks, and other statutory entitlements as prescribed. The Company has duly complied with the provisions of the Maternity Benefit Act, 1961, as amended from time to time.

32. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS

During the financial year under review, pursuant to Section 143(12) of the Act, M/s M. Lal and Company, Chartered Accountants, Statutory Auditors, Mr. Sameer Kishore Bhatnagar, Secretarial Auditors and M/s R. M. Bansal & Co., Cost Accountants, Cost Auditor have not reported any instance of fraud committed in the Company by its officers or employees to the audit committee.

33. ACKNOWLEDGEMENTS

The Board wishes to place on record its appreciation of the significant contributions made by the employees of the Company during the year under review. The Company has achieved impressive growth through competence, hard work, solidarity, cooperation and support of employees at all levels. Your Directors thank the customers, dealers, distributors, franchisee partners, vendors and other business associates for their continued support in the Company's growth.

Your Directors also wish to thank the Government of India, the State Governments and other regulatory authorities, banks and members for their cooperation and support extended to the Company.

34. CAUTIONARY STATEMENT

The statements contained in the Board's Report and Management Discussion and Analysis contain certain statements relating to the future and therefore are forward looking within the meaning of applicable laws and regulations.

Various factors such as economic conditions, changes in government regulations, tax regime, other statutes, market forces and other associated and incidental factors may however lead to variation in actual results.

**By Order of the Board
For Rathi Steel and Power Limited**

Date: 03-09-2025
Place: New Delhi

Sd/-
Abhishek Verma
Director
DIN: 08104325

Sd/-
Mahesh Pareek
Managing Director
DIN: 00174146

Registered Office: 24/1 Block -A, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi - 110044

CIN: L27109DL1971PLC005905

Phone : 011- 45058011

Email : investors@rathisteelandpower.com

Website : www.rathisteelandpower.com



ANNEXURE TO THE DIRECTORS' REPORT:

ANNEXURE 1

I. CONSERVATION OF ENERGY

(I)	Energy Conservation & Measure Taken and Utilizing Alternate Sources of Energy	The Company has taken all its possible measures to conserve energy. As an ongoing process, the following measures are undertaken: ➤ Studying the feasibility of adding variable frequency drives (VFD's) for various applications wherever suitable, to bring down the energy consumption subject to techno-commercial viability of the proposal. ➤ Hot Rolling of Steel Billets into the rolled products to reduce the fuel required for reheating. ➤ Use of Green Power (Generated through renewable sources viz wind, solar or Hydro) thereby lesser dependency upon the conventional fossil fuel for power generation. ➤ Conventional Bulbs and Tube Lights of Plants and Corporate Office Areas are replaced with LED Bulbs and LED Tube Lights. ➤ Use of smart wireless controller in AC for reducing power consumption and Training front end operational personnel on opportunities of energy conservation. ➤ Use of Electric Vehicles also reduces the consumption of Liquid Fuel (Petrol). ➤ Use of Capacitors Banks which improve the power factor, by improving efficiencies which ultimately reduce the cost by conserving electricity.
(II)	The capital investment on energy conservation equipment's.	➤ Purchased and installed variable frequency drives (VFD's) for various applications wherever suitable. ➤ Installed equipment (Capacitors Banks) to improve the power factor, by improving efficiencies thus not only reducing the cost but also conserve electricity. ➤ Installed transfer trolley for transfer of liquid metal during process of steel making in place of earlier use of E.O.T Cranes which was more power intensive. ➤ Installed conveyer system for direct charging of hot billets into the rolling mills for manufacturing rolled products. It has reduced the carbon footprint, fuel cost, scaling loss etc.

II. TECHNOLOGY ABSORPTION

A. Research and Development

The Company is doing in house R&D activities to improve operational efficiencies and yield of its products.

B. Technology Absorption, Adaptation & Innovation

Efforts in brief, made towards technology absorption and innovation. - The Company has always tried to adopt the best and latest technologies to manufacture its products. It is due to this very reason that over the years the Company has witnessed very positive response and quick adaptation of the various products and grades of steel that have been manufactured from time to time.

In the area of special steel, the Company has installed the most modern and suitable technology for manufacturing of high quality stainless steel products in the steel melting shop at Ghaziabad and has also installed the most modern mono-block to finish superior quality of wire rods.

The Company has also manufacturing Special grade steel billets for manufacturing special grade wire rods at its Unit at Ghaziabad (U.P.). and has also developed the Stainless steel Rebars in place of traditional M.S. Rebars used for construction purpose as reinforcement. It has also applied and subsequently accredited BIS certification / permission to manufacture the same ranging from 8 mm dia to 32 mm dia of Stainless Steel Reinforcement Bars.

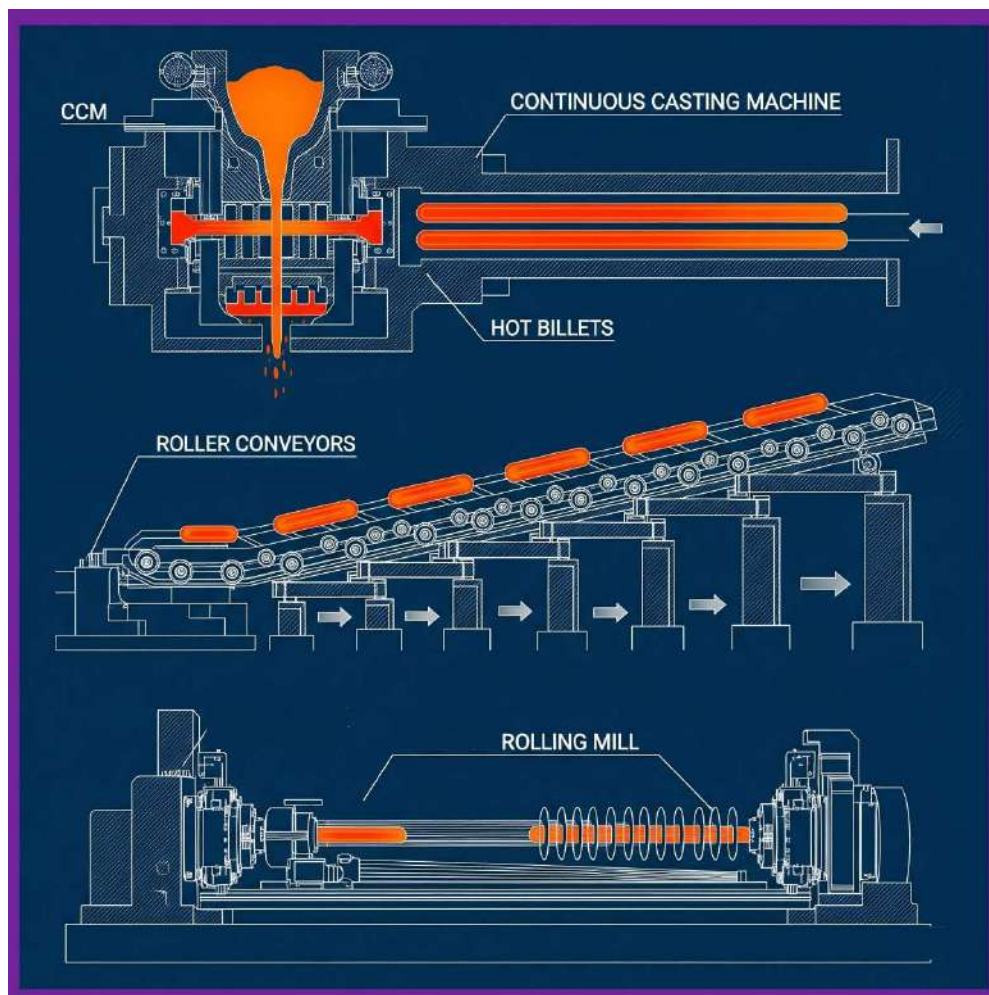
In addition to the above, the company has also continuously upgraded and modernized the rolling mills as well as its Steel Melting Shop to adhere to the international standards.

Recently, the Company has also developed the FE 500, FE 550 and FE 550 grade of steel reinforcement bars and also accredited BIS certification for the same. Company is in the process of developing other higher grades of steel reinforcement bars.

The cost optimization project (Hot Charging of steel billets to rolling mill) has been completed. Hot charging is an energy-efficient process that involves transferring hot steel billets directly from a continuous casting machine to a rolling mill before they cool down



completely. Traditionally, Billets are transferred to the reheating furnace wherein the billets are reheated before rolling. In the present project, Company has installed conveyer systems and other proprietary equipment / machines to transfer the hot billets to rolling mill to roll directly.



Pictorial Presentation of Hot Charging of Steel Billets post casting with CCM.

C. Import of Technology

During the year, no technology was imported.

III. FOREIGN EXCHANGE EARNINGS & OUTGO

1. Activities relating to exports, initiatives taken to increase exports, development of new Export market for products and services and export plans.

The Company is in continuous process to promote its products in other countries to increase its market share. The Company promptly responds to the enquiry/ information received from the prospective buyers.

2. Total Foreign Exchange used and earned:
Expenditure in Foreign Currency (CIF): Rs. 25,87,25,049/-
FOB Value of exports: NIL



ANNEXURE – 2

Form MR-3
[Pursuant to section 204(1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED March 31, 2025

To,
The Members
M/s Rathi Steel and Power Limited
Plot No. 24/1, A-Block Mohan Cooperative Industrial Estate
Mathura Road New Delhi - 110044

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Rathi Steel and Power Limited (hereinafter called **“the Company”**). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the Corporate Conducts/ Statutory Compliances and expressing my opinion thereon.

Based on our verification, books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company, has during the audit period covering the financial year ended on March 31, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the financial year ended on March 31, 2025, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder.
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment (FDI) and Overseas Direct Investment and External Commercial Borrowings.
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
 - a. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - e. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
 - h. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- vi. Other specific laws applicable to the Company are:
 1. Factories Act, 1948
 2. Employees State Insurance Act, 1948 and the rules made there under
 3. The Contract Labour (Regulation and Abolition) Act, 1970
 4. Environmental Pollution Act, 1986
 5. The Electricity Act, 2003
 6. The Industrial Dispute Act, 1947
 7. The Child Labour Act, 1970
 8. The Water (Prevention and Control of Pollution) Act, 1974 read with Water (Prevention and Control of Pollution) Rules, 1975
 9. Environment Protection Act, 1986
 10. Air (Prevention and Control of Pollution) Act, 1981 read with Air (Prevention and Control of Pollution) Rules, 1982.

We have also examined the compliance with the applicable clauses of the following:

- a. Secretarial Standards issued by the Institute of Company Secretaries of India.
- b. The Listing Agreements entered into by the company with the stock exchanges.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above subject to the following observations:



We further report that the Company has:

A. Alteration in the Share Capital Structure

The Company in the financial year 2024-25 altered the capital structure of the Company. After alteration, the Authorised Share Capital of the Company is Rs. 131,64,81,470/- (Rupees One Hundred Thirty One Crore Sixty Four Lakh Eighty One Thousand Four Hundred and Seventy only) divided into 121240000 (Twelve Crore Twelve Lakh Forty Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each and 10408147 (One Crore Four Lakh Eight Thousand One Hundred Forty Seven) Preference Shares of Rs. 10/- (Rupees Ten only) each. Further, the Issued, Subscribed and Paid Up Share Capital of the Company is Rs. 95,25,70,040/- (Rupees Ninety Five Crore Twenty Five Lakh Seventy Thousand Forty Only) divided into 86363004 (Eight Crore Sixty Three Lakh Sixty Three Thousand Four) Equity Shares of Rs. 10/- (Rupees Ten only) each and 8894000 (Eighty Eight Lakh Ninety Four Thousand) Preference Shares of Rs. 10/- (Rupees Ten only) each.

B. Preferential Allotment - Redemption and Conversion of Preference Shares into Equity Shares

During the year under review, the OCRPS holders exercised its option of conversion of 1505265, 1% Optionally Convertible Redeemable Preference Shares ("OCRPS") into 1300001 (Thirteen Lakh and One) Equity Shares of the Company at a conversion price of Rs. 55/- (Rupees Fifty Five Only) per share, including a Premium of Rs. 45/- (Rupees Forty-Five Only) per share. The Company in its meeting dated 24th March 2025 of Board of Directors approved the same. Listing approval of converted equity shares was issued by Bombay Stock Exchange vide their letter dated 11th June 2025.

We further report that:

Mr. Arpan Kumar Atrey was appointed as Independent Director w.e.f. 29.03.2025 and Mr. Rajesh Khurana was appointed as Whole Time Director w.e.f. 25.03.2025 during the financial year. The Designation of Mr. Abhishek Verma changed to Whole Time Director. Ms. Sangeeta Pandey resigned as the Director of the Company w.e.f. 29.03.2025.

Mr. Rakesh Kumar ceased to be the Chief Financial Officer of the Company due to his sudden demise w.e.f. 06.12.2024 and Mr. Rajeev Kumar was appointed as Chief Financial Officer w.e.f. 14.02.2025 during the financial year.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that there are adequate systems and processes in the Company commensurate with the size and operation of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that the Assessment Orders and Demand Orders from the Income Tax Department for financial years 2018-19 (AY 2019-20) dated March 31, 2025, 2020-21 (AY 2021-22) dated March 30, 2025 and 2021-22 (AY 2022-23) dated March 30, 2025, were received by the Company on March 31, 2025. The Company has since filed an appeal / rectification application with the appropriate authority.

We further report that Office of the Deputy Commissioner, State GST, Ghaziabad, Uttar Pradesh has raised a demand of Rs. 58,22,036/- along with penalty of similar amount under Section 74 of the GST Act, 2017, along with applicable interest on February 03, 2025. The demand has since been stayed by the Hon'ble Allahabad High Court order dated 29th April 2025.

We further report that during the audit period there were no instances of:-

- Buy-Back of securities.
- Merger/ amalgamation/ reconstruction, etc.
- Foreign technical collaborations.

Place: New Delhi
Date: 27.08.2025

SD/-
Sameer Kishore Bhatnagar
Practicing Company Secretary
M. No. 30997
CoP No. 13115
UDIN: A030997G001091342



ANNEXURE – A

**To,
The Members
M/s Rathi Steel and Power Limited
Plot No. 24/1, A-Block Mohan Cooperative Industrial Estate
Mathura Road New Delhi - 110044**

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verifications were done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
5. The compliance of the Provisions of Corporate and other applicable Laws, Rules, Regulations, standards is the responsibility of the Management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**Place : New Delhi
Date: 27.08.2025**

**SD/-
Sameer Kishore Bhatnagar
Practicing Company Secretary
M. No. 30997
CoP No. 13115**



Annexure 3

DETAILS UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- (a) **The ratio of the remuneration of each Directors to the median remuneration of the employee of the Company for the financial year 2024-25:**

Directors	Ratio to median Remuneration
Sh. Prem Narain Varshney	0.72
Sh. Abhishek Verma	0.02
Sh Rajesh Khurana	0.08
Sh Arpan Kumar Atrey	N.A.
Smt Sonika Sahrma	N.A.
Ms Surbhi Pareek	N.A.
Ms. Sangeeta Pandey	N.A.

- (b) **The percentage increase in remuneration of each Director, Chief Executive officer, Chief Financial officer, Company Secretary or Manager, if any, in the financial year;**

Name of person(s)	% increase in remuneration
Sh. Prem Narain Varshney	N.A.
Sh Rajesh Khurana	N.A.
Sh Abhishek Verma	N.A.
Sh. Rakesh Kumar	N.A.
Sh Rajeev Kumar	N.A.
Smt. Shobhita Singh	N.A.

- (c) **The percentage increase in the median remuneration of employees in the financial year** – Looking at the previous losses of Company, there was no increment made in this year except in few cases. In general, there is marginal increment in the remuneration of staff which is not based on percentage.
- (d) **The number of permanent employees on the rolls of Company:** As on 31-03-2025 Permanent employees are 258. Further, the contractual labour were 12 as on 31-03-2025.
- (e) **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration :** Looking at the past losses of Company, there was no increment made in this year except marginal increment in few cases. In general, there is marginal increment in the remuneration of staff which is not based on percentage.
- (f) **Affirmation that the remuneration is as per the remuneration policy of the Company.**
Remuneration paid to the Directors and Senior Management is as per remuneration policy of the Company.



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

ECONOMIC ENVIRONMENT

Global Economic Overview

In calendar year (CY) 2024, the global economy grew by 3.3% despite significant geo-economic turbulence. Emerging Markets and Developing Economies (EMDEs) showed steady growth, while inflation eased from 6.6% in CY 2023 to 5.7% in CY 2024. Central banks worldwide tightened their policies, but a recession was avoided.

- **United States:** The US economy demonstrated strong growth at 2.7%, fueled by a robust labor market and strong underlying demand.
- **Europe:** The European economy remained subdued. Germany and France faced political and economic uncertainties, while Italy and the UK barely avoided a recession. Heightened energy costs due to the Russia-Ukraine war, currency depreciation, and a lack of innovation contributed to the downturn.
- **Investor Sentiment:** Prevailing geo-economic uncertainties have negatively impacted global investor sentiment. This is reflected in rising term premiums on long-term government bond yields in most G7 countries.

World Trade Outlook

Global trade growth is expected to slow down in 2025 to 1.7 percentage point, a downward revision of 1.5 percentage point since the January 2025 WEO Update. This forecast reflects increased tariff restrictions affecting trade flows and, to a lesser extent, the waning effects of cyclical factors that have underpinned the recent rise in goods trade. Meanwhile, global current account balances are expected to narrow somewhat (Figure 1.19). The widening of current account balances in 2024 reflected widening domestic imbalances and a pickup in global goods trade. Over the medium term, global balances are expected to narrow gradually as the effects of these factors wane. Creditor and debtor stock positions are estimated to have increased in 2024, with the increases reflecting widening current account balances. They are expected to moderate slightly over the medium term as current account balances gradually narrow. In some economies, gross external liabilities remain large from a historical perspective and pose risks of external stress.

Outlook

Global GDP is projected to grow at 2.8% in CY 2025 and 3.0% in CY 2026. This measured growth reflects cautious optimism. Advanced economies are expected to expand by 1.4% while Emerging Markets and Developing Economies (EMDEs) are expected to maintain a robust growth of an estimated 3.7%. Inflation in advanced countries is projected to fall to 4.3%, helping them meet their policy objectives sooner. European nations, under pressure from global manufacturing competition are expected to draw on their industrial bases and recover domestic demand, with Germany preparing major public-spending reforms. Within the Eurozone, trade ties are likely to strengthen despite rising geo-economic fragmentation. In the US, recent reciprocal tariffs have prompted a more cautious global trade outlook and reinforced trends toward economic decoupling. Despite economic uncertainties, fiscal discipline, strategic investments and enhanced consumption are foreseen to create an atmosphere conducive to growth.

INDIAN ECONOMIC OVERVIEW

Despite global economic turbulences, the economy of India grew by estimated 6.5% in FY 2024-25. The growth was supported by strong performance of sectors, such as services, manufacturing and agriculture. During the year, urban consumption, moderate and rural consumption picked up on the back of a favourable monsoon. Core- Led inflation was estimated at 4.8%, well within the reserve Bank of India's to-six% tolerance. To drive growth, the government increase the infrastructure budget to ₹10.2 lakh crore and extended the production link incentive (PLI) scheme to trigger investment and economic activity. Despite global supply-chain pressures, electronics, semiconductor, and pharmaceutical exports remain strong. Further, PLI 2.0 is aimed at establishing India a global IT-manufacturing powerhouse.

Within the constituents of growth, India's private final consumption expenditure has grown by 7.3% in FY 2024-25. Investment activity which gained momentum in Q1, supported by high-capacity, utilisation, robust, steel and cement, industries and high capital goods imports, moderate as the year progress. To safeguard the domestic steel producers from Chinese imports, the government of India impose tariff on the import of steel.

