



RATHI BARS LIMITED

CIN: L74899DL1993PLC054781

Regd. Office: A-24/7, Mohan Co-operative Industrial. Estate, Mathura Road, New Delhi-110044

Ph.:011-42760373, 42730360

Web: www.rathisteels.com E-mail: rathibars@hotmail.com

July 12, 2023

To,
The Listing Manager
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai- 400001

Scrip Code: 532918
Symbol: RATHIBAR

Sub: Revised Submission of 30th Annual Report of Rathi Bars Limited ('the Company')

Dear Madam/Sirs,

We are submitting the revised 30th Annual Report, due to some clerical error in the previous Annual Report submitted.

This is further to our disclosure dated July 11, 2023 wherein Rathi Bars Limited ('Company') had inter alia informed that the 30th Annual General Meeting ('AGM') of the Company will be held on Friday, August 4, 2023.

Please find enclosed herewith the 30th Annual Report of Rathi Bars Limited for the Financial Year 2022-23 along with the Notice of the 30th AGM ('Annual Report'). The Annual Report is available on the website of the Company at [http://erp.tsnet.in:8080/rathisteels/wp-content/uploads/2023/07/RBL Annual-Report 2022-23.pdf](http://erp.tsnet.in:8080/rathisteels/wp-content/uploads/2023/07/RBL%20Annual-Report%2022-23.pdf)

The Annual Report is being sent only through electronic mode, to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent/Depository Participant/ Depositories. This is in compliance with the SEBI Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 and applicable Circulars issued by Ministry of Corporate Affairs in this regard from time to time.

Request you to kindly take the same on record.

For Rathi Bars Limited

ANAMIKA
SHUKLA

Digitally signed by
ANAMIKA SHUKLA
Date: 2023.07.12 15:07:08
+05'30'

Anamika Shukla
Company Secretary and Compliance Officer

RATHI BARS LIMITED

**RATHI BARS LIMITED
(AN ISO 9001-2015 COMPANY)**



**30TH ANNUAL REPORT
2022-2023**

CORPORATE INFORMATION

DIRECTORS	Mr. Anurag Rathi (Managing Director) Mr. Uddhav Rathi (Whole Time