Outlook

India's medium term prospects are optimistic with a positive Kavi. Strong domestic demand and benevolent policy regime should induce private investment, as relocation of capital from the US positions India as a lucrative location for foreign investors. And accommodative monetary stand and salary. Individual tax relief will promote liquidity and domestic consumption. Moderation in depreciation against the dollar can be anticipated, which can stimulate export competitiveness. Further, India is maintaining a Watch full star regarding the evolving tariff situation and is expected to respond appropriately. In addition, India has recently



concluded a historic free-trade agreement (FTA) with the UK. This is force to augment the strategic and economic ties between the two nations. Increase government capital expenditure is expected to facilitate the recovery of fixed capital formation. Sustained demand from rural areas, and anticipated revival in urban consumption, higher capacity, utilisation and healthy balance, sheets of corporate and banks are additional factors contributing to support growth prospects.

With India resolute on achieving the developed-nation status by 2047, growing energy requirements will be met by Energy, self-sufficiency policies and the growth of high-technology manufacturing.

INDUSTRY OVERVIEW

Global steel industry overview

World steel consumption declined in 2024. It witnessed a 0.9% year-over-year decline to 1750 Million metric tons. This marks its third Street annual contraction. The decline can be attributed to sustained softness in manufacturing and elevated financing rates. Geo-political pressure further resulted in a 2.0% fall in demand in developed economies, such as the US, Japan and Germany. China, the largest consumer of steel, observed a reduction of 3% in demand due to its real estate crisis, with another 1% decline force in 2025. Conversely, India emerged as the main growth driver, the steel demand grew by 8% in CY 2024. This hike was primarily propelled by heightened infrastructure expenditure and industrial production.

Developing countries excluding China post 3.5% demand growth, driven by the recovery of ASEAN and MENA regions. What crude steel output hit 1.88 billion tonnes last year. China accounted for 54% (1.01 billion tonnes) of this output

The industries subdued performance can be attributed to the turbulent global economic landscape. Headwinds, such as tight, monetary policies and high construction exacerbated the decline in demand. Nevertheless, a 1.2% recovery in global demand is for seen in 2025. This recovery is envisioning to be facilitated by sustained recovery in the EU and emerging economies.

Indian steel industry overview

India's steel industries witnessed robust growth. Industry is expected to exhibit an estimated growth of 8-9% in FY 2024-25, this for both is much higher than worldwide trends. While economy such as China, Europe and the US witnessed declining steel demand, India remain the sole major economy to reflect strong growth in steel consumption.

India's steel production capacity has hit a new high in FY 2024-25 reaching~ 149 million tons. This is ~ 6% higher than FY 2023-24's ~ 140 million tons. Aggressive capacity expansion initiatives implemented by both private and public sector players have enabled the country to almost double its production capacity

With sustained flow of investment across sectors, the demand for steel is expected to grow at a CAGR of 5% to 7.3% over the next decade. The demand is forcing to reach 221-275 million tonnes by FY 2033-34. The long term growth prospect will further augment the flow of investment. To cater to the rising demand, India will need to produce an estimated 300 million tonnes of steel by 2030.

KEY INDUSTRY DRIVERS

Government initiatives.

The heightened integration of steel in residential and infrastructure construction is one of the key drivers of demand of steel. Government initiatives, such as "Pradhan Mantri Awas Yojana (PMAY)" and the "Gati Shakti Master Plan" are playing a crucial role in augmenting the consumption of steel.

The national infrastructure pipeline (NIP) programme, aimed at enhancing project preparation and drawing investment, remains a major driver of steel demand in FY 2024-25.

The production linked incentive (PLI) programme for specialty Steel has seen investment made of INR 20,000 crore out of commitments worth INR 27,106 crore. Incentive of INR 48 crore has been released with expectations of INR 2000 crore to be disbursed till the end of the scheme. These high-profile infrastructure initiatives are generating long-term momentum across the development sectors.

The Steel Ministry has proposed the implementation of stringent quality control regulation across all grid of steel utilised in the nation. This initiative intends to incorporate an additional 1000 grades of Steel under the quality control order (QCO). The QCO



currently regulates 1376 items. The major twofold purpose of enhancing the quality of infrastructure and cheap imports that adversely affect the domestic manufacturers across the Steel value chain.

Construction

Organisation remains a key properly of consumption of steel in India. Heightened migration from rural to urban areas is further augmenting, the demand of residences and commercial premises, nearby, heightening demand of steel.

India's construction industries are one of the pillars of its economic growth. The industry addresses the demand of the country and generate large-scale employment. Public and Private investments have been primarily directed towards infrastructure and real estate properties like offices, retail, housing and data centers, Logistics and warehousing have become crucial elements, driven by fast-paced urbanisation in the need of efficient supply chain. The trend of modular and pre-fabricated buildings in the construction sector, present new growth opportunities for the industry.

Infrastructure investment in India has witnessed remarkable rise. The elevation was facilitated by joint public and private funding. The heightened capital outlay has helped the country to build the second largest road network in the world. The Pradhan Mantri Gramin Sadak Yojana has completed the construction of 7,83,335. KM of the roads, significantly improving connectivity to rural areas.

During the year under review the Indian Railways renewed 6450 KM of leading track and overhaul, 8515, turnouts to enhance network dependability and safety.

National real estate development Council (NAREDCO) and Knight Frank estimated that India's warehousing market will need 159 million square feet by 2047, increasing at a rate of 4% per annum. This growth is driven by instrument by the E-commerce and manufacturing industries in logistic Park, industrial corridors, and Modern warehouse space across the country. Moreover, India's real estate industry is projected to reach \$5.8 trillion by 2047, accounting for 15.5% of the country's GDP.

Engineering and manufacturing

heightened demand of steel from industries, such as engineering, packaging and industrial manufacturing played a crucial role in propping steel consumption in FY 2024-25. The diversification of steel utilisation across industries allows for a balance demand pattern. This reduce the dependency on anyone industry. India's engineering exports is estimated to have reached an unprecedented height of \$116.67 billion in FY 2024-25.

Further, India is aiming to establish itself as a global IT hub through initiatives, such as national policy on electronics (NPE), make in India, digital India, skill, India, electronics development, fund policy, scheme for promotion of manufacturing of electronic components and semiconductors (SPECS) as well as the production linked initiative (PLI). These schemes are playing a key role in the attracting investment in the electronics manufacturing sector.

Automotive industry growth

India is the world third-largest passenger vehicle market, following China and the US. During FY 2024-25, the Indian automatic sector grew by 7.3% in domestic sales while exports were accelerated by 19.2%. This highlights the strong global demand and heightened competitiveness within the India.

The rapidly expanding electric vehicle (EV) segment of the industry is augmenting the demand of specialise steel product. With sustained growth of India's automotive sector and its gradual transition towards electric mobility. The utilisation of electric and other specialised types is force to witness our study growth.

The low vehicle ownership rate in India (38 vehicles per 1000 inhabitants) depends a huge growth potential. The Indian automotive market presents a lucrative opportunity for global auto manufacturers. India's light-vehicle manufacturing capacity is affected to reach 10 million units by 2031.

OPPORTUNITY AND THREATS

OPPORTUNITIES

Becoming global infrastructure needs

Developing economies around the world are augmenting the demand of a steel due to heightened organisation and transportation program. India is strategically position to capitalise on its demand, especially steaming from Asian Africa, where infrastructure gaps persist.



Duties on imports

During April 2025, India imposed at 12% provisional safeguard due to specific steel imports to shield the domestic steel industry from cheap import from China, South Korea, and Japan. The implementation of safeguard duty came as a response to the record high import of steel at 9.5 million metric tons during 2024-25. The volume of import was the highest in nearly a decade. The intervention will offer temporary relief to the market from the flow of cheap imports.

Policy-driven market axis,

The production linked incentive (PLI) scheme aims to augment high-value Steel production to 42 million times by 2026-27. Export promotion schemes, like remission of duties and taxes on exported products (Ro DTEP) Farhan enhance competitiveness.

Power and Energy sector advancements

India is the third largest global energy consumer after China and the US. Rapid economic development, heightened urbanisation and expedited industrialization have contributed to the overall increase in energy consumption. The outlook for India's energy sector remains highly optimistic. Sustained investment, technological innovation and international collaborations are expected to further initiate capacity edition in the years ahead. This capacity expansion will considerably argument the demand for steel.

Telecommunications network expansion

India's telecom sector experience, notable growth, propelled by ground-breaking technological achievements, regulatory reforms, declining unit prices, and heightened adoption. Overall tally-density increased with rural growth outpacing the urban growth. The country witnessed the first 5G rollout in the world, covering more than 99% districts.

Expansion in defense and aerospace

After the initiation of the make in India movement, India's defense production reached and all-high of ₹1.27. Lakh crore during FY 2023-24, which exports crossing ₹23,622 crores during FY 2024-25. This transition from being import – dependent to being the word leader in manufacturing shows India's commitment towards self-reliance and economic growth. Policies have strengthened this progress by facilitating private sector participation, promoting technological advancement and developing contemporary military platforms.

Environmental sustainability initiatives

Investments under TLI, focus on automotive-grade alloy and electric steel, which is in line with international trends towards sustainability. This scheme plans to establish India as a global supplier of value-added steel by 2030.

THREATS

Trade Tensions

Recent protectionist measure implemented by the US government, specifically the 25% tariff imposed on the import of steel, pose major threat to Indian steel producers, despite their limited direct exposure to the American market. These barriers are forcing to redirect the axis Steel to other markets, aggravating, regional over supply and putting downward pressure on prices and margins throughout Asia.

International metals market is dominated by scale players such as China and Russia, where immense production capacities and strategic-rooting of exports have increased competitive pressure. As a result, Indian companies are embracing industry 4.0 technologies, creating sophisticated, high-strength, steel grades and utilising waste-heat recovery systems to enhance operating efficiency, reduce courts and achieve stringent quality standards.

Environment Challenges

Adherence to strict environmental standards in major export markets has become necessary. Indian exporters are modernising, furnishes, adopting water-recycling techniques and obtaining carbon-emission and energy-efficiency certifications to meet International regulate systems and attract eco-conscious consumers.

Finance

Indian steel industry requires substantial investments. This demand is further intensified by the cautious lending practices, driven by higher interest rates and cyclic demand pattern. To counter these physical challenges, stakeholders have a embrace, new funding, options, including the mobilising of foreign direct investment and access to overseas capital market. Increase government financing programs can decrease risk and help accommodate necessary capacity expansion.



Supply Chain Vulnerabilities

Strong logistics and port facilities are imperative to support the growing industry. Heightened freight rates, poor last-mile connectivity, and under-depot handling facilities, drive, causes and compromise delivery, reliability, beginning India's stand in global supply-chains. Heightened investment in dedicated, freight corridors, multi-modal, transportation nodes and faster customs. Clearances are the keys to securing timely exports and gardening the trust of foreign customers.

<https://www.imf.org/en/Publications/WEO/Issues/2025/04/22/world-economic-outlook-april-2025>

<https://rbiidocs.rbi.org.in/docs/Bulletin/PDFs/0BULL22042025F03F83AE118C4B3B84E662D980C8DE33.PDF>

<https://www.pubs.usgs.gov/periodicals/mcs2025/mcs2025-iron-ore.pdf>

<http://worldsteel.org/media/press-release/2024/worldsteel-short-range-outlook-october-2024/>

DOMESTIC STEEL DEMAND TO BUCK GLOBAL SLUMP, GROW 8-9% IN 2025

Safeguard duty a key monitorable for prices and mill profitability

Steel demand in India will continue to outpace other major steel-consuming economies in calendar year 2025 with a growth of 8-9%, driven by a shift towards steel-intensive construction in the housing and infrastructure sectors along with better demand from engineering, packaging and other segments.

In 2024, global steel demand is estimated to have declined ~1%. Demand in China, the largest steel producer and consumer, declined ~3.5%, led by declining steel demand from the real estate sector, despite conducive policy changes and release of support packages. Steel demand from Europe, Japan and the US also logged an estimated demand degrowth of 2-3%. However, demand growth in developing economies such as India and Brazil kept global demand from declining steeply. Demand is estimated to have increased 11% in India, 5.6% in Brazil and 2.7% in other steel-consuming economies.

In 2025, global steel demand is expected to inch up by 0.5-1.5% on the back of easing financing conditions and pent-up demand from some key steel-consuming economies, which will support manufacturing activities. An anticipated recovery in residential construction in economies such as EU, US and Korea in line with easing of financing conditions will support growth, too. India will continue to lead the pack in terms of demand.

Domestic supply, however, remains a point of concern.

Says Schul Bhatt, Director- Research, CRISIL Market Intelligence and Analytics, *"In 2024, supply growth from India's mills was benign at 5.2%, with extended periods of planned and maintenance shutdowns. Aggregate crude production growth by the top seven players* remained flat during the year. However, crude and finished steel production from medium and small players increased 14% and 11.3%, highlighting the consistent demand growth from long steel end-users."*

Competitive imports and decline in exports also played a role in weaker production growth in 2024. While finished steel imports increased 24.5%, exports declined 6.4%, leading to additional availability of 3.2 million tonnes of finished steel apart from domestic production. This additional material availability accounted for ~2% of the total finished steel demand.

To be sure, finished steel imports from all key exporters to India have increased significantly in the past few years. For instance, China has traditionally been an exporter of value-added products and speciality steel such as galvanised and coated steel, alloy steel and stainless steel to India, with minimal share of hot-rolled coil and strips (HRC), cold-rolled coils and strips (CRC). However, between 2022 and 2024, while finished steel imports from China increased 2.4-fold, import of HRC jumped 28-fold. Notably, HRC is used as feed material to produce various value-added downstream products, and these imports are often at a discount to domestic HRC prices, creating price pressure on domestic steel.

Similarly, the overall finished steel import from Japan increased 2.8-fold in 2024 from the base of 2022, while HRC imports increased 16.6-fold. Finished steel imports from Vietnam increased 8-fold, while HRC imports jumped 27-fold. Import growth from South Korea was relatively modest, bringing down its share in India's finished steel import basket.

Domestic steel prices, meanwhile, declined in 2024, impacted by additional material availability due to increase in net imports. HRC prices declined 9% and CRC prices declined 7%, thereby slowing topline growth of domestic mills. That said, falling coking coal prices, along with low volatility, have helped reduce margin pressure somewhat. Coking coal spot price for the Premium Low Volatility grade, Australia-origin, declined 12% in 2024, whereas iron ore prices are estimated to have increased by 9-10% during the period. Notably, China HRC export prices declined 12% in 2024 and are still trading at a discount to domestic mill prices.

Imposition of a safeguard duty proposed by the industry could be a positive here. If implemented, steel prices in 2025 would be much higher than 2024, with the impact more prominent in the first half.



Says Vishal Singh, Manager-Research, CRISIL Market Intelligence and Analytics, “Domestic prices are under pressure due to global steel price decline and are expected to remain soft in 2025. Prices have a 4-6% upside potential hinged on implementation of the safeguard duty. As mills ramp up production volume from the newly commissioned capacities, increase in supply will reduce flat steel prices but will still be higher than average price of 2024. That said, intense competition among mills to gain market share could limit the upward movement.”

<https://www.crisil.com/content/crisilcom/en/home/newsroom/press-releases/2025/01/domestic-steel-demand-to-buck-global-slump-grow-8-9percent-in-2025.html>

Key Government Reforms in the Steel Sector

To foster a supportive policy environment for the steel sector and advance the 'Make in India' initiative, the Government of India has taken several key measures over the years.

- **Domestically Manufactured Iron & Steel Products (DMI&SP) Policy:** This policy promotes the use of domestically produced steel in government procurement, supporting the growth of local manufacturing.
- **Production Linked Incentive (PLI) Scheme for Specialty Steel:** The Government has launched this scheme to stimulate the production of specialty steel within India. The PLI Scheme aims to reduce imports by attracting significant capital investment.

Under the Production Linked Incentive (PLI) Scheme, five broad categories of specialty steel have been identified:

1. Coated/Plated Steel Products
2. High Strength/Wear Resistant Steel
3. Specialty Rails
4. Alloy Steel Products and Steel Wires
5. Electrical Steel

Further, companies selected under the PLI Scheme for Specialty Steel have committed to an additional investment of approximately Rs 29,530 crores. By the end of the scheme's tenure, these investments are expected to generate around 18,000 new direct employment opportunities.

- ✓ **Process-Based Safety Guidelines:** On July 25, 2024, the Ministry of Steel introduced 16 new safety guidelines designed to enhance productivity by standardizing safe operational practices within the steel industry.
- ✓ **Revamped Steel Import Monitoring System (SIMS):** SIMS has been upgraded to SIMS 2.0 as of July 25, 2024. This enhanced system is intended to more effectively monitor steel imports and address concerns affecting the domestic steel industry.
- ✓ **Notification of Steel Scrap Recycling Policy:** The Government has announced the Steel Scrap Recycling Policy aimed at increasing the availability of domestically generated scrap. This policy is designed to boost the recycling of steel scrap within the country, thereby enhancing the sustainability of the steel sector and reducing reliance on imported scrap.
- ✓ **PM Gati-Shakti National Master Plan:** The "Make in India" initiative, supported by the PM Gati-Shakti National Master Plan, will intensify engagement with key sectors—including Railways, Defence, Petroleum and Natural Gas, Housing, Civil Aviation, Road Transport and Highways, Agriculture, and Rural Development. The goal is to boost steel usage, increase overall demand, and attract investment in the steel industry.
- ✓ **Strategic Coordination Between Ministries and States:** Optimizing the availability of raw materials for steel production by coordinating efforts with ministries, state governments, and other countries to obtain more favorable conditions.
- ✓ **Ensuring Steel Quality Standards:** The introduction of 145 Steel Quality Control Orders will prevent the manufacturing and import of non-standardized steel. This initiative is designed to make high-quality steel products more accessible to the public and uphold industry standards.

Technological Advancements in Steel Industry

The steel industry operates in a deregulated environment, where companies independently decide on modernization and technological upgrades based on commercial factors and market dynamics. These companies are adopting the Best Available Technologies (BAT) globally as part of their modernization and technological advancement efforts.

To support environmental sustainability and reduce carbon emissions in the steel manufacturing sector, the following policies and initiatives are in place:

- ✓ **R&D:** The "Promotion of Research & Development in Iron & Steel Sector" scheme provides financial support to stakeholders for initiatives aimed at promoting environmental sustainability and reducing carbon emissions.



- ✓ **National Green Hydrogen Mission:** Launched by the Ministry of New and Renewable Energy (MNRE), this mission focuses on green hydrogen production and its application across various sectors, including steel. Under this mission, MNRE has introduced the "Implementation of Pilot Projects for Use of Hydrogen in the Steel Sector," developed in consultation with the Ministry of Steel.
- ✓ **Steel Scrap Recycling Policy, 2019:** This policy promotes the recycling of domestically generated steel scrap. By enhancing scrap availability, the policy helps reduce coal consumption in steelmaking and lowers emissions.
- ✓ **Motor Vehicles Scrapping Rules (September 2021):** These rules aim to increase the availability of scrap for the steel sector by facilitating the establishment of vehicle scrapping facilities.
- ✓ **Perform, Achieve and Trade (PAT) Scheme:** Part of the National Mission for Enhanced Energy Efficiency, the PAT scheme incentivizes the steel industry to reduce energy consumption.

Way Forward

Over the years, the steel sector has experienced remarkable growth, marked by substantial increases in both production and consumption. Per capita consumption of steel has risen from 59 kg in 2013-14 to 119 kg in 2022-23. In 2023, India produced 140.2 million tonnes of steel, positioning itself as the world's second-largest steel producer.

Looking ahead, the National Steel Policy (NSP) projects significant expansion in the sector. By the year 2030-31, India is expected to achieve a total crude steel capacity of 300 million tonnes, with crude steel production reaching 255 million tonnes and finished steel production at 230 million tonnes. This growth trajectory highlights the steel sector's crucial role in supporting the country's infrastructure and economic development.

Source: <https://www.pib.gov.in/PressNoteDetails.aspx?NoteId=152018&ModuleId=3>
<https://www.ibef.org/industry/steel-presentation>

SWOT ANALYSIS OF STEEL INDUSTRY

SWOT analysis of industry The chemistry of steel comprises a mixture of carbon and iron and it amplifiers the resistance and strength of the alloy. Experts at other types of material chromium to make the steel resistance to oxidation and corrosion.

Steel has a lower cost and high tensile strength, and that's why manufactured employ steel in the production of various industries. Some of the main uses of steel are as follows:

- Weapons
- Electrical appliances,
- Machinery,
- Bicycles,
- Cars,
- Train
- Ships
- Ships
- Tools,
- Infrastructures
- Buildings,

The facts and figures about the steel industry are explained above. Some of the top steel industries are as follows:

- Angang Steel – China
- HBIS Group – China
- Jef Steel Corp – Japan
- Hunan Valin Steel Co – China
- Tata Steel Ltd – India
- Nucor Corp – USA
- Baoshan Iron & Steel Co – China
- Nippon Steel Corp – Japan
- POSCO Holding Inc – South Korea
- Arcelor Mittal SA – Luxembourg



Key Strengths of Steel Industry

1. Easy Access to Raw Material

Iron and carbon are the key ingredients of steel, and you can easily find them on the earth's ground. Easy access to and availability of raw materials plays a significant role in the growth and success of the steel industry. However, some other types of industries say the challenge of scarcity of resources; the raw metal is not available or costly access to it. But the steel industry has got easy access and availability to the raw material.

2. Cheap labour.

If you look at the top 10 world's leading steel industries; roundabout eight steel companies are in Asia, and the other two are in Europe and America. The main reason for the growth of the steel industry in China, India, and other Asian countries is because of the ability of cheap labour. However, the labour cost is very high in Europe and America.

3. Quality operations,

Manpower and workforce play a significant role in the production and manufacturing of steel; because the steel industry demands intense labour work. The reason the steel industry successfully conducts operations is because of the easy availability of labour

4. Shipping and transport.

The steel industry has got a highly developed network of supply chain and distribution channels. It allows the Company to have the access to the raw material so that the Company could manufacture the steel and meet the customer demands.

5. Community focus.

According to an estimate, the steel industry contributed roundabout, 98% (comprising \$1.663 billion) of its revenue back into society in 2019. It was in form of building hospitals, schools, transport and roads. Involvement of the steel industry in healthcare factories is very high in up. Along with the committee focus, the Company is also creating job opportunities and employing people in its industries.

6. Green economy.

Steel is 100% recyclable material; decomposes into its various building and become part of nature again after sometime. Nowadays, the global economy is moving towards dream project for the safety of the environment and nature. But the steel industry was no threat to the environment due to its recycling nature.

Weaknesses of steel industry

1. High capital investment.

It is no doubt, Steel industry is highly profitable and falls under the category of world leading industries. But launching and establishing a steel industry requires a huge capital investment in the form of the place, equipment, machinery, and workforce. And ordinary businessmen investor can't start the industry without funding from banks and other investors.

2. Deficiencies and risk.

The steel industry demands intensive labour work. The workforce is dealing with extremely hot and pressurised material. Overall, the environment in the production and manufacturing facility of the steel industry is very high and it causes a lot of health and other risk factor.

3. Limited productivity

Natural resources and it takes a lot of time to iron from the ground. The demand for steel in the market has its limits and it can't go beyond. That's the growth and productivity of the steel industry are very compared to its size and investment.

4. Expensive material

The raw material "iron" from the production of steel is also expensive, because of the labour and carriage. Sometimes, steel manufacturers have to pay double in the form of carriage and transportation cost; it increases the production cost and decreases the companies profitability.

5. Limited budget for research and development.

The owner in the industries invest a very limited, almost none in research and development. In fact, there are following the decades-old methods and processes at their Productions and manufacturing units without employing technology or robots.



Opportunities available to Steel industry

1. Infrastructure

If they are still in industry could invest in development of infrastructure like supply chain, routes, and distribution channel; then it would speed up the process increases overall efficiency and effectiveness

2. Merger and acquisition.

Merger and acquisition is also a great option for steel manufacturers. Small businesses should join their strength and focus on increasing their growth and productivity. It is good for them in terms of profitability and growth; it would allow them to deal with the industry issues and challenges collectively.

3. High demand and export.

The steel industry and the construction industry are complimenting each other. High investment in the construction industry is increasing the demand for steel. The steel manufacturer should take advantage of the growing demand in the market, and increase their profitability and revenue by producing more.

Threats to steel industry

1. Price conscious

The price of steel is a high sensitive matter in the steel industry and it could badly impact the demand and sale of steel. When the production and carriage cost becomes higher due to interruption and various other factors, then it decreases the profitability for investors and owners.

2. Tech development

High tech technological development is focusing on finding new ways to build houses and infrastructure that don't involve a lot of steel. It is decreasing the demand for a steel in the customer market and it is not good news for manufacture and owners because they have invested a lot of resources in the steel industry.

3. Limited growth.

The demand, production, and supply of Steel in the market have their limits and they can't go beyond that. The limited growth is kicking out the small investor because they can't survive the market recession.

Source: <https://swotandpestleanalysis.com/swot-analysis-of-steel-industry/>

RISKS AND CONCERNS

Like every business, the Company faces risks, both internal and external, in the undertaking of its day-to-day operations and in pursuit of its longer-term objectives. A detailed policy drawn up and dedicated risk workshops are conducted for each business vertical and key support functions wherein risks are identified, assessed, analyzed and accepted / mitigated to an acceptable level within the risk appetite of the organization. The risk registers are also reviewed from time to time.

Credit Risk

The Company does its own research of clients' financial health and project prospects before entering into an agreement with them. Timely and rigorous process is followed up with clients for payments as per schedule. The Company has suitably streamlined the process to develop a focused and aggressive receivables management system to ensure timely collections.

Interest Rate Risk

The Company has judiciously managed the debt-equity ratio. It has been using a mix of loans and internal cash accruals. The Company has well managed the working capital to reduce the overall interest cost.

Competition Risk

Like in most other industries, strong scope of opportunities come with intense competition. We face different levels of competition in each of our operating categories, from domestic as well as multinational companies. We counter this risk with the quality of our infrastructure, our customer-centric approach, value-added services and our ability to innovate customer specific solutions, focusing on pricing and aggressive marketing strategy, disciplined project executions, along with prudent financial and human resources management and better control over costs. Thus, we expect to be significantly insulated from this risk.

Macroeconomic risks

Overcapacity and oversupply in the global steel industry and high levels of imports may negatively affect steel prices and demand thereby reducing the Company's profitability. Developments in the competitive environment in the steel industry, such as consolidation among the Company's competitors, could have a material adverse effect on the Company's competitive position.



This could potentially impact the Company's business, financial condition, results of operations and future prospects. Any downgrading of India's sovereign rating by independent agencies may harm the Company's ability to raise finance.

Financial risks

The Company has manageable amount of debt, which may potentially adversely affect its cash flow and its ability to operate the business. Any changes in assumptions underlying the carrying value of certain assets, including as a result of adverse market conditions, could result in impairment of such assets.

Regulatory risks

The Company faces regulatory risk from predatory pricing and surge in steel imports. The Company may benefit from certain protective trade restrictions, including anti-dumping laws, countervailing duties and tariffs, which if not available, may adversely affect its operations and financial condition. The Company's business could be affected by potential regulatory and judicial actions.

Operational risks

The industry is highly cyclical and a decrease in steel prices may adversely impact its financial condition. The Company's operations and financial condition could be adversely affected if it is unable to successfully implement its growth strategies. The Company's business is prone to high proportion of fixed costs and volatility in the prices of raw materials and energy. Mismatches between trends in prices of raw materials and steel, as well as limitations on or disruptions in the supply of raw materials, could adversely affect its profitability.

Market related risks

Competition from other materials, or changes in the products or manufacturing processes of the Company's customers who use steel products, could reduce market prices and demand for the Company's products, thereby reducing its cash flow and profitability. Product liability claims may adversely affect the Company's operations and finance.

Labour risk

The Company's success depends on the continued services of its senior management team and business and prospects could suffer if it loses one or more key personnel or if it is unable to attract and retain its employees. Any labour unrest could adversely affect the Company's operations and financial condition.

INTERNAL CONTROL SYSTEMS AND ADEQUACY

The Company has adequate internal control system and well laid-down policies and procedures for all its operations and financial functions. The procedures are aligned to provide assurance for maintaining proper accounting controls, monitoring efficient and proper usage of all its assets and reliability of financial and operational reports. The internal control system is ably supported by the Internal Audit Department which carries out extensive audit of various functions throughout the Company. The Company's Board has an Audit Committee which comprises of three members, all of whom are Independent Directors. The Audit Committee reviews significant findings of the internal audit.

FINANCIAL PERFORMANCE –

During the year under review, the Company has achieved total revenue of **Rs. 505.43 Crore** as against **Rs. 496.28 Crore** in the previous year.

Financial Summery

PARTICULARS	FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (Rs in Lakh)	FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (Rs in Lakh)
Total Revenue	50,543.39	49,628.32
EBIDTA (Before Exceptional / Extraordinary Items)	2431.10	2424.91
Interest / Finance Charges	550.26	1,173.57
Depreciation	956.89	874.29
Exceptional / Extraordinary Items	(471.48)	(1983.65)
Profit before tax (PBT)	1395.43	2360.70
Tax (including adjustment of previous years)	0.00	7.30
Profit after tax	1395.43	2353.40



PARTICULARS	FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (Rs in Lakh)	FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (Rs in Lakh)
Other Comprehensive Income (Net)	10.59	11.03
Net Profit available for appropriation	1406.02	2364.43
Appropriations:		
Dividend per share	0.00	0.00
Earnings per share [Equity Share of Rs. 10]		
-Basic earnings per share (in Rs.)	1.62	2.77
-Diluted earnings per share (in Rs.)	1.62	2.73

The Company operated in the **single segment** i.e., steel and steel related products.

Key Financial Ratios / Indicators

- **(i) Debtors Turnover Ratio:**
Debtor Turnover Ratio for the FY 2023-24 was 40.50 and the same for the current financial year stood at 24.52. This is in line with industry standard.
- **(ii) Inventory Turnover**
Inventory Turnover Ratio for the FY 2023-24 was 14.58 and the same for the current financial year stood at 11.95. A relatively low inventory turnover ratio is due to planned shutdown of the unit for the modernization project as well as cost optimization project.
- **(iii) Interest Coverage Ratio**
Interest Coverage ratio(after considering exceptional/extraordinary items) stood at 3.75 for FY 2023-24 and 5.27 for FY 2024-25. Interest Coverage ratio(before considering exceptional/extraordinary items) stood at 2.06 for FY 2023-24 and 4.42 for FY 2024-25. Interest coverage ratio is quite comfortable for the Company
- **(iv) Current Ratio**
Current Ratio for the FY 2023-24 was 0.97 and the same for the current financial year stood at 0.80. A low Current Ratio in the current financial year is due to internal accruals are deployed in Capex resulting in increase in current liability(ies) including the obligation of payment of Term Loan with in 12 months.
- **(v) Debt Equity Ratio**
Debt Equity Ratio for the FY 2024-25 stood at 0.28. There was no outstanding debt on 31st March 2024 so the debt Equity Ratio for the FY 2023-24 was NIL.
- **(vi) Operating Profit Margin (%)**
Operating Profit Margin Ratio for the FY 2023-24 was 4.19% and the same for the current Financial Year (2024-25) stood 4.36% which mainly due to cost optimistaion project executed by the Company.
- **(vii) Net Profit Margin (%)**
Net Profit(including exceptional/extraordinary items) Margin Ratio for the FY 2023-24 was 4.74% and the same for the current Financial Year (2024-25) stood 2.76%. Net Profit Margin(excluding exceptional/extraordinary items) stood at 0.77% for FY 2023-24 and same for the current financial year(2024-25) stood at 1.83% showing improvement due to various measures adopted by the Company to reduce costs.
- **(vii) Return on Net worth (%)**
Return on Net worth for the FY 2023-24 was 0.19 and the same for the current Financial Year (2024-25) stood 0.10 mainly due to lesser profit and increase in the Equity Capital due to conversion of Optionally Converted Redeemable Preference Shares ('OCRPS') into Equity Shares.

The Company has prepared the Financial Statements for the Financial Year 2024-25 as per IND-AS and a treatment different from that prescribed in an Accounting Standards has not been followed in during the reporting period.



Human Resources and Industrial Relations

The Company takes pride in the commitment, competence and dedication shown by its employees in all areas of business. Various Human Resource initiatives are taken to align the HR Policies to the growing requirements of the business. The Company has a structured induction process and management development programmes to upgrade skills of managers. Technical and safety training programmes are given periodically to workers. Industrial relations in the organization continued to be cordial during the year under review.

As on 31st March, 2025 the total employee strength was 258.

OUTLOOK:

During the year the Company initiated work on modernization and cost optimization projects other than normal capital expenditure, to maintain and enhance the plant.

The modernization project as well as Cost Optimization project has been completed and yielding positive result and gives us confidence to manufacture high margin earning grades and also expand our customer base.

Rathi steel and Power Limited is well-positioned to leverage the positive growth opportunities in the steel industry. With its established reputation for exceptional product quality and customer-centric approach, the Company is well-equipped for the near to medium-term future. Rathi steel's expanding product line, which includes stainless steel reinforcement bars, FE550 Series Reinforcement bars, other downstream products (under planning stage) demonstrates the Company's commitment to addressing the diversified needs of its customers. By collaborating with recognized downstream stainless steel manufacturers and a large number of recognize dealers / distributors among others, the Company ensures access to well-established brands which are leaders in their segments.

Following the cost optimization project, Rathi became the first Indian Company, and among the few players globally, to adopt hot charging of SS billets to make wire rods. The Company benefits from its existing integrated facility in Ghaziabad which has melting unit and rolling mill. Hot charging reduces the need for manpower and machines, for handling and charging of billets in furnace. It also reduces fuel cost in reheating and loss of scale, leading to lower carbon emissions. This translates into cost savings, better control over pricing, and improvement in margins.

Rathi Steel has demonstrated tremendous resilience in terms of a financial turnaround over the last year. The Company has significantly improved its net worth, managed debt and resumed banking relationships with debt to fund future growth initiatives.

In terms of industry trends, the steel industry is predicted to have continued increase in demand from a variety of sources, including infrastructure, automotive, and affordable housing. Rathi Steel and Power Ltd is poised to gain from these developments, given its ability to meet rising steel demand. Furthermore, the government's focus on infrastructure development, Smart Cities initiatives, and the new Vehicle Scrappage policy will provide additional impetus to the steel industry, creating favourable conditions for growth.

The Company's optimistic outlook is enhanced by its focus on boosting operational efficiency through continuous process improvement, such as technological development and modernization of loading and unloading, quality control operations, customer service, and consistency in quality, which results in optimal production levels.

Overall, the Company is well-positioned to seize market opportunities, drive development, and deliver sustainable value to its stakeholders.



CORPORATE GOVERNANCE REPORT

This report is prepared in accordance with the provisions of Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the report contains details of Corporate Governance systems and processes at Rathi Steel and Power Limited (“the Company”).

THE COMPANY’S PHILOSOPHY ON CODE OF GOVERNANCE

The Company believes that good Corporate Governance is essential for achieving long-term corporate goals and to enhance stakeholders’ value. In this pursuit, the Company’s Corporate Governance philosophy is to ensure fairness, transparency and integrity of the management, in order to protect the interests of all its stakeholders.

The Company has an active, experienced and a well-informed Board. The Board along with its Committees undertakes its fiduciary duties keeping in mind the interests of all its stakeholders and the Company’s corporate governance philosophy. The Board along with and its Committees exercise fiduciary responsibilities by ensuring not only to comply with statutory requirements in letter and spirit, but also to aim at implementing best practices, keeping in view overall interest of all its stakeholders and to manage the Company’s affairs in a fair and transparent manner. The governance processes of the Company include creation of empowered sub-committees of the Board to oversee functions of executive management.

To support a culture of accountability, the Company has adopted Code of Conduct for Board of Directors and Senior Management Personnel, in line with the duties outlined under the Companies Act, 2013 (“Act”). Our governance framework is further reinforced by policies such as the Code of Conduct to regulate Insider Trading.

BOARD OF DIRECTORS

The Board of Directors (**'the Board'**) is the highest governing body, appointed by the shareholders, responsible for overseeing the overall functioning of the Company. It provides strategic direction, leadership, and guidance to the Company’s management, while also monitoring the Company’s performance with the objective of creating long-term value for its shareholders, people, and business partners. The Board has established 3 (three) mandatory Committees to discharge its responsibilities in an effective manner. The detailed profile of the Directors and Committee composition is available on the website of the Company and can be accessed at www.rathisteelandpower.com.

A. Composition and inter-se relationship

The composition of the Board of Directors of the Company is in conformity with the Regulation 17 of the Listing Regulations read with Section 149 and 152 of the Act and Rules framed thereunder. The Company’s Board consists of a well-balanced combination of executive and non executive Directors with professionalism, expertise, and experience, allowing it to carry out its responsibilities effectively, offer strong leadership, and pursue its long-term vision while maintaining the highest standards of governance.

As on March 31, 2025, the Board comprised Six Directors, out of which three are Non- Executive Independent Directors including two women Directors and remaining are Executive Directors including one Managing Director and two Whole Time Directors.

As on the date of this report, the Board comprised Six Directors, out of which three are Non- Executive Directors (out of which two are Independent Directors and one is Non Independent Director) including two women Directors and remaining are Executive Directors including one Managing Director and two Whole Time Directors.

As on the date of this report, none of the Directors of the Company is related to each other except Ms. Surbhi Pareek and Mr. Mahesh Pareek where Mr. Mahesh Pareek is uncle of Ms. Surbhi Pareek.

B. Category, Directorships, Committee Chairmanships/ Memberships and shareholding of non-executive directors

Category of Directors on the Board of the Company, their shareholding in the Company and their Directorship and Chairmanships / Memberships of Committee in other companies, as on date of this report, are provided below:



Name/ of Directors	Promoter/ Non Promoter	Category of Directors- Executive / Non-Executive / Independent	No. of Position held in other companies		Shareholding in the Company	Number of convertible instruments held in the Company**
			Board	Committee* (membership/ chairmanship)		
Mr. Prem Narain Varshney [^]	Non Promoter	Managing Director (Executive Director)	None	None	NIL	NIL
Mr. Abhishek Verma ^{^^}	Non Promoter	Whole Time Director (Executive Director)	None	None	NIL	NIL
Ms. Surbhi Pareek [#]	Non Promoter	Independent Director (Non Executive Director)	None	None	NIL	NIL
Ms. Sonika Sharma	Non Promoter	Independent Director (Non Executive Director)	None	None	NIL	NIL
Ms. Sangeeta Pandey ^{\$}	Non Promoter	Independent Director (Non Executive Director)	None	None	NIL	NIL
Mr. Arpan Kumar Atrey ^{\$\$}	Non Promoter	Independent Director (Non Executive Director)	None	None	NIL	NIL
Mr. Mahesh Pareek ^{\$\$\$}	Non Promoter	Managing Director (Executive Director)	None	None	11,661	NIL
Mr. Rajesh Khurana ^{##}	Non Promoter	Whole Time Director (Executive Director)	None	None	NIL	NIL

Notes:

- * Membership(s)/chairpersonship(s) of the Audit Committee and Stakeholders' Relationship Committee in other public companies and deemed public companies have been considered and disclosed above and membership and Chairmanship in Private Limited Company, Foreign Companies and Section 8 Companies is excluded.
- ** Company has not issued any convertible instruments during the year under review. Hence, disclosure to that extent is not applicable.
- [^] Mr. Prem Narain Varshney resigned as Managing Director effective from May 9, 2025 and accordingly ceased to be member of Audit Committee and Stakeholders Relationship Committee with effect from the same date.
- ^{^^} Mr. Abhishek Verma was redesignated as Whole Time Director of the Company liable to retire by rotation, by the Board, effective from March 25, 2025, subject to the approval of the Shareholders of the Company. Shareholders of the Company redesignated him as Whole Time Director of the Company, liable to retire by rotation, vide its resolution passed through postal ballot on June 15, 2025.
- [#] Ms. Surbhi Pareek was redesignated as Non-Executive Non Independent Director of the Company, liable to retire by rotation, by the Board, effective from May 9, 2025, subject to the approval of the Shareholders of the Company, due to change in her independence status. Shareholders of the Company redesignated her as Non-Executive Non Independent Director of the Company, liable to retire by rotation, vide its resolution passed through postal ballot on June 15, 2025. Consequently, she ceased to be the member and Chairperson of the Audit Committee, Chairperson of the Nomination and Remuneration Committee ("NRC") effective from May 9, 2025. However, she continues to be the member of NRC.
- ^{\$} Ms. Sangeeta Pandey resigned as the Independent Director of the Company, with effect from close of business hours on March 29, 2025 and accordingly ceased to be member and Chairperson of the Audit Committee, Nomination and Remuneration Committee and the Stakeholders Relationship Committee with effect from the same date.
- ^{\$\$} Mr. Arpan Kumar Atrey was appointed by the Board of Directors of the Company as the Additional Non-Executive Director designated as Independent Director of the Company, not liable to retire by rotation, for a term of 5 years with effect from March 29, 2025, who held the office as such till the Shareholders approval. The Shareholders vide its resolution passed through Postal Ballot on June 15, 2025, approved the appointment of Mr. Arpan Kumar Atrey as Independent Director of the Company, not liable to retire by rotation, for a term of 5 years with effect from March 29, 2025.
- ^{\$\$\$} Mr. Mahesh Pareek was appointed as the Additional Director designated as Managing Director of the Company, not liable to retire by rotation and Key Managerial Personnel of the Company for a term of 5 years with effect from May 9, 2025 to hold such office till the shareholders' approval. The Shareholders vide its resolution passed through Postal Ballot on June



15, 2025, approved the appointment of Mr. Mahesh Pareek as Managing Director of the Company, not liable to retire by rotation and Key Managerial Personnel of the Company for a term of 5 years with effect from May 9, 2025.

Mr. Rajesh Khurana was appointed as the Additional Director designated as Executive Director (Whole Time Director)- Business Development, liable to retire by rotation and Key Managerial Personnel of the Company for a term of 5 years with effect from March 25, 2025 who held the office as such till the Shareholders approval. The Shareholders vide its resolution passed through Postal Ballot on June 15, 2025, approved the appointment of Mr. Rajesh Khurana as Executive Director (Whole Time Director)- Business Development, liable to retire by rotation, for a term of 5 years with effect from March 25, 2025.

C. Board meetings

The Board meetings are held at regular intervals to deliberate and decide routine, key and statutory matters. The key issues and decisions from various Committee meetings are briefed to the Board members in the subsequent meetings. The time gap between the two Board meetings has not exceeded 120 days. The notice and detailed agenda for Board meetings, along with relevant notes and other material information, are circulated to each Director in advance which enables the Board to make timely and informed decisions.

Sixteen Board Meetings were held during the year under review. The details of directors' attendance at the Board meetings and the annual general meeting held during the year are provided below:

Date of Board meetings	Name of Director							
	Mr. Prem Narain Varshney	Mr. Abhishek Verma	Ms. Surbhi Pareek	Ms. Sonika Sharma	Ms. Sangeeta Pandey	Mr. Arpan Kumar Atrey	Mr. Mahesh Pareek	Mr. Rajesh Khurana
02-04-2024	P	P	P	P	P	N.A.	N.A.	N.A.
04-04-2024	P	P	P	P	P	N.A.	N.A.	N.A.
21-05-2024	P	P	P	P	P	N.A.	N.A.	N.A.
30-05-2024	P	P	P	P	P	N.A.	N.A.	N.A.
12-08-2024	P	P	P	P	P	N.A.	N.A.	N.A.
04-09-2024	P	P	P	P	P	N.A.	N.A.	N.A.
30-09-2024	P	P	P	P	P	N.A.	N.A.	N.A.
04-10-2024	P	P	P	P	P	N.A.	N.A.	N.A.
13-11-2024	P	P	P	P	P	N.A.	N.A.	N.A.
03-12-2024	P	P	P	P	P	N.A.	N.A.	N.A.
24-01-2025	P	P	P	P	P	N.A.	N.A.	N.A.
14-02-2025	P	P	P	P	P	N.A.	N.A.	N.A.
10-03-2025	P	P	P	P	P	N.A.	N.A.	N.A.
24-03-2025	P	P	P	P	P	N.A.	N.A.	N.A.
25-03-2025	P	P	P	P	P	N.A.	N.A.	N.A.
29-03-2025	P	P	P	P	P	N.A.	N.A.	P
Previous Annual General Meeting ("AGM") : 30-09-2024	P	P	P	P	P	N.A.	N.A.	N.A.

D. Other listed companies wherein Director holds directorship

Name of Director	Name of other listed companies where Director holds Directorship	Category of Directorship in other companies
Mr. Prem Narain Varshney	None	N.A.
Mr. Abhishek Verma	None	N.A.
Ms. Surbhi Pareek	None	N.A.
Ms. Sonika Sharma	None	N.A.
Ms. Sangeeta Pandey	None	N.A.
Mr. Arpan Kumar Atrey	None	N.A.
Mr. Mahesh Pareek	None	N.A.
Mr. Rajesh Khurana	None	N.A.



The Company confirms the following with respect to the Directorships and Committee positions held by its Directors as on the date of this Report:

None of the Directors:

- is a Director in more than 10 (ten) public limited companies, in compliance with section 165 of the Act.
- holds Directorship in more than 7 (seven) listed companies, in compliance with Regulation 17A (1) of the Listing Regulations.
- acts as an Independent Director in more than 7 (seven) listed companies, in compliance with Regulation 17A (1) of the Listing Regulations.
- is a member in more than 10 (ten) Committees* or act as chairperson of more than 5 (five) Committees* across all public companies, whether listed or not including High Value Debt Listed entities, in which he/ she serves as Director, in compliance with Regulation 26(1) of the Listing Regulations.

* *For the purpose of determining the limit of Committee memberships and chairpersonships, only the Audit Committee and Stakeholders' Relationship Committee have been considered.*

Independent Directors are non-executive Directors and meet the criteria as defined under Regulation 16(1)(b) of the Listing Regulations and Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of the Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and that they are independent of the management.

Ms. Sangeeta Pandey resigned as an Independent Director of the Company due to other commitments and personal reasons as mentioned in the resignation letter and also confirmed that there is no other material reason for her resignation other than stated in the resignation letter.

FAMILIARISATION PROGRAMMES FOR INDEPENDENT DIRECTORS

On an ongoing basis, the Company endeavors to keep the Board, including Independent Directors, well informed about material changes/ developments in the corporate and industry landscape. This include updates pertaining to statutes/ legislation as well as the matters that may significantly impact the Company.

The Company conduct ongoing familiarization for Independent Directors at regular intervals, at least once in a year to provide updated knowledge on business and operations of the Company, to provide insights into the Company and the business environment, to enable all such Directors to be updated of:

- a. Business strategy and financial model of the Company.
- b. Important developments in legal and auditing matters
- c. Change in government policies having impact on the business of the Company
- d. Developments in statutory compliances
- e. Newer challenges
- f. succession planning, quarterly and annual results, budgets, review of Internal Audit
- g. Risks and opportunities relevant in the Company's context

Atleast one Board Meeting in a year is held having a detailed Strategy session with the senior management team of the Company who are responsible for implementation of decisions taken by the Board and its Committees. The members of the management team make presentations to the Board members which inter-alia covers the:

- a. Industry scenario,
- b. Strategic priorities for the Company and
- c. Business model of the Company.

Certain programme / activities are merged with the Board/Committee meetings to suit the convenience of Directors. Also, individual programmes are conducted separately, as and when required. These efforts ensure the Board is equipped to make timely and well-informed decisions. Additionally, the Board is kept apprised of all major developments occurring between meetings.

The details of the familiarization and training programs for and attended by the Independent Directors are available on the Company's website and can be accessed at www.rathisteelandpower.com .



CORE SKILLS/ EXPERTISE/ COMPETENCE AS IDENTIFIED BY BOARD OF DIRECTORS AND THE DIRECTORS POSSESSING SUCH SKILLS/ EXPERTISE/ COMPETENCE

The Board consists of qualified members who possess the necessary skills, expertise, and competencies to make effective contributions to both the Board and its Committees.

The matrix setting out the skills, expertise and competencies available with the Board in context of business of the Company and sector for which it functions effectively, is as under:

Name of Director	Mr. Prem Narain Varshney*	Mr. Abhishek Verma	Ms. Surbhi Pareek	Ms. Sonika Sharma	Ms. Sangeeta Pandey**	Mr. Arpan Kumar Atrey	Mr. Mahesh Pareek	Mr. Rajesh Khurana
Skills and Experience								
1	✓	✓	✓	✓	✓	✓	✓	✓
2	-	-	-	-	-	✓	✓	✓
3	✓	-	✓	✓	✓	-	-	-
4	✓	✓	✓	-	✓	✓	✓	✓
5	✓	-	✓	-	-	✓	✓	✓
6	-	✓	✓	-	-	✓	✓	✓
7	✓	✓	✓	✓	✓	✓	✓	✓

* Resigned as Managing Director of the Company with effect from close of business hours on May 9, 2025.

** Resigned as Non-Executive Independent Director of the Company with effect from close of business hours on March 29, 2025.

1. Leadership experience including general management, corporate strategic planning, understanding of organizational systems & processes.
2. Background in the field of service industry, marketing, technology and e-commerce, including its entire value chain.
3. Experience in finance, tax, public policy, human resource, legal, compliance, corporate governance and communication.
4. Relevant experience in leading sustainability, ESG outlook and corporate social responsibility of a large corporate.
5. Knowledge of global business environments, economic & social conditions, and awareness of global market opportunities.
6. Experience of evaluating and managing risks and concerns including but not limited to cyber security.
7. Experience of building long term effective stakeholder's engagements and driving corporate ethics and values.



COMMITTEES OF THE BOARD

In accordance with statutory requirements, the Board has established several Committees, each with clearly defined terms of reference and scope of responsibilities, duties & authorities. The objective is to focus on specific areas and facilitating timely resolutions and decision-making.

As on March 31, 2025, the Board has 3 (three) mandatory Committees: Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee.

Committee composition conforms to applicable laws and regulations. Minutes of all the Committee meetings are placed before the Board for information/ noting.

Brief terms of reference, composition of these Committees and other relevant information as required, are provided below:

A. Audit committee

The Audit Committee of the Company is constituted in compliance with the provisions of Regulation 18 of Listing Regulations read with Section 177 of the Act. The terms of reference of the Audit Committee are aligned with the regulatory requirements mandated by the Act and Part C of Schedule II of the Listing Regulations.

Brief terms of reference

- Review and monitor financial reporting process undertaken by the management to ensure the accuracy, integrity and timeliness of disclosures, upholding the highest standards of transparency, and quality;
- Review quarterly/ half yearly/ annual financial results with management along with limited review/ auditor's report, prior to their submission to the Board, with detailed discussion on the compliance with accounting standards, disclosure of related party transactions and adherence to all legal and regulatory requirements relating to financial statements;
- Oversee the work carried out by auditors and evaluate the processes and safeguards employed by them and make recommendations regarding their appointment and compensation portion;
- Assess the adequacy and effectiveness of processes and controls in place for ensuring compliance with applicable laws, corporate governance standards, code of conduct and procedures for fair disclosure of unpublished price sensitive information, reviewing vigil mechanism and whistle-blower policy and related cases thereto;
- Evaluate the Company's internal control environment including internal financial controls and overall risk management framework;
- Carry out such additional duties and responsibilities as may be specified in the terms of reference approved by the Board and as prescribed under the Act, Listing Regulations, or other applicable laws and regulations, from time to time.

The composition of the Audit Committee as on date :

Name of Member	Position	Category
Ms. Sonika Sharma*	Chairperson	Independent Director
Mr. Arpan Kumar Atrey#	Member	Independent Director
Mr. Mahesh Pareek @	Member	Managing Director

* Ms. Sonika Sharma was appointed as the member of this Committee w.e.f. July 10, 2023 and subsequently was appointed as the Chairperson of this Committee w.e.f. May 9, 2025.

Mr. Arpan Kumar Atrey was appointed as the member of this Committee w.e.f. May 9, 2025.

@ Mr. Mahesh Pareek was appointed as member of the Committee w.e.f. May 9, 2025.

Ms. Sangeeta Pandey ceased to be the member and Chairperson of this Committee w.e.f. March 29, 2025.

Mr. Prem Narain Varshney ceased to be the member of this Committee w.e.f. May 9, 2025.

Ms. Surbhi Pareek ceased to be the member and Chairperson of this Committee w.e.f. May 9, 2025 consequent to change of her designation from Non Executive Independent Director to Non Executive Non Independent Director w.e.f. May 9, 2025

Ms. Shobhita Singh, Company Secretary ('C.S.') and Compliance Officer of the Company, acts as Secretary to the Audit Committee during the financial year 2024-25 and continued as such till the date of her resignation as Company Secretary and Compliance Officer of the Company i.e., June 24, 2025.



Number of meetings held and attendance of the members

During the financial year under review, the Audit Committee met 6 (Six) times. The details of Committee meetings held and attended by the members are given below:

Name of Member	Details of meeting(s)					
	30.05.2024	12.08.2024	30.09.2024	13.11.2024	14.02.2025	24.03.2025
Ms. Sonika Sharma	Present	Present	Present	Present	Present	Present
Ms. Sangeeta Pandey	Present	Present	Present	Present	Present	Present
Mr. Prem Narain Varshney	Present	Present	Present	Present	Present	Present
Ms. Surbhi Pareek	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. Mahesh Pareek	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

The meetings of Audit Committee are also attended by Managing Director, CFO, Statutory Auditors as special invitees as and when required.

The previous Annual General Meeting (“AGM”) of the Company was held on 30th September, 2024 and was attended by Ms. Sangeeta Pandey, Chairperson of the Audit Committee on the said date.

The necessary quorum was present at the meetings.

B. Nomination and Remuneration Committee:

The Nomination and Remuneration Committee of the Company is constituted in compliance with the provisions of Regulation 19 of Listing Regulations read with Section 178 of the Act. The terms of reference of this Committee are aligned with the regulatory requirements mandated by the Act and Part D of Schedule II of the Listing Regulations

Brief terms of reference:

- This Committee shall identify the persons, who are qualified to become Directors of the Company / who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and also shall carry out evaluation of every Director’s performance, performance of the Board and its Committees. Committee shall also formulate the criteria for determining qualifications, positive attributes, independence of the Directors and recommend to the Board a Policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.
- Carry out such additional duties and responsibilities as may be specified in the terms of reference approved by the Board and as prescribed under the Act, Listing Regulations, or other applicable laws and regulations, from time to time.

The composition of the Nomination and Remuneration Committee as on date :

Name of Member	Position	Category
Ms. Sonika Sharma*	Chairperson	Independent Director
Mr. Arpan Kumar Atrey#	Member	Independent Director
Ms. Surbhi Pareek@	Member	Non Executive Non Independent Director

* Ms. Sonika Sharma was appointed as the member of the Committee w.e.f. July 10, 2023 and subsequently was appointed as the Chairperson of this Committee w.e.f. May 9, 2025.

Mr. Arpan Kumar Atrey was appointed as the member of this Committee w.e.f. March 29, 2025.

@ Ms. Surbhi Pareek was appointed as member of this Committee w.e.f. March 25 2025 and subsequently was appointed as Chairperson of this Committee on March 29, 2025. She ceased as the Chairperson of this Committee pursuant to change of her designation from Non Executive Independent Director to Non Executive Non Independent Director w.e.f. May 9, 2025. However, she continued as the member of this Committee.

Ms. Sangeeta Pandey ceased to be the member and Chairperson of this Committee w.e.f. March 29, 2025.

Mr. Abhishek Verma ceased as member of the Committee w.e.f. March 25, 2025.



Number of meetings held and attendance of the members

During the financial year under review, the Nomination and Remuneration Committee met 6 (six) times. The details of Committee meetings held and attended by the members are given below:

Name of Member	Details of meeting(s)					
	30.05.2024	12.08.2024	13.11.2024	14.02.2025	25.03.2025	29.03.2025
Ms. Surbhi Pareek	N.A.	N.A.	N.A.	N.A.	Present	Present
Ms. Sonika Sharma	Present	Present	Present	Present	Present	Present
Ms. Sangeeta Pandey	Present	Present	Present	Present	Present	N.A.
Mr. Abhishek Verma	Present	Present	Present	Present	Present	N.A.
Mr. Apran Kumar Atrey	N.A.	N.A.	N.A.	N.A.	N.A.	Present

The previous Annual General Meeting (“AGM”) of the Company was held on 30th September, 2024 and was attended by Ms. Sangeeta Pandey, Chairperson of the Nomination and Remuneration Committee on the said date.

Performance evaluation criteria for Independent Directors:

The performance of the Directors including the Independent Directors is evaluated on the basis of the criteria specified under the Company’s Policy for Evaluation of Performance read with the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India (“SEBI”) with the aim to improve the effectiveness of the Board and the Committees.

The said criteria provides certain parameters like qualification, experience, knowledge and competencies, fulfilment of functions, ability to function as a team, initiative, commitment and their participation and contribution at the Board meetings and Committee meetings, independence from the Company and other Directors, providing independent views and judgement and expertise to provide feedback and guidance to top management on business strategy, governance, risk, understanding of the organization’s strategy, internal and external environment.

Manner of performance evaluation of the Board, its Committee and individual Directors forms part of the Directors Report for the financial year 2024-25.

C. Stakeholders Relationship Committee

The Stakeholders’ Relationship Committee is constituted in compliance with the provisions of Regulation 20 of Listing Regulations read with section 178 of the Act. The terms of reference of this Committee are aligned with the regulatory requirements mandated by the Act and Part D of Schedule II of the Listing Regulations.

Brief terms of reference:

- Consider and resolve shareholder grievances, including issues related to non-receipt of annual reports, statutory notices and other investor-related matters;
- Carry out such additional duties and responsibilities as may be specified in the terms of reference approved by the Board and as prescribed under the Act, Listing Regulations, or other applicable laws and regulations, from time to time.

The composition of the Stakeholders Relationship Committee as on date:

Name of Member	Position	Category
Ms. Surbhi Pareek #	Chairperson	Non-Executive Non Independent Director
Mr. Abhishek Verma	Member	Whole Time Director
Mr. Arpan Kumar Atrey*	Member	Independent Director

Ms. Surbhi Pareek was appointed as the member and Chairperson of this Committee w.e.f. March 29, 2025.

* Mr. Arpan Kumar Atrey was appointed as the member of this Committee w.e.f. May 9, 2025.

Mr. Prem Narain Varshney ceased as the member of this Committee w.e.f. May 9, 2025.

Ms. Sangeeta Pandey ceased to be the member and Chairperson of this Committee w.e.f. March 29, 2025.

Ms. Sangeeta Pandey, Non-Executive Independent Director headed this Committee as the Chairperson till March 29, 2025 and thereafter this Committee was headed by Ms. Surbhi Pareek, presently, Non-Executive Non Independent Director


Number of meetings held and attendance of the members

During the financial year under review, the Stakeholders Relationship Committee met 4 (four) times. The details of Committee meetings held and attended by the members are given below:

Name of member	Date of meetings			
	30.05.2024	12.08.2024	13.11.2024	14.02.2025
Mr. Abhishek Verma	Present	Present	Present	Present
Ms. Surbhi Pareek	N.A.	N.A.	N.A.	N.A.
Mr. Prem Narain Varshney	Present	Present	Present	Present
Ms. Sangeeta Pandey	Present	Present	Present	Present
Mr. Arpan Kumar Attrey	N.A.	N.A.	N.A.	N.A.

The previous Annual General Meeting (“AGM”) of the Company was held on 30th September, 2024 and was attended by Ms. Sangeeta Pandey, Chairperson of the Stakeholders Relationship Committee on the said date.

Ms. Shobhita Singh was the Company Secretary and Compliance Officer of the Company during the financial year 2024-25 and continued as such till the date of her resignation as Company Secretary and Compliance Officer of the Company i.e., June 24, 2025.

Ms. Namita Lal Madan was appointed as the Company Secretary and the Compliance Officer of the Company w.e.f., August 1, 2025.

The details of shareholders’ complaints, during the financial year ended on March 31, 2025 are as under:

Number of complaints pending at the beginning of the financial year	Nil
Number of complaints received during the financial year	Nil
Number of complaints not solved to the satisfaction of shareholders	Nil
Number of pending complaints	Nil

PARTICULARS OF SENIOR MANAGEMENT AS ON THE DATE OF THIS REPORT:

S. No.	Name	Designation	Date of Appointment
1.	Ms. Namita Lal Madan	C.S. and Compliance Officer	01-08-2025
2.	Mr. Udit Rathi	Chief Strategy Officer (“CSO”)	01-06-2025
3.	Mr. Rajeev Kumar Bhattarya	President (Rolling Mill Unit)	16-09-1991
4.	Mr. Naveen Gang	President (Steel Melting Unit)	01-07-2021
5.	Mr. Rajesh Kumar Jain	President (Finance and Corporate Affairs)	01-09-2018
6.	Mr. Shyam S Bageshara	Vice President (Accounts and Taxation)	01-07-2015
7.	Mr. Ram Babu Dwivedi	General Manager (Administration)	01-04-1991
8.	Mr Kushal Kumar Agarwal	General Manager (Project & Marketing)	01-04-2003

CHANGES IN SENIOR MANAGEMENT SINCE THE CLOSE OF THE PREVIOUS FINANCIAL YEAR:

S. No.	Name	Designation	Nature and Date of change
1.	Mr. Rakesh Kumar	Chief Financial Officer	Cessation w.e.f 06-12-2024
2.	Mr. Rajeev Kumar	Chief Financial Officer	Appointed w.e.f. 14-02-2025 and subsequently resigned w.e.f. 04-08-2025
3.	Smt Shobhita Singh	C.S. and Compliance Officer	Resigned w.e.f. 24-06-2025
4.	Ms Namita Lal Madan	C.S. and Compliance Officer	Appointed w.e.f. 01-08-2025
5.	Sh Udit Rathi	Chief Strategy Officer (CSO)	Appointed w.e.f. 01-06-2025

REMUNERATION TO DIRECTORS
i. All pecuniary relationship or transactions of the non-executive directors vis-à-vis the Company:

During the year under review, no remuneration or any other payment of whatsoever nature has been paid to the Non-Executive, Directors of the Company. Accordingly, there was no pecuniary relationship or transaction with Non-Executive, Directors of the Company.


ii. Criteria of making payments to non-executive directors

The Nomination and Remuneration Policy of the Company, inter alia, disclosing detailed criteria of making payments to Non-Executive Directors of the Company is placed on Company's website and can be accessed at www.rathisteelandpower.com

iii. Disclosure with respect to remuneration

a. Details of remuneration paid to Mr. Prem Narain Varshney and Mr. Mahesh Pareek for FY 2024-25 are provided below:

Particulars	Mr. Prem Narain Varshney (Managing Director till May 9, 2025)	Mr. Mahesh Pareek (Managing Director w.e.f. May 9, 2025)
Fixed Salary	1,80,000.00	0.00
Performance linked incentives, along with the performance criteria	0.00	0.00
Statutory benefits	0.00	0.00
Bonus, pension	0.00	0.00
Service contracts, notice period, severance fees	0.00	0.00
Stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable	During the year under review, no fresh stock options have been granted to him.	During the year under review, no fresh stock options have been granted to him.

Mr. Prem Narain Varshney resigned as Managing Director Effective from May 9, 2025 and Mr. Mahesh Pareek was appointed as such w.e.f. the same date.

b. Details of remuneration paid to Whole-time Directors are provided below:

Particulars	Sh Rajesh Khurana	Sh Abhishek Verma
Fixed Salary	20,322.00	4,968.00
Performance linked incentives, along with the performance criteria;	0.00	0.00
Statutory benefits	0.00	0.00
Bonus, pension	0.00	0.00
Service contracts, notice period, severance fees	0.00	0.00
Stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable	During the year under review, no fresh stock options have been granted to him.	During the year under review, no fresh stock options have been granted to him.

Mr. Rajesh Khurana was appointed as Executive Director w.e.f. 25-03-2025; Similarly, designation of Mr Abhishek Verma was changed w.e.f. 25-03-2025 from Non-Executive Director to Whole Time Director.

c. Remuneration to Non-Executive Independent directors

- The Company has not paid any amount as remuneration and sitting fees to Non-Executive Independent Director of the Company.
- The details of other terms and conditions of the appointment of such Independent Directors of the Company including but not limited to specific service contracts, notice period, etc. are governed by the appointment letter issued to the respective Independent Director at the time of his / her appointment.

GENERAL BODY MEETINGS

Details of location, time and date of last three Annual General Meetings of the Company were held:-

Financial Year	Deemed Venue of Meeting	Date & Time	Whether Special Resolution Passed
2023-2024	Through VC/OAVM 24/1 Block -A, Mohan Cooperative Industrial Estate, Mathura Road, Delhi- 110044	September 30, 2024, 1:00 P.M.	Yes
2022-2023	Through VC / OAVM 24/1 Block -A, Mohan Cooperative Industrial Estate, Mathura Road, Delhi- 110044	September 29, 2023, 10.00 A.M.	Yes
2021-2022	Through VC / OAVM 24/1 Block -A, Mohan Cooperative Industrial Estate, Mathura Road, Delhi- 110044	September 28, 2022, 5.00 P.M.	Yes

Apart from Annual General Meeting, no other General Meeting was held during the financial year 2024-25.



No Special Resolution was passed by the Company last year through Postal Ballot. However, subsequent to the closure of the financial year 2024-25, the Company passed 1 (one) special resolution through postal ballot, in compliance with provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules framed thereunder and applicable Regulations of Listing Regulations read with applicable circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India in this regard. The Notice of the Postal Ballot containing the draft resolutions and explanatory statement, were e-mailed to those members whose e-mail addresses were registered with the Company/Registrar and Share Transfer Agent or Depository(ies) / Depository Participants (DPs). The details of the special resolution passed through postal ballot are given below:

Sr. No.	Resolution	Date of completion of dispatch of Postal Ballot Notice	Date of passing of resolution	Person who conducted the postal ballot exercise	No. of votes polled	Votes cast in favor		Votes cast against	
						No. of votes	%	No. of votes	%
1.	Approval of appointment of Mr. Arpan Kumar Atrey (DIN: 11023021) as Independent Director, on the Board of the Company	May 16, 2025	June 15, 2025	Mr. Sameer Kishore Bhatnagar, Practicing Company Secretary (Membership No. FCS 30997), Company Secretaries	26287482	26274937	99.9523	12545	0.0477

No special resolution is proposed to be conducted through postal ballot.

MEANS OF COMMUNICATION

The financial results, shareholders' letters and any official press / media releases are posted on the Company's website at www.rathisteelandpower.com and on website of BSE Limited at www.bseindia.com.

Quarterly/ half yearly/ yearly results/ QR Code with a link to access the such full financial results, are published in Financial Express (English newspaper) circulating substantially in the whole of India and in Jansatta (vernacular (Hindi) newspaper) in Delhi.

The Company conducts earnings conference calls to discuss financial results on a quarterly basis. During the financial year under review, the Company conducted 3 (Three) earnings conference calls and made presentation thereat to discuss the quarterly/half yearly/ annual financial results. The audio recording, Investor presentations and transcript of the calls are disseminated on the website of the Company as well as on the website of BSE Limited. The Company conducted its AGM for financial year 2023-24 through video conferencing.

The Company's website contains a separate dedicated section "**Investor Relations**". The Investor Relations section contains a comprehensive database of information including the financial results and annual report of the Company for the investors, in a reader friendly manner. The information in terms of Regulation 46 of the Listing Regulations is provided on the Company's website which can be accessed at www.rathisteelandpower.com and the same is updated regularly.

All quarterly, annual and event-based Stock Exchange filings are available on the website of BSE Limited at www.bseindia.com and on the website of the Company at www.rathisteelandpower.com.

The Company has the designated e-mail ID: investors@rathisteelandpower.com for redressal of investors grievances.



GENERAL SHAREHOLDER INFORMATION

- i) **Annual General Meeting:**
- | | |
|------|-----------------------------------|
| Date | : 30 th September 2025 |
| Day | : Tuesday |
| Time | : 12.30 p.m. |

Through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”). Works and Corporate Office Address will be deemed venue of the Annual General Meeting.

- ii) **Year: April 1 to March 31.**

- iii) **Dividend payment date: Not applicable**

- iv) **Listing on Stock Exchanges:**

The Equity Shares of the Company are listed on the following Stock Exchange:-

Name & Address of the Stock Exchanges	Stock Code
BSE Limited Phiroze Jeejeeboy Towers, Dalal Street, Fort, Mumbai- 400 001	504903

Annual listing fees for the year 2024-25 (as applicable) have been paid by the Company to BSE Limited.

- v) **Suspended from trading**

No Securities of the Company were suspended from trading during the financial year 2024-25.

- vi) **Registrar and Share Transfer Agents (RTA):**

M/s. Mas Services Limited has been appointed as the Registrar and Share Transfer Agents for the equity shares of the Company in physical and electronic form. Shareholders/Investors can direct all correspondence with regard to share transfer, transmission and change of address, KYC updating or registration and other service related matters at their following address:-

M/s. Mas Services Limited (Unit Rathi Steel).

T-34, Second Floor, Okhla Industrial Area,

Phase-II, New Delhi- 110020,

Ph: +91-11-41320335

Fax No. 011-26387384

Email: investor@masserv.com

Website: www.masserv.com

- vii) **Share Transfer System:**

The shares of the Company are compulsorily traded in dematerialised form. SEBI has prohibited physical transfer of shares w.e.f. April 1, 2019. Hence, any transfer of shares of the Company can be done only in the dematerialised form from April 1, 2019. However, shareholders are free to hold shares in physical form.

Shareholders holding shares in dematerialised mode have been requested to register their email address, bank account details and mobile number with their Depository Participants (DPs). Those holding shares in physical mode have been requested to furnish PAN, nomination, contact details, bank account details and specimen signature for their corresponding folios. Shareholders may contact the RTA at investor@masserv.com for raising Shareholder queries or service requests in electronic mode and also refer details at www.masserv.com and website of the Company at www.rathisteelandpower.com. Further, pursuant to SEBI Circular dated January 25, 2022 as amended from time to time, the listed companies shall issue the securities in dematerialised form only, for processing any service requests from shareholders viz., issue of duplicate share certificates, endorsement, transmission, transposition, etc. After processing the service request, a letter of confirmation will be issued to the shareholders and shall be valid for a period of 120 days, within which the shareholder shall make a request to the DP for dematerialising those shares. If the shareholders fail to submit the dematerialisation request within 120 days, then the Company shall credit those shares in the Suspense Escrow Demat account held by the Company. Shareholders can claim these shares transferred to Suspense Escrow Demat account on submission of necessary documentation.


viii) Shareholding Pattern as on March 31, 2025

Sr. No.	Category	No. of shareholders	No. of shares held	% of shareholding
(A)	Promoter & Promoter group	4	3,56,67,285	41.30%
(B)	Public			
(B)(1)	Institutions	8	96,04,329	11.12%
(B)(2)	Central Government/ State Government(s)	0	0	0.00%
(B)(3)	Non-Institutions	26,507	4,10,91,390	47.58%
	Total Public Shareholding (B)=(B)(1) +(B)(2) + (B)(3)	26,515	5,06,95,719	58.70%
(C)	Non - Promoter - Non-Public			
(C)(1)	Custodian / DR shares	0	0	0.00%
(C)(2)	Shares held by Employee Benefit Trusts	0	0	0.00%
	Total Non- Promoter Non - Public (C) = (C)(1) + (C)(2)	0	0	0.00%
	Total (A) + (B) + (C)	26,519	8,63,63,004	100.00%

ix) Distribution of Shareholding as on March 31, 2025*

Shares held range	No. of shareholders	No. of shares held	% of shareholding
1 – 500	22157	2697591	3.123%
1 – 500	22157	2697591	3.123%
501 – 1000	2135	1711454	1.981%
1001 – 2000	1060	1586880	1.837%
2001 – 3000	315	806677	0.934%
3001 – 4000	156	553191	0.641%
4001 – 5000	147	699705	0.810%
5001 – 10000	245	1815551	2.102%
10001 and above	304	76491955	88.570%
Total	26519	86363004	100.00%

**Distribution of shareholding is not consolidated on a PAN basis.*

x) Dematerialisation of shares and liquidity

As mandated by the SEBI, shares of the Company can be transferred/ traded only in dematerialised form.

Number of shares held in dematerialized and physical Mode as on March 31,2025

Particulars	Total Shares	% of Equity
Shares in dematerialized form with CDSL	5,89,69,495	68.28%
Shares in dematerialized form with NSDL	2,55,43,334	29.58%
Physical	18,50,175	2.14%
Total	8,63,63,004	100.00%

xi) Outstanding Global Depository Receipts (GDR) or American Depository Receipts (ADR) or Warrants or any Convertible Instruments, conversion date and likely impact on Equity

The Company does not have any outstanding ADRs/ GDRs/Warrants/ any Convertible Instruments as on March 31, 2025.

xii) Commodity price risk or foreign exchange risk and hedging activities

There is no commodity price risk or foreign exchange risk as there is no hedging activities

xiii) Plant locations

Rathi Steel and Power Limited
 A-3 and C-4, South of G.T. Road,
 Industrial Area,
 Ghaziabad (U.P.) 201009
 Ph: +91-120-2840348-50

Web Site: www.rathisteelandpower.com
 E-mail ID: investors@rathisteelandpower.com



xiv) Address for Correspondence:

Rathi Steel and Power Limited
Plot No. 24/1, Block A,
Mohan Cooperative Industrial Estate,
Mathura Road,
New Delhi-110044
Ph: 011- 45058011

Web Site: www.rathisteelandpower.com
E-mail ID: investors@rathisteelandpower.com

xv). Credit Rating

During the financial year under review, the Company has not obtained any credit rating with respect to the debt instruments or any fixed deposit programme or any scheme or proposal of the Company involving mobilization of funds, whether in India or abroad.

OTHER DISCLOSURES

i) Related party transactions:

During the financial year, the Company has not entered into any materially significant related party transaction (Which are not at arm's length), which could have a potential conflict of interest with the interests of the Company at large. The related party transactions entered by the Company are disclosed on half yearly basis to the BSE Limited in compliance with Regulation 23 of the Listing Regulations and are also disclosed in notes to accounts of the financial statements forming part of the Annual Report.

The policy on materiality of related party transactions and dealing with related party transactions has been posted on the Company's website and can be accessed at: www.rathisteelandpower.com.

ii) Details of non-compliance by the Company, penalties, strictures imposed on the Company by stock exchange(s) or the SEBI or any statutory authority, on any matter related to capital markets, during the last three years

The Company has inadvertently filed the Integrated Governance Report for the quarter ended March 31, 2025 with certain incorrect details with respect to the composition of the Nomination and Remuneration Committee of the Board of the Company. However, the composition of such Committee is in compliance with Regulation 19(1) and 19(2) of the Listing regulations for the quarter ended March 31, 2025. Accordingly the correct composition was submitted by the Company, in the revised Integrated Governance Report filed for the quarter ended March 31, 2025, on May 23, 2025.

However, the BSE Limited had imposed a fine of INR 2,12,400/- (Indian Rupees Two Lakh Twelve Thousand Four Hundred only) (inclusive of GST) against non-compliance of Regulation 19(1) / 19(2) of Listing Regulations, regarding the constitution of Nomination and Remuneration Committee by the Company for the quarter ended March 31 2025.

The Company has disputed the levy of fine and applied to BSE for a waiver of same within the prescribed time. Further communication from BSE Limited is awaited and accordingly the said application is pending for its closure.

The Company has been in compliance with the requirements of BSE Limited, SEBI and other statutory authorities on all matters related to capital markets. There have been no instances of non-compliances nor any penalties or strictures been imposed on the Company by the Stock Exchanges or SEBI or other statutory authorities relating to the capital markets, during the last three financial years except as stated above which has been since disputed.

iii) Whistle-blower Policy and Vigil Mechanism

The Company has adopted a Whistleblower policy and Vigil Mechanism to provide a formal mechanism to the Directors, employees and other external stakeholders to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Policies as adopted by the Company including but not limited to Code of Conduct of Board of Directors and Senior Management.

The policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. No personnel of the Company have been denied access to the Audit Committee.



- iv) **Compliance with mandatory requirements & adoption of non-mandatory requirements of the SEBI Listing Regulations**
- a. **Mandatory requirements:** The Company is in compliance with all mandatory corporate governance requirements as provided under Listing Regulations.
- b. **Non-mandatory requirements:** In addition, the Company also strives to adhere and comply with the following discretionary requirements specified under Regulation 27(1) and Part E of the Schedule II of Listing Regulations, to the extent applicable:
- (i) **Independent Woman Director:** the Company had more than one woman Independent Director on its Board during the financial year under review.
- (ii) **Modified opinion(s) in audit report:** The Company's financial results are disclosed with unmodified audit opinions.
- (iii) **Reporting of internal auditor:** Internal auditor of the Company make quarterly presentations to the Audit Committee on its report.
- v) **Web link where policy for determining material subsidiaries**
The Company does not have any subsidiary. Accordingly, the Policy on determining material subsidiaries has not been adopted by the Board.
- vi) **Details of utilisation of funds raised through preferential allotment or qualified institution placement as specified under Regulation 32 (7A) of SEBI Listing Regulations**
This forms part of the Board Report.
- vii) **Certificate from Company Secretary in Practice**
None of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Director of companies by the SEBI, Ministry of Corporate Affairs, or any such statutory authority as on March 31, 2025. A certificate to this effect has been provided by Mr. Sameer Kishore Bhatnagar, Practicing Company Secretaries (M. No. 30997, CoP No. 13115, Peer Review No. 5256/2023) and the same forms part of this report as **Annexure – A**.
- viii) **Recommendation of Committees**
All recommendations of the Committees were accepted by the Board.
- ix) **Total fees for all services paid by the Company and its subsidiaries, if any, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part**
The total fees for all services paid/ payable by the Company, to M/s M. Lal and Company, Chartered Accountants, Statutory Auditors and all entities in the network firm/ network entity of which the statutory auditors is a part, for financial year under review is INR5,00,000/- (Indian Rupees Five Lakh Only).
- x) **Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**
Disclosure w.r.t. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 forms part of the Board report.
- xi) **Particulars of Loans, Guarantees and Securities**
During the financial year under review, the Company have neither advanced any loans nor given any guarantees and / or provided any securities, whether directly or indirectly to firms/ companies in which directors are interested.
- xii) **Details of Company's material subsidiaries.**
Since the Company does not have any subsidiary, this disclosure is not applicable.
- xiii) **Compliance certificate for Corporate Governance**
The Company has obtained a certificate affirming the compliances of conditions of corporate governance from Mr. Sameer Kishore Bhatnagar, Practicing Company Secretaries (M. No. 30997, CoP No. 13115, Peer Review No. 5256/2023) and the same is annexed as **Annexure – B**.



xiv) Code of Conduct

The Company has adopted the code of conduct for the Board of Directors and Senior Management Personnel ("**Code**"). The Board and Senior Management Personnel have affirmed their compliance with the Code for the financial year ended March 31, 2025. A declaration, to this effect, signed by Mr. Mahesh Pareek, Managing Director of the Company is annexed as **Annexure – C**.

xv) Disclosure of certain types of agreements binding the Company

The Company has not been informed of any agreement under Regulation 30A(1) read with Clause 5A of Para A of Part A of Schedule III of the Listing Regulations. Accordingly, there is no requirement for disclosing the same.

xvi) Compliance of the requirement of Corporate Governance

During the financial year under review, the Company is in compliance with the requirements of corporate governance and disclosures with respect to compliance of Regulation 17 to 27 and Clause (b) to (i) of Sub-Regulation (2) of Regulation 46 of Listing Regulations.

Further, there have been no instances of non-compliance of any requirement of Corporate Governance Report of sub-paras (2) to (10) of Para C of Schedule V of the Listing Regulations.

xvii) Disclosures with respect to demat suspense account/ unclaimed suspense account

- a. Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year: **NIL**
- b. Number of shareholders who approached the Company for transfer of shares from suspense account during the year: **NIL**
- c. Number of shareholders to whom shares were transferred from suspense account during the year: **NIL**
- d. Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year: **NIL**
- e. That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares: **N.A.**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) read with Schedule V Para C clause (10)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
Rathi Steel and Power Limited
Plot No. 24/1, Block A,
Mohan Cooperative Industrial Estate
Mathura Road,
New Delhi-110044

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Rathi Steel and Power Limited, having CIN: L27109DL1971PLC005905 and having registered office at Plot No. 24/1, A-Block Mohan Cooperative Industrial Estate, Mathura Road, Delhi-110044, India, (hereinafter referred to as “the Company”), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (“DIN”) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers and declarations received from respective Directors, we hereby certify that for the Financial Year ended on March 31, 2025, none of the Directors on the Board of the Company as stated below have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

S. No.	Name of Directors	DIN	Date of appointment in the Company
1.	Mr. Abhishek Verma	08104325	16/05/2018
2.	Mr. Prem Narain Varshney	00012709	01/09/1997
3.	Mr. Rajesh Khurana	11015277	25/03/2025
4.	Mr. Arpan Kumar Atrey	11023021	29/03/2025
5.	Ms. Sonika Sharma	10192265	10/07/2023
6.	Ms. Surbhi Pareek	10231959	10/07/2023

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Sd/-
Sameer Kishore Bhatnagar
Practicing Company Secretary
M. No. 30997
CoP No. 13115
UDIN: A030997G001153351

Dated: 03.09.2025
Place: Delhi



**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER THE
SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)
REGULATIONS, 2015**

To,
The Members,
Rathi Steel and Power Limited
Plot No. 24/1, Block A,
Mohan Cooperative Industrial Estate
Mathura Road,
New Delhi-110044

We have examined all relevant records of Rathi Steel and Power Limited ('the Company') for the purpose of certifying all the conditions of the Corporate Governance under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for the Financial Year ended March 31, 2025. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The Compliances with the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof. This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

On the basis of our examination of the records produced before us, explanations and information furnished to us, we certify that the Company has complied with the conditions of the Corporate Governance under Listing Regulations.

Sd/-
Sameer Kishore Bhatnagar
Practicing Company Secretary
M. No. 30997
CoP No. 13115
UDIN:A030997G001091331

Dated: 27.08.2025
Place: Delhi



DECLARATION SIGNED BY THE MANAGING DIRECTOR STATING THAT THE MEMBERS OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL HAVE AFFIRMED COMPLIANCE WITH THE CODE OF CONDUCT OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT.

I, Mahesh Pareek, Managing Director of Rathi Steel and Power Limited, hereby declare that all the members of the Board of Directors and the Senior Management personnel have affirmed compliance with the Code of Conduct, applicable to them as laid down by the Board of Directors in terms of Regulation 26 (3) of the Listing Regulations for the year ended 31st March, 2025.

For Rathi Steel and Power Limited

Sd/-

Mahesh Pareek
Managing Director
DIN: 00174146

Date: 03-09-2025

Place: New Delhi



INDEPENDENT AUDITORS' REPORT
To the Members of M/s. RATHI STEEL AND POWER LIMITED

Opinion

We have audited the accompanying standalone financial statements of M/s. RATHI STEEL AND POWER LIMITED ("the company"), which comprise the balance sheet as at 31st March 2025, the statement of profit and loss (including Other Comprehensive Income) and the Statement of Cash Flows for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone financial statements")

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31st, 2025, the Profit, and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, Management of Company is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Management of Company either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.



As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

1. Identifies and assesses the risks of material misstatement of the entity's financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, under section 143(3)(i) of the companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
3. Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
4. Concludes on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of the auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
5. Evaluates the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation
6. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that the auditor identifies during the audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on the auditor's independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in the auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, the auditor determines that a matter should not be communicated in the auditor's report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 'A' statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;



- e. On the basis of the written representations received from directors as on 31st March 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st, March 2025 from being appointed as a director in terms of Section 164 (2) of the Act;
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B” and
- g. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial Statements – Refer Note 2 to the Notes to Accounts attached to financial statements;
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any; and
 - iii. There was no amount required to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Act and rules made there under.
 - iv. The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - v. The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - vi. Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.
 - vii. The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.
 - viii. The Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025 which, as per the certificate of the expert provided by the management, has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software and there is no instance of the audit trail feature being tampered with.

For M. LAL & CO.
Chartered Accountants
Firm Registration Number: 016069C

.Sd/-
M. L. Agrawal
Proprietor
M.No.:011148
UDIN: 2501148BMIXTC9932

Place : New Delhi
Date : 30/05/2025



Annexure –A to the Independent Auditors’ Report, the Annexure referred to in our Independent Auditors’ Report to the members of the Company on the standalone financial statements for the year ended 31st March 2025, we report that: -

1. In respect of fixed assets:

- The company has been maintaining details showing full particulars, including quantitative details of fixed assets.
- We have been informed that physical verification of fixed assets has been conducted by the management at reasonable intervals and no material discrepancies were noticed by them.
- According to the information and explanations given to us, the title deeds of immovable properties, as disclosed in the Financial statements, are held in the name of the company

2. In respect of inventories:

According to the information and explanations given to us, the physical verification of inventory (excluding stocks lying with third parties) has been conducted by the management at reasonable intervals. The physical verification of finished goods and raw material has been done on estimation basis, from time to time, due to the nature of the business and the cost involved and discrepancies, if any, were properly dealt with in the accounts. In respect of goods inventory lying with third parties, these have substantially been confirmed by them.

- The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013 (‘the Act’). Accordingly, paragraph 3 (iii) (a), (b), and (c) of the order is not applicable to the Company.
- In our opinion and according to the information and explanations given to us, the Company has not granted any loans, made any investment, given any guarantee or security, secured or unsecured, to any companies, firms or other parties except surety with Sales Tax department for other Companies as covered under section 185 and 186 of the Act over and above the limits prescribed under these sections.
- The Company has not accepted any deposits from the public and therefore, the directives issued by Reserve Bank of India and provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and rules framed there under do not apply to the Company.
- As informed to us, the Central Government has prescribed maintenance of cost records under section 148(1) of the Companies Act, 2013 in respect of manufacturing activities of the Company. We have broadly reviewed accounts and records of the Company in this connection and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
- The Company has been regular generally in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Custom Duty, Cess and other material statutory dues with the appropriate authorities to the extent applicable and no undisputed amounts is payable in respect of provident fund, income tax, sales tax, GST, service tax, Excise Duty, Entry Tax, value added tax, cess and other material statutory dues as at 31st March 2025 for a period of more than six months from the date they became payable.
 - According to the information and explanations given to us, the particulars of dues of income tax, GST, excise duty, service tax, value added tax which have not been deposited on account of any dispute, are as follows:

Name of the Statute	Nature of Dues	Amount (in lacs)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act 1961	Penalty & Late Fess	11.85	2014-15 (AY)	Commissioner of Income Tax – Appeals (TDS)
	Addition of Expenditures	21.99	2021-22 & 2022-23 (AY)	Commissioner of Income Tax – Appeals
Central Excise Act, 1944	Excise Duty	317.15	2005-06 to 2007-08	High Court of Odisha
		133.32	2008-09 to 2012-13	Under Appeal with CESTAT
		77.21	2006-07	Supreme Court -Delhi
		239.61	2014-15	CESTAT Prayagraj (Allahabad)



Name of the Statute	Nature of Dues	Amount (in lacs)	Period to which the amount relates	Forum where the dispute is pending
Sales Tax Act of Various States	Sales Tax	13.70	2010-11 to 2013-14	Before Addl Commissioner, Northern Zone, Sambalpur
		458.25	2011-12 to 2013-14	Commercial Tax Tribunal, UP
		44.51	2016-17 to 2017-18	Addl Commissioner Grade-2, Appeal-1, UP
Goods & Service Tax Act of Various States	CGST	257.90	2020-21	Before Addl. Commissioner , Rourkela
	UPGST	58.22	2017-18	High Court Prayagraj
	CGST	24.21	2017-18 & 2018-19	Commissioner Appeals - CGST Ghaziabad

Apart from the above, Income tax AO (s) made additions amounting to Rs.1188.17 lacs for AY 2013-14 & 2019-20 and the same were adjusted with carry forward losses. Company has disputed the orders and filed appeal with appropriate authorities, as of now there is no tax demand or liability against these orders.

8. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
9.
 - (a) According to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender during the year.
 - (b) According to the information and explanations given to us including confirmations received from banks and financial institutions and representation received from the management of the Company, and based on our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.
 - (c) In our opinion and according to the information and explanations given to us, terms loan were applied for the purpose for which loans were obtained.
 - (d) In our opinion and according to the information and explanations given to us, funds raised on short term basis have not been utilised for long term purposes.
 - (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any loan from any entity or person on account of or to meet the obligations of its subsidiaries and associates- The company has no associates and subsidiaries hence point not applicable.
 - (f) According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries and associate companies. The company has no associates and subsidiaries hence point not applicable.
10.
 - a) According to the information and explanations given to us, during the year the Company has reclassified its Authorized Share Capital to Rs. 1,31,64,81,470/- (Rupees One Hundred Thirty-One Crores Sixty-Four Lakh Eighty-One Thousand Four Hundred and Seventy only) divided into 12,12,40,000(Twelve Crores Twelve Lakh Forty Thousand only) Equity Shares of Rs.10/- (Rupees Ten only) each aggregating to Rs. 121,24,00,000 (Rupees One Hundred Twenty-One Crores Twenty-Four Lakh only) and 1,04,08,147 (One Crores Four Lakh Eight Thousand One Hundred and Forty- Seven Only) Preference Shares of Rs. 10/- (Rupees Ten only) each aggregating to Rs.10,40,81,470/- (Rupees Ten Crores Forty Lakh Eighty-One Thousand Four Hundred and Seventy only).
 - b) According to further information and explanations given, during previous financial year the Company had raised Rs.114.71 Crores through preferential issue of 3,55,70,522 Equity Share (face Value Rs.10- each) and Rs.107.164 crores by way of conversion of existing Redeemable Preference Shares into Optionally Convertible Redeemable Preference Shares (OCRPS) which were subsequently converted into 1,81,84,370 Equity Shares (face Value Rs.10- each) and got listed on BSE limited(BSE) on 16th April 2024. Remaining 15,05,265 OCRPS got converted into 13,00,001 Equity Shares on 24.03.2025, listing approval is awaited.

On the basis of our examination, we confirm that funds raised through preferential issue/conversion have been utilized for the purpose for which it was raised during previous year.



11. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.
12. In our opinion and according to the information and explanation given to us, the Company is not a Nidhi company.
13. According to the information and explanations given to us and based on our examinations of the records of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Act, where applicable and the details have been disclosed in the financial statements as required under applicable Accounting Standard.
14. The company has an internal audit system in accordance with its size and business activities and the reports of the internal auditors were made available to us.
15. According to the information and explanations given to us and based on our examinations of the records, the Company has not entered into non-cash transaction with directors or person connected with them.
16. The Company is not required to be registered under Section 45 IA of the Reserve Bank of India Act, 1934. Accordingly, the provision of the Clause 3 (xvi) of the order is not applicable to the Company.
17. The company has not incurred cash losses in the financial year and the immediately preceding financial year.
18. During the year, there has been no resignation of statutory auditors.
19. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
20. With respect to obligations under Corporate Social Responsibility, this clause is not applicable to company for the period under report.
21. Qualifications or adverse remarks in the audit reports issued by the respective auditors in case of companies – This clause is not applicable to the Company.

For M. LAL & CO.
Chartered Accountants
Firm Registration Number: 016069C

Sd/-
M. L. Agrawal
Proprietor
M.No.:011148
UDIN:25011148BMIXTC9932

Place: New Delhi
Date : 30/05/2025



**Annexure-B to the Independent Auditors' Report, the Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31st March 2025, we report that: -
Report on the Internal Financial Controls under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013.**

We have audited the internal financial controls over financial reporting of Rathi Steel and Power Limited ("the Company") as of 31st March, 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and timely preparation of reliable financial information, as required under the Companies Act 2013 ("the Act")

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standard on Auditing, issued by ICAI and deemed to be prescribed under section 143 (10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ACAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all, material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal controls based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial control system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial controls over financial reporting is a process designed to provided reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorization of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitation of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of the changes in the conditions, or that the degree of compliance with the policies if procedures may deteriorate.



Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2025, based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on audit of Internal Financial Controls Over Financial Reporting issued by ICAI.

For M. LAL & CO.

Chartered Accountants

Firm Registration Number: 016069C

Sd/-

M. L. Agrawal

Proprietor

M.No.:011148

UDIN: 25011148BMIXTC9932

Place : New Delhi

Date : 30/05/2025



Rathi Steel and Power Limited

(CIN: L27109DL1971PLC005905)

BALANCE SHEET AS AT 31ST MARCH, 2025

(Amount in Lakh)

Particulars	Note No.	As at 31 March 2025	As at 31 March 2024
ASSETS			
(1) Non - Current Assets			
(a) Property, Plant and Equipment	2	8337.98	7034.51
(b) Capital work - in - progress		626.72	0.00
(c) Financial assets			
(i) Non Current Investments	3	10.81	10.81
(ii) Other financial assets	4	395.10	350.70
(d) Other non - current assets	5	174.02	100.52
Deferred Tax Assests		7290.97	7290.97
Total Non- Current Assets		16835.60	14787.51
(2) Current Assets			
(a) Inventories	6	5008.87	2959.17
(b) Financial assets			
(i) Trade receivables	7	2477.43	1626.43
(ii) Cash and cash equivalents	8	129.42	650.28
(iii) Other financial assets	9	1980.16	1705.77
(c) Other current assets	10	110.70	221.15
Total Current Assets		9706.58	7162.80
TOTAL ASSETS		26542.18	21950.31
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity share capital	11	9525.70	9546.23
(b) Other Equity	12	4176.76	2760.81
Total Equity		13702.46	12307.04
LIABILITIES			
(1) Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	13	356.76	0.00
(b) Provisions	14	207.45	200.04
(c) Other Long Term Liabilites	15	152.22	213.91
(d) Other non current liability		0.00	0.00
Total Non- Current Liabilities		716.43	413.95
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	16	3417.31	0.00
(ii) Trade payables	17	8243.13	6422.42
(b) Other current liabilities	18	428.92	2776.87
(c) Provisions	19	33.93	30.03
Total Current Liabilities		12123.29	9229.32
TOTAL EQUITY AND LIABILITIES		26542.18	21950.31

The accompanying Notes are an integral part of the financial statements

As per our Report of even date
For M. Lal & CO.
Chartered Accountants
Firm Registration No - 016069C

Sd/-
Abhishek Verma
Director
DIN:08104325

Sd/-
Mahesh Pareek
Managing Director
DIN:00174146

Sd/-
M.L.Agrawal
(Proprietor)
M. No. 011148
UDIN: 25011148BMIXTC9932

Sd/-
Shobhita Singh
Company Secretary

Sd/-
Rajeev Kumar
CFO

Place : New Delhi
Dated : 30.05.2025



STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31 ST MARCH, 2025

(Amount in Lakh)

Particulars	Note No.	2024-25	2023-2024
Revenue from operations	20	50315.22	49318.56
Other income	21	228.17	309.76
Total Income		50543.39	49628.32
Expenses			
Cost of material consumed	22	39829.20	36577.88
Purchases of Stock-in-Trade			
Changes in inventories of Finished goods and Work - in -progress	23	-2041.78	929.11
Employee benefit expense	24	1207.50	951.29
Finance Costs	25	550.26	1173.57
Depreciation & amortization expense		956.89	874.29
Other Expenses	26	9117.37	8745.13
Total Expenses		49619.44	49251.26
Profit before exceptional items & tax		923.95	377.06
Add : Extra Ordinary / Exceptional Items	27	471.48	1983.65
Profit/(Loss) before tax		1395.43	2360.71
Less: Tax expenses			
(1) Current tax			
of Current year		0.00	0.00
of Earlier years		0.00	7.30
(2) Deferred tax			
of Current year		0.00	0.00
of Earlier years		0.00	0.00
Total Tax Expenses		0.00	7.30
Profit after tax	A	1395.43	2353.40
Other Comprehensive Income			
Other Comprehensive Income/ Expenses net of taxes expenses item that will not be reclassified to profit or loss		10.59	11.03
Total Other Comprehensive Income for the year	B	10.59	11.03
Total Comprehensive Income for the year	(A+B)	1406.02	2364.43

The accompanying Notes are an integral part of the financial statements

As per our Report of even date
For M. Lal & CO.
Chartered Accountants
Firm Registration No - 016069C

Sd/-
Abhishek Verma
Director
DIN:08104325

Sd/-
Mahesh Pareek
Managing Director
DIN:00174146

Sd/-
M.L.Agrawal
(Proprietor)
M. No. 011148
UDIN: 25011148BMIXTC9932

Sd/-
Shobhita Singh
Company Secretary

Sd/-
Rajeev Kumar
CFO

Place : New Delhi
Dated : 30.05.2025



Property, Plant and Equipment

NOTE - 2

(Amount in Lakh)

PARTICULARS	G R O S S B L O C K				D E P R E C I A T I O N				N E T B L O C K	
	As at 01.04.2024 (Rs.)	Addition During the year (Rs.)	Sales/ Adjustment (Rs.)	As at 31.03.2025 (Rs.)	Upto 31.03.2024 (Rs.)	Adjustment (Rs.)	For the Year (Rs.)	Total Upto 31.03.2025 (Rs.)	As at 31.03.2025 (Rs.)	As at 31.03.2024 (Rs.)
FIXED ASSETS										
Land Freehold	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Land Leasehold	244.98	0.00	0.00	244.98	0.00	0.00	0.00	0.00	244.98	244.98
Boundary Wall	1.74	0.00	0.00	1.74	1.39	0.00	0.00	1.39	0.35	0.35
Building	332.83	0.00	0.00	332.83	202.06	0.00	10.38	212.44	120.38	130.77
Plant & Machinery	19230.66	2096.05	0.00	21326.71	12606.63	0.00	928.78	13535.41	7791.30	6624.03
Furniture Fixtures	61.18	1.20	0.00	62.38	57.81	0.00	0.24	58.05	4.33	3.37
Office Equipment	62.66	8.33	0.00	70.99	46.75	0.00	5.48	52.23	18.77	15.91
Vehicles	173.73	145.66	0.00	319.39	164.03	0.00	6.86	170.89	148.50	9.70
Computers	71.53	9.13	0.00	80.66	66.13	0.00	5.16	71.29	9.37	5.40
TOTAL	20179.31	2260.37	0.00	22439.68	13144.80	0.00	956.90	14101.70	8337.98	7034.51
Previous Year	18861.13	1318.18	0.00	20179.31	12270.51	0.00	874.29	13144.80	7034.51	
WIP	0.00	626.72	0.00	626.72	0.00	0.00	0.00	0.00	626.72	0.00



3 NON CURRENT INVESTMENTS

(Amount in Lakh)

Particulars	As at		As at	
	March 31, 2025		March 31, 2024	
Non Trade Investments	Face Value	No. of Shares	Value	No. of Shares
Quoted				
Equity Instruments (At FVOCI)				
Bank of Baroda	2	635	0.29	635
State Bank of India	1	-	0.00	-
Focus Industrial Resources Ltd	10	2,400	0.20	2,400
BOB Pioneer PSU Mid Cap - Equity Plan	10	1,00,000	10.00	1,00,000
Total Value of Quoted Investments			10.49	
Unquoted				
Moradabad Syntex Ltd	10	20000	0.00	20000
First Financial Services Ltd	10	1,000	0.10	1,000
Lynx Traders & Export Ltd	10	3,350	0.34	3,350
Total Value of Unquoted Investments			0.44	
Less : Provision for diminution in Value			0.12	
			10.81	
Fair Market Value of Quoted Investments			21.08	
Fair Value of Unquoted Investments (Net of Provision)			0.32	
Total			21.40	
Other Comprehensive Income not to be reclassified to P & L account			10.59	

4 OTHER FINANCIAL ASSETS

(Amount in Lakh)

Particulars	As at		As at	
	March 31, 2025		March 31, 2024	
Security Deposit		395.10		350.70
Total		395.10		350.70

5 OTHER NON CURRENT ASSETS

(Amount in Lakh)

Particulars	As at		As at	
	March 31, 2025		March 31, 2024	
Trade Receivable and Advance recoverable in cash or kind or for value to be received				
a) Unsecured - Considered Good		0.00		100.52
b) Unsecured - Considered Doubtful		97.52		0.00
Less : Provision for Bad & Doubtful				
c) Miscellaneous Expenses to the Extent not Written off/back		76.50		0.00
Total		174.02		100.52

6 INVENTORIES

(Amount in Lakh)

Particulars	As at		As at	
	March 31, 2025		March 31, 2024	
Raw Material		1138.63		959.94
Work-in-progress		0.00		0.00
Finished Goods		3441.23		1399.45
Stores & Spares		393.43		564.31
Fuel & Oils		35.59		35.47
Total		5008.87		2959.17

7 TRADE RECEIVABLES

(Amount in Lakh)

Particulars	As at		As at	
	March 31, 2025		March 31, 2024	
(Unsecured)				
Considered Good		4.70		127.29
Considered Doubtful		0.66		38.52
Less: Provision for doubtful Debts		-4.49		-4.49
Others		2476.56		1465.12
Total		2477.43		1626.43

8 CASH AND CASH EQUIVALENTS

(Amount in Lakh)

Particulars	As at		As at	
	March 31, 2025		March 31, 2024	
Balance With Banks				
- On Current account		19.22		547.55
Cash on Hand		13.55		9.17
Deposits (Original maturity of less than 3 months.)		69.66		78.68
Interest accrued on Deposits		26.99		14.88
Total		129.42		650.28

9 OTHER FINANCIAL ASSETS

(Amount in Lakh)

Particulars	As at		As at	
	March 31, 2025		March 31, 2024	
Balance with Statutory/ Government Authorities		481.00		626.84
Trade advances		28.03		22.16
Less : Provision for doubtful		-3.38		-3.38
Advance recoverable in cash or kind or for value to be received		1410.67		996.31
Security Deposits		63.84		63.84
Total		1980.16		1705.77



Rathi Steel and Power Limited

(CIN: L27109DL1971PLC005905)

10 OTHER CURRENT ASSETS

(Amount in Lakh)

Particulars	As at		As at
	March 31, 2025		March 31, 2024
Prepaid Expenses	3.46		5.08
Advance Income Tax / Tax Deducted At Source	107.24		216.07
Total	110.70		221.15

11 EQUITY SHARE CAPITAL

(Amount in Lakh)

Particulars	As at		As at
	March 31, 2025		March 31, 2024
Authorized Share Capital			
12,12,40,000 Equity shares, Rs. 10- par value (31 March 2025: 12,12,40,000 equity shares Rs. 10- each) (1 April 2024: 8,64,51,399 equity shares Rs. 10- each)	12124.00		8645.14
1,04,08,147 Preference shares, Rs. 10- par value (31 March 2025: 1,04,08,147 Preference Shares Rs. 10- each) (1 April 2024: 4,51,96,748 Preference Shares Rs. 10- each)	1040.81		4519.67
	13164.81		13164.81
Issued, Subscribed and Fully Paid Up Shares			
86363004 Equity shares, Rs. 10- par value fully paid up (31 March 2025: 86363004 equity shares Rs. 10- each) (1 April 2024: 85063003 equity shares Rs. 10- each)	8636.30		8506.30
8894000 Preference Shares , Rs. 10- par value fully paid (31 March 2025: 8894000 Redeemable Preference Shares Rs.10/-each) (31 March 2024: 8894000 Redeemable Preference Shares Rs.10/-each) (31 March 2024: 1505265 OCRP Shares Rs.10/-each)	889.40		1039.93
Total	9525.70		9546.23

Note (a) :The reconciliation of the number of equity shares outstanding at the beginning and at the end of reporting period 31-03-2025:

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	No. of Shares	Amount	No. of Shares	Amount
Number of shares at the beginning	8,50,63,003	8506.30	3,13,08,111	3130.81
Add: Shares issued during the year	13,00,001	130.00	5,37,54,892	5375.49
Less : Shares bought back (if any)	-	0.00	-	0.00
Number of shares at the end	8,63,63,004	8636.30	8,50,63,003	8506.30

Note (b) :The reconciliation of the number of redeemable preference shares outstanding at the beginning and at the end of reporting period 31-03-2025:

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	No. of Shares	Amount	No. of Shares	Amount
Number of shares at the beginning	1,03,99,265	1039.93	4,51,96,748	4519.67
Add: Shares issued during the year	-	0.00	-	0.00
Less : Shares bought back (if any)/ Converted in Equity Share	15,05,265	150.53	3,47,97,483	3479.75
Number of shares at the end *	88,94,000	889.40	1,03,99,265	1039.93

* Number of Preference Shares as at 31/03/2025 includes RPS : 8894000 Shares & OCRPS : Nil

Note : Terms/rights attached to equity shares

The Company has issued two class of shares referred to as equity shares and Preference Shares (RPS). The Equity Shares are having a par value of Rs.10 per share whereas par value for each Preference Shares is Rs.10/-. Every holder of Equity Share is entitled to one vote per share in respect of all matters submitted to vote in the shareholders meeting. Preference Shares, voting rights of the persons holding shall be in accordance with the provisions of section 47 and other applicable provisions, if any, of the Companies Act,2013, in respect of every resolution placed before the Company which directly affect the rights attached to the shares. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the assets of the Company, RPS shall be non-participating in surplus of funds , on winding up, which may remain after the entire capital has been paid. The Preference Shares (RPS) shall become due for redemption after 10 years from the date of issue or extension at a premium of Rs.20/- of the issue price. Redeemable Preference shares are entitled to carry a coupon rate of 1% on non-cumulative basis and payable upon declaration of dividend by the Company on the paid up capital.

Note : The details of shareholders holding more than 5% shares in the company :

Name of the shareholder	As at 31st March, 2025		As at 31st March, 2024	
	No. of shares held	% held	No. of shares held	% held
(A) Equity Shares				
PCR Holdings Private Ltd (Formerly Archit Securities Private Limited)	2,28,06,868	26.41%	2,11,86,867	24.91%
Pradeep Kumar Rathi	78,71,351	9.11%	80,21,351	9.43%
ASG Trading Pvt. Ltd	56,40,573	6.63%	-	0.00%
(B) Preference Shares				
(i) Redeemable Preference Shares				
Char Investment and Trading Limited	64,54,000	72.57%	64,54,000	62.06%
Lenzing Poly Packs Limited	24,40,000	27.43%	24,40,000	23.46%
(ii) OCR Preference Shares				
PCR Holdings Private Ltd (Formerly Archit Securities Private Limited)	-	0.00	15,05,265	14.47%



Note : Promoters/Promoter Group shareholders holding during the year :

Name of the shareholder	As at 31st March, 2025		As at 31st March, 2024		Variation%	
	No. of shares held	% held	No. of shares held	% held	31-03-2025	31-03-2024
(A) Equity Shares						
Pradeep Kumar Rathi	78,71,351	9.11%	80,21,351	9.43%	-0.32%	-14.54%
Udit Rathi	11,56,594	1.34%	12,56,594	1.48%	-0.14%	-0.88%
PCR Holdings Private Ltd (Formerly Archit Securities Private Ltd)	2,28,06,868	26.41%	2,11,86,867	24.91%	1.50%	12.02%
DBG Leasing & Housing Limited	38,32,472	4.44%	38,32,472	4.51%	-0.07%	-7.73%
(B) Preference Shares						
Char Investment and Trading Limited	64,54,000	72.57%	64,54,000	62.06%	10.51%	47.78%
Lenzing Poly Packs Limited	24,40,000	27.43%	24,40,000	23.46%	3.97%	18.06%
PCR Holdings Private Ltd (Formerly Archit Securities Private Ltd)	-	0.00%	15,05,265	14.47%	-14.47%	-36.68%

Note- Statements of Changes in Equity

Current Reporting Period

Balance at the beginning of the current reporting period		Changes in Equity Share Capital due to prior period error	Related Balance at the beginning of the current reporting period	Changes in Equity Share Capital during the current year	Balance at the end of the current reporting period
Equity Shares	85063003	-	-	1300001 *	86363004
Preference Shares	10399265	-	-	(1505265)	8894000

* Refer note 21 for changes in equity.

Previous Reporting Period

Balance at the beginning of the current reporting period		Changes in Equity Share Capital due to prior period error	Related Balance at the beginning of the previous reporting period	Changes in Equity Share Capital during the previous year	Balance at the end of the previous reporting period
Equity Shares	31308111	-	-	53754892 *	85063003
Preference Shares	45196748	-	-	(34797483)	10399265



(Amount in Lakh)

		AS AT 31.03.2025		AS AT 31.03.2024		AS AT 31.03.2023
NOTE - 12 OTHER EQUITY						
(i) Reserve & Surplus						
(a) Revaluation Reserve		190.26		190.26		190.26
(b) Capital Reserve		5.21		5.21		5.21
(c) Securities Premium Account						
As Per Last Balance Sheet	19982.10		10809.23		10809.23	
Add: Received during the year	585.00		15694.53		0.00	
Less : Premium on Redemption of RPS	564.47		6521.66			
Balance (c)		20002.63		19982.10		10809.23
(d) General Reserve						
As Per Last Balance Sheet		15950.32		14674.64		7814.37
Add: Credited on account of Waiver of Term Loan by Lenders		0.00		1275.68		6860.27
(e) Retained Earning						
As Per Last Balance Sheet	-33367.08		-35720.48		-44442.76	
(Add)/ Less: Loss for the current year	1395.43		2353.40		8722.29	
Total (e)	0.00	-31971.65	0.00	-33367.08	0.00	-35720.48
Closing Balance (a+b+c+d+e)		4176.76		2760.81		-10041.14



13 BORROWINGS

(Amount in Lakh)

Particulars	As at		As at
	March 31, 2025		March 31, 2024
Secured			
From Bank			
Term Loans	351.39		0.00
Working Capital Term Loans	0.00		0.00
From Others			
Finance / Lease Obligations	5.37		0.00
Total	356.76		0.00

Notes

1. Term Loans, Working Capital from Banks are secured by :

- First & exclusive charge on all existing and future movable & immovable Fixed and Current Assets of the company ,
- First & exclusive charge on by way of hypothecation of all plant and machinery, installed at Industrial Area No.1, A-3 & C-4, South Side of GT Road, Ghaziabad, UP-201009 of the company,
- Personal guarantee of Shri Udit Rathi and Shri Pradeep Rathi,

2. Vehicle Loans are secured by the hypothecation of specific assets purchased under such arrangements.

14 PROVISIONS

(Amount in Lakh)

Particulars	As at		As at
	March 31, 2025		March 31, 2024
Provision for Employee Benefits			
- Gratuity	207.45		200.04
Total	207.45		200.04

15 OTHER LONG TERM LIABILITIES

Particulars	As at		As at
	March 31, 2025		March 31, 2024
Unsecured Loans	20.25		161.04
Sundry Creditors for Capital Goods	120.39		41.30
Trade Deposits from Dealers	11.57		11.57
Total	152.22		213.91

16 BORROWINGS

(Amount in Lakh)

Particulars	As at		As at
	March 31, 2025		March 31, 2024
Secured From Bank			
Working Capital Facilities	3417.31		0.00
Total	3417.31		0.00

1. Term Loans, Working Capital from Banks are secured by :

- First & exclusive charge on all existing and future movable & immovable Fixed and Current Assets of the company ,
- First & exclusive charge on by way of hypothecation of all plant and machinery, installed at Industrial Area No.1, A-3 & C-4, South Side of GT Road, Ghaziabad, UP-201009 of the company,
- Personal guarantee of Shri Udit Rathi and Shri Pradeep Rathi,

2. Vehicle Loans are secured by the hypothecation of specific assets purchased under such arrangements.

17 TRADE PAYABLES

(Amount in Lakh)

Particulars	As at		As at
	March 31, 2025		March 31, 2024
Trade Payables	8243.13		6422.42
Total	8243.13		6422.42

18 OTHER CURRENT LIABILITIES

(Amount in Lakh)

Particulars	As at		As at
	March 31, 2025		March 31, 2024
Statutory Dues Payable	94.50		929.49
Advances From Customers	102.44		1356.84
Other Payable	75.21		490.54
Current Maturities of Long Term Debt / Lease Obligations	156.77		0.00
Total	428.92		2776.87

19 PROVISIONS

(Amount in Lakh)

Particulars	As at		As at
	March 31, 2025		March 31, 2024
Provisions for Employee Benefits			
- For Bonus	13.38		12.38
- For Leave encashment	20.55		17.65
Total	33.93		30.03



20 REVENUE FROM OPERATIONS

(Amount in Lakh)

Particulars	2024-25	2023-24
Sale of Products / Services.	50117.05	48779.87
Other Operating Revenue		
Others Operating Revenue	198.17	538.69
Total	50315.22	49318.56

21 OTHER INCOME

(Amount in Lakh)

Particulars	2024-25	2023-24
Interest Income	68.36	25.13
Net gain on sale of Fixed Assets	0.00	1.30
Dividend income from equity	1.87	0.94
Provision no longer required, written back	0.89	5.04
Sundry Balance Written Back (Net)	33.30	233.24
Claims Received	123.75	0.00
Profit on Sale of Investments	0.00	44.11
Total	228.17	309.76

22 COST OF MATERIALS CONSUMED

(Amount in Lakh)

Particulars	2024-25	2023-24
Inventory at the beginning of the year	959.94	786.51
Add: Purchases during the year	40007.89	36751.31
	40967.83	37537.82
Less: Inventory at the end of the year	1138.63	959.94
Total	39829.20	36577.88

23 CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS

(Amount in Lakh)

Particulars	2024-25	2023-24
Inventories at the end of the year		
Finished Goods	3441.23	1399.45
Work In Progress	0.00	0.00
	3441.23	1399.45
Inventories at the beginning of the year		
Finished Goods	1399.45	2328.56
Work In Progress	0.00	0.00
	1399.45	2328.56
Increase/(decrease) in Stock	-2041.78	929.11

24 EMPLOYEE BENEFIT EXPENSES

(Amount in Lakh)

Particulars	2024-25	2023-24
Salaries, Wages and Bonus	1167.69	902.66
Contribution to Provident and other fund	33.72	32.10
Staff Welfare Expenses	6.09	16.53
Total	1207.50	951.29

25 FINANCE COST

(Amount in Lakh)

Particulars	2024-25	2023-24
Interest on Loans	544.64	0.00
Other Borrowing Costs		
Bank Charges & Processing Fees/Finance Charges	5.62	1173.57
Total	550.26	1173.57



Rathi Steel and Power Limited

(CIN: L27109DL1971PLC005905)

26 OTHER EXPENSES

(Amount in Lakh)

Particulars	2024-25	2023-24
A. Manufacturing Expenses		
Consumption of Stores & Spares	3151.18	2409.77
Power & Fuel	4510.33	5466.26
Conversion Charges Paid	181.47	70.68
Repair & Maintenance		
Plant & Machinery	58.54	45.47
Building	4.87	0.00
Others	22.40	21.02
B. Selling Expenses		
Freight Outward	467.75	301.19
Advertisement and Sales & Promotion Expenses	27.13	21.65
Testing Charges	15.00	14.42
C. Administrative Expenses		
Directors Salary	1.80	1.80
Insurance Charges	12.79	15.78
Legal & Professional Charges	316.23	138.18
Miscellaneous Expenses	111.28	78.17
Vehicle Running & Maintenance	6.90	2.70
Postage, Telegram & Telephone	4.25	4.11
Printing & Stationery	4.41	3.75
Rates, Taxes & fee	0.32	0.20
Rent	21.69	14.18
Travelling & Conveyance Expenses	195.04	131.80
Auditors' Remuneration	4.00	4.00
Total	9117.37	8745.13

27 EXTRA ORDINARY / EXCEPTIONAL ITEMS

(Amount in Lakh)

Particulars	2024-25	2023-24
Waiver of Short Term Borrowings from Lenders	0.00	1983.65
Exceptional Income (Electricity duty Refund)	471.48	0.00
Total	471.48	1983.65



CASH FLOW STATEMENT FOR THE YEAR ENDED 31 ST MARCH, 2025

(Rs. in Lakh)

	PARTICULARS	YEAR ENDED 31.03.2025	YEAR ENDED 31.03.2024
A.	CASH FLOW FROM OPERATING ACTIVITIES		
	Profit Before Taxation and Extra Ordinary Items	923.95	377.06
	Adjustments for :		
	Depreciation	956.90	874.29
	(Profit)/ Loss on Sale of Assets	-	(1.30)
	Insurance Claim Received	(123.75)	-
	Interest Paid	544.64	1,168.65
	Bad Debts Recovered	-	-
	Misc. Balance written back	(33.30)	(233.24)
	Dividend income	(1.87)	(0.94)
	Miscellaneous Income	-	(36.00)
	Interest income	(68.36)	(25.13)
	Operating profit before working capital changes:	2,198.21	2,123.39
	Adjustments for:		
	Increase in Trade receivables	(850.99)	(817.52)
	(Increase)/Decrease in inventories	(2,049.70)	548.17
	(Increase)/Decrease in Loans & Advances and other assets	(281.85)	(249.89)
	Increase in Current Liabilities and Other Long Term Liabilities	(593.61)	(1,165.86)
	Extra Ordinary Items / Bad Debts	471.48	1,983.65
	Cash Generated from Operation	(1,106.46)	2,421.94
	Less: Income Tax paid (net)	-	7.30
	Net cash from operating activities:	(1,106.46)	2,414.64
B.	CASH FLOW FROM INVESTMENT ACTIVITIES		
	Purchase of Fixed Assets	(2,260.37)	(1,318.18)
	Change in Capital Work in Progress	(626.72)	-
	Dividend income	1.87	0.94
	(Profit)/ Loss on Sale of Assets / Investments	-	1.30
	Assets discarded	-	4.90
	Misc. Balance written back	33.30	233.24
	Insurance Claim	123.75	-
	Bad Debts Recovered/ Misc Income	-	-
	Commission Received	-	36.00
	Interest income	68.36	25.13
	Net cash used in investing activities :	(2,659.81)	(1,016.67)
C.	CASH FLOW FROM FINANCING ACTIVITIES		
	Proceeds from Share Capital	(0.00)	11,068.62
	Increase in General Reserves on account of Waiver of Long Term Borrowings	-	1,275.68
	Receipt/ Waiver Short Term Borrowings	506.00	(6,323.34)
	Increase/(Decrease) in Long Term Borrowing	7.53	(4,710.00)
	Increase/(Decrease) in Short Term Borrowing	3,417.31	(1,357.07)
	Increase/(Decrease) in Dealers Security	-	245.16
	Increase/(Decrease) in Unsecured loans	(140.79)	100.00
	Interest Paid (including borrowing costs capitalised)	(544.64)	(1,168.65)
	Net cash used in Financing activities :	3,245.41	(869.61)
	Net increase/(Decrease) in cash and cash equivalents	(520.86)	528.34
	Opening cash and cash equivalents	650.28	121.94
	Closing cash and cash equivalents	129.42	650.28

As per our Report of even date
For M. Lal & CO.
Chartered Accountants
Firm Registration No - 016069C

Sd/-
Abhishek Verma
Director
DIN:08104325

Sd/-
Mahesh Pareek
Managing Director
DIN:00174146

Sd/-
M.L.Agrawal
(Proprietor)
M. No. 011148
UDIN: 25011148BMIXTC9932

Sd/-
Shobhita Singh
Company Secretary
PLACE : NEW DELHI
DATED : 30.05.2025

Sd/-
Rajeev Kumar
CFO



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2025

1. COMPANY INFORMATION

Rathi Steel And Power Limited (the Company) is a public limited company incorporated in 1971 and engaged in the business of Steel and Steel related products.

2. SIGNIFICANT ACCOUNTING POLICIES

a) Basis of Preparation of Financial Statements:

The financial statements of the company have been prepared in accordance with the Indian Accounting standards (Ind AS) notified under the companies (Accounting Standards) Rules 2015 and Companies (Accounting Standards) Rules 2016, the provisions of Companies Act, 2013, and guidelines issued by the securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The financial statements are presented in Indian Rupees (INR) Amount.

All amounts disclosed in the financial statements have been rounded off to the nearest rupees as required, unless otherwise stated.

b) Use of Estimates:

The preparation of the financial statements is in conformity with Ind AS requires Management to make estimates, judgments and assumptions. The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenues and expenses during reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

c) Critical accounting judgments, assumptions and key sources of estimation and uncertainty

The preparation of the financial statements in conformity with the measurement principle of Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Differences between the actual results and estimates are recognized in the year in which the results are known / materialized and, if material, their effects are disclosed in the notes to the financial statements.

In particular, following are the significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognized in standalone financial statements:

Assessment of useful life of property, plant and equipment and intangible asset-refer note **no j** below.

Significant judgment is required in determination of taxability of certain income and deductibility of certain expenses during the estimation of the provision for income taxes.

Claims are accounted for on determination of certainty of realization thereof.

Impairment allowances for on trade receivables: The Company evaluates whether there is any objective evidence that trade receivables are impaired and determines the amount of impairment allowance as a result of the inability of the customers to make required payments. The Company bases the estimates on the ageing of the trade receivables balance, credit-worthiness of the trade receivables and historical write-off experience.

Provisions and Contingencies

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change. Management judgment is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations/ against the Company as it is not possible to predict the outcome of pending matters with



accuracy. The carrying amounts of provisions and liabilities and estimation for contingencies are reviewed regularly and revised to take account of changing facts and circumstances.

d) Current v/s non-current classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in the normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in the normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

The Company has deemed its operating cycle as twelve months for the purpose of current / noncurrent classification.

e) Revenue Recognition

Revenue is measured at the fair value of consideration received or receivable.

The Company recognizes revenue from sale of goods when it satisfies a performance obligation in accordance with the provisions of contract with the customer. This is achieved when it no longer retains control over the goods sold, the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the Company and the costs incurred or to be incurred in respect of the transaction can be measured reliably. Sale of goods and services is recognized net of taxes.

The performance obligation in case of sale of goods is satisfied at a point in time i.e., when the material is shipped to the customer or on delivery to the customer, as may be specified in the contract.

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time proportion basis, by reference to the principal outstanding and the effective interest rate ('EIR') applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to that asset's net carrying amount on initial recognition.

Dividend income is accounted for on receipt of payment.

Job work Charges / Conversion charges received are recognized at net of taxes and reported under revenue from Sales / Services.

Insurance Claim, if any, is accrued in the year when the right to receive is established and is recognized to the extent there is no uncertainty about its ultimate collection.

f) Impairment of non-financial assets

At each Balance Sheet date, the Company assesses whether there is an indication that an asset may be impaired and also whether there is an indication of reversal of impairment loss recognized in the previous periods. If any indication exists or when annual impairment testing for an asset is required, the Company determines the recoverable amount and impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount.



An asset's recoverable amount is the higher of an asset or Cash-Generating Unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used

g) Impairment of Financial Assets

In accordance with Ind-AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

h) Inventories:

Inventories are valued at lower of cost and net realizable value. Cost of inventories is determined on weighted average basis and comprises of expenditure incurred in the normal course of business in bringing such inventories to their location and includes, where applicable appropriate overheads.

Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

i) Cash and cash Equivalents

Cash and cash equivalent in the Balance Sheet comprise cash at banks and on hand and short-term deposits, which are subject to insignificant risk of changes in value.

For the purpose of statement of cash flows, cash and cash equivalents consist of cash and short-term deposits as defined above as they are considered as an integral part of the Company's cash management.

Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

j) Property, Plant And Equipment

Leasehold land has been revalued as on 31st March, 1992. All other property, plant and equipment are stated at cost, net of recoverable taxes, trade discounts and rebates less accumulated depreciation and impairment loss, if any.

The cost of tangible assets comprises its purchase price, borrowing cost, Trial run Costs, any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management, initial estimation of any decommissioning obligations and finance cost.

When significant parts of the property, plant and equipment are required to be replaced at intervals, the Company derecognizes the replaced part and recognizes the new part with its own associated useful life and depreciated accordingly.

Stores and spares which meet the definition of property, plant and equipment and satisfy recognition criteria of Ind AS 16 are capitalized as property, plant and equipment.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset is included in the Statement of Profit and Loss when the asset is derecognized.

Capital work-in-progress, if any, includes cost of property, plant and equipment which are not ready for their intended use.



The residual values and useful lives of property, plant and equipment are reviewed at each financial year-end and changes, if any, are accounted prospectively.

Depreciation on the property, plant and equipment is provided over the useful life of assets as specified in Schedule II to the Companies Act, 2013 using straight line method on single shift basis. Property, plant and equipment which are added/dropped of during the year, depreciation is provided on pro rata basis with reference to the month of addition/deletion.

k) Investments

Trade Investments are the investments meant to enhance the company's interest. Investments are classified as current or non-current based on the management's intention at the time of investment. Long-term investments are stated at cost. Provision for diminution in the value of long-term investment is made only if such a decline is permanent in nature.

l) Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged revenue.

m) Current Tax and Deferred Tax:

Current Tax is the amount of tax payable on the taxable income for the year, determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the balance sheet and their corresponding tax bases. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences and unused tax losses being carried forward, to the extent that it is probable that taxable profits will be available in future against which those deductible temporary differences and tax losses can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill. In view of losses incurred in preceding previous years, company has not calculated deferred tax.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

n) Retirement benefits

Actual liability for gratuity is provided in respect of eligible employees. Other employees' benefits are accounted for as per Company's policy.

o) Foreign exchange transactions

Foreign currency transactions are accounted for at the exchange rate prevailing on the date of the transaction. All monetary foreign currency assets and liabilities are converted at the exchange rates prevailing at the reporting date. All exchange differences arising on translation of monetary items are dealt with in the Statement of Profit and Loss.

p) Accounting for Provisions, Contingent Liabilities and Contingent Assets:

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.



A contingent liability is disclosed when:

- (a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company; or
- (b) a present obligation that arises from past events but is not recognized because:
 - (i) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
 - (ii) the amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is disclosed, when there is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

Contingent liabilities and assets are not recognized but are disclosed in notes.

NOTES ON ACCOUNTS:

1. COMMITMENTS:

Estimated amount of Contracts remaining to be executed on capital account-Rs. NIL (Rs. NIL)

2. CONTINGENT LIABILITIES:

A. No provision has been made for:

- a. Outstanding effective Bank Guarantees and Counter Guarantees given by the Company Rs. NIL (PY Rs.40,17,112/-).
- b. Outstanding Letter of Credit Rs. -NIL- (PY Rs. NIL)
- c. VAT / Sales Tax liability for various years in respect of which the Company has filed appeals with higher authority amounts to Rs.5,16,45,541/-. Most of the demands have been stayed by concerned authorities and the Company is confident to get relief. Further, Cases which have been awarded in favor of the Company against which department has filed appeals /revision petition amounts to Rs.10,64,73,573/.
- d. Excise/Service tax cases pending with various statutory authorities being disputed principal amount Rs.7,67,29,699/-. The Company is Confident to get relief and chances of any liability is very remote.
- e. GST cases pending with various statutory authorities being disputed principal amount Rs. 3,40,33,408. In some cases, appeals/writ have been filed and demands are stayed. Company is further evaluating legal options and is confident of getting the demands set aside in such matters.
- f. Civil/Recovery suits and Labour cases pending against the Company not acknowledged as debt –Rs.12,78,48,416/- (Rs.12,48,10,916/-).
- g. As per Sales Agreement between GAIL and Company for Gas, GAIL has been raising demand in relation to annual take or pay deficiency which the Company has disputed on numerous occasions. After representation by the company, a Settlement Advisory Committee (“SAC”) has been appointed under the GAIL Conciliation Rules 2010 with mutual consent of both parties to settle the disputes. Reconciliation proceedings are at final stages of conclusion. The company is quite confident to get the dispute settled, and liability, if any, arises may not have material effect on the financial position of the Company.

B. Income Tax and Sales Tax Assessments:

Company has disputed following orders and filed Appeals before the appropriate appellate authorities. The company is quite confident to get the additions / demands dismissed.

- a) Assessing officer (TDS) has imposed penalty and late fees towards delay in TDS deposited and late fees for issuance of relevant forms during FY 2013-14 and raised demand of Rs.11,84,600/-
- b) Assessing officer passed order u/s 147 r.w.s. 144B of Income Tax Act with addition of Rs.10,20,31,713/ was made in matter relating to AY 2013-14. Further the amount of the addition has been adjusted with carry forwarded losses by the AO.



- c) Assessing officer passed order u/s 143(3) of Income Tax Act with addition of Rs.1,67,86,560/- was made in matter relating to AY 2019-20. Further the amount of the addition has been adjusted with carry forwarded losses by the AO.
- d) Assessing officer passed order u/s 143(3) of Income Tax Act with addition of Rs.45,62,369/- was made in matter relating to AY 2021-22 and raised demand of Rs.14,23,459/-. However, company has filed application for rectification of the order for adjustment of the addition amount with carry forward losses of the company.
- e) Assessing officer passed order u/s 143(3) of Income Tax Act with addition of Rs.7,76,289/- was made in matter relating to AY 2022-23 and raised demand of Rs.2,42,202/-. However, company has filed application for rectification of the order for adjustment of the addition amount with carry forward losses of the company.
- f) Income Tax department has filed appeal with Income Tax Appellate Tribunal for AY 2017-18 in matter of addition Rs.5,78,26,377/- made by AO which were deleted by CIT-Appeal and allowed the Appeal in favor of Company.
- g) Company has disputed these orders and filed Appeals before the appropriate appellate authorities. The company is quite confident to get the additions / demands dismissed. Additional liability, if any, in respect of pending assessments / appeals of Income Tax, compounding application, would be provided for on completion of assessments / disposal of appeals/ applications.
- h) Any additional demand, if any, in view of fines, penalty and interest in respect of others matters above, as would be known only on outcome / conclusion of such matters and have not been considered.

3. SEGMENTAL REPORTING:

The business activity of the company falls within one broad segment viz Steel. Hence the disclosure requirement of Accounting Standard (Ind-AS 108) of "Segment Reporting" issued by the Institute of Chartered Accounts of India is not given.

4. FOREIGN CURRENCY TRANSACTIONS:

Expenditure in Foreign Currency:

- a. Raw material purchase (CIF) Rs.27,99,00,589/ (PY Rs. 58,54,21,625/-)
- b. Capital Goods (CIF) – Rs. 64,76,985/- (PY Rs. NIL)
- c. Stores Purchased (CIF)- Rs. 79,08,506/- (PY Rs.1,10,60,294/-)

Earning in Foreign Currency (FOB):

Finished Goods Sale Rs. NIL (PY Rs. NIL).

Details of Consumption of Imported and Indigenous items

Rs. in lacs

Particulars	Imported				Indigenous			
	2024-25	%	2023-24	%	2024-25	%	2023-24	%
Materials	2799.01	7.03%	5854.22	16.00%	37030.20	92.97%	30723.67	84.00%
Stores and Spares	79.09	2.51%	110.60	4.59%	3072.09	97.49%	2299.17	95.41%

5. PAYMENT TO AUDITORS:

- a. Audit Fee – Rs.4,00,000/- (PY Rs.4,00,000)
- b. Certification Fees – Rs.2,00,000/- (PY Rs. 92,000)

- 6. Sundry debtors, advances, creditors & other liabilities include inter parties transfers and are subject to confirmation and consequent adjustments. In the opinion of the Board of Directors, the current assets and loans & advances except doubtful in nature would realize at least the amount at which these are stated in the Balance Sheet. For doubtful debts, the Board of Directors is very much hopeful for their recovery. Therefore, no provision during the year has been made.



7. Interest / Penalty, if any on delayed payments of statutory dues (Excise, GST, PF/ESI etc.) will be provided for as and when ascertained / determined by the concerned authority.
8. The MSME status of creditors is not in knowledge of the Company as per available records even after adequate efforts.
9. The Company during the period under report adopted direct charging method to manufacture the products from billets in order to save on net energy costs (power & fuel) /yield/ other expenses etc.
10. During the year Company has availed working capital facilities and TL from Kotak Mahindra Bank Ltd to meet its working capital requirements. Further the Company is exploring various other financing options with prospective Lenders to meet additional working capital and long term financial requirements of the company including reduction in costs of borrowings.

11. EARNINGS PER SHARE (EPS):

Basic EPS is calculated by dividing the profit or loss attributable to equity shareholders of the Group by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share are computed by dividing the profit after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on conversion of all dilutive potential equity shares.

Earnings per Share (EPS) – the numerators and denominators used to calculate earnings per share: -

Particulars	Year Ended on 31.03.2025	Year Ended on 31.03.2024
Profit/(Loss) attributable to the Equity Shareholders (Rs.) (A)	139542532	235340323
Profit/(Loss) Cash attributable to the Equity Shareholders (Rs.) (B)	235232038	322768959
Weighted average number of Equity Shares Outstanding during the year (C)	86363004	85063003
Nominal Value of Share (Rs.)	10	10
Earnings Per Share (Rs.) (A)/(C)	1.62	2.77
Earnings Per Share (Cash) (Rs.) (B)/(C)	2.72	3.79

12. RELATED PARTY DISCLOSURE:

In accordance with Accounting Standard (Ind-AS 24) on related party disclosure, where control exists and where key management personnel are able to exercise significant influence and, where transactions have taken place during the year, along with description of relationship identified, are given below:

a) Individuals

Related Party: 1 Smt. Sushila Rathi

b) Key Managerial Personnel

- | | | |
|-----------------------|------------------------|----------------------|
| 1. Shri P.N. Varshney | 2. Smt. Shobhita Singh | 3. Shri Rakesh Kumar |
| 4. Shri Rajeev Kumar | 5. Rajesh Khurana | 6. Abhishek Verma |

c) The following transactions were carried out with related parties in the ordinary course of business:

(Rs.)

Particulars	Key Managerial Personnel	Individuals-Related Party
Remunerations	1406797.00	NIL
Rent Paid for the year	NIL	960000.00

TRADE PAYABLES AGEING SCHEDULE

a. Current Year (FY 2024-25)

(Rs.)

Sr. No	Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years
(i)	MSME	N.A.	N.A.	N.A.	N.A.
(ii)	Others	810323982	11981561	1299725	707426
(iii)	Disputed dues – MSME	N.A.	N.A.	N.A.	N.A.
(iv)	Disputed dues – others	0	0	0	
	Total	810323982	11981561	1299725	707426


b. Previous Year (FY 2023-24)
(Rs.)

Sr. No	Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years
(i)	MSME	N.A.	N.A.	N.A.	N.A.
(ii)	Others	618727429	1233515	214551	486031
(iii)	Disputed dues – MSME	N.A.	N.A.	N.A.	N.A.
(iv)	Disputed dues – others	0	0	0	21580929*
	Total	618727429	1233515	214551	22066960

*out of disputed dues amount of Rs.1,11,94,145 has been settled.

13. TRADE RECEIVABLE AGEING SCHEDULE:
a. Current Year (FY 2024-25)
(Rs.)

Sr. No.	Particulars	Less than 6 Months	6 month to 1 year	1-2 years	2-3 years	More than 3 years
(i)	Undisputed – Considered Goods	247655571	2000	468337	0	0
(ii)	Undisputed – Considered Doubtful	0	37688	28425	0	0
(iii)	Disputed – Considered Good	0	0	0	0	0
(iv)	Disputed – Considered Doubtful *	0	0	0	0	9751973
	Total	247655571	39688	496762	0	9751973

*Trade disputed receivable are shown under other non-current assets. No provision has been made for disputed trade receivable considered doubtful.

b. Previous Year (FY 2023-24)
(Rs.)

Sr. No.	Particulars	Less than 6 Months	6 month to 1 year	1-2 years	2-3 years	More than 3 years
(i)	Undisputed – Considered Goods	146511947	12729043	0	0	0
(ii)	Undisputed – Considered Doubtful	0	0	0	0	3851557
(iii)	Disputed – Considered Goods*	0	0	0	0	10051973
(iv)	Disputed – Considered Doubtful	0	0	0	0	0
	Total	146511947	12729043	0	0	13903530

*Trade disputed receivable are shown under other non-current assets

14. Disclosure on Loans / Advance to Directors / KMP / Related parties : N I L

15. Capital Work-in Progress (CWIP) : 6,26,72,040/-

16. Intangible assets under development : N I L

17. SOLVENCY

	Ratio Analysis in %	2024-25	2023-24	Explanations, if any
a	Current Ratio	0.80	0.97	Increase in current liability
b	Debt-Equity Ratio	0.28	00	Working capital availed from bank
c	Debt Service Coverage Ratio	0.23	0.46	Working capital availed from bank
d	Return on Equity Ratio	0.10	0.19	Increase in Shareholders Nos
e	Inventory Turnover Ratio	11.95	14.58	Better Inventory management
f	Trade Receivables Turnover Ratio	24.52	40.50	Better collection from customers
g	Trade Payables Turnover Ratio	4.85	5.72	Better in payments to vendors
h	Net Capital Turnover Ratio	-20.82	-249.39	Increase in current liabilities
i	Net Profit Ratio	0.03	0.05	Lower price in steel market
j	Return on Capital Employed	0.13	0.28	Lower margin in revenue
k	Return on Investment	98	102	Increase in Market Value

18. Surety given for others, amount not ascertained as company has not maintained any such records.

19. Company have not paid any dividend on non cumulative Preference Shares during the year.



20. Company has purchased second hand vehicles during the year and registration of three vehicles are yet to get transferred in name of the Company however applicable depreciation is charged on the same.
21. The amount of Stores consumed during the financial year includes the value of stores issued for repair and maintenance.
22. Previous year figures have been regrouped or recast wherever necessary.

As per our Report of even date
For M. Lal & Co.
Chartered Accountants
Firm Registration Number: 016069C

Sd/-
Abhishek Verma
Director
DIN-08104325

Sd/-
Mahesh Pareek
Managing Director
DIN-00174146

Sd/-
M.L. Agrawal
Proprietor
M. No. 011148
UDIN: 25011148BMIXTC9932

Sd/-
Shobhita Singh
Company Secretary

Sd/-
Rajeev Kumar
CFO

Place: New Delhi
Dated: 30.05.2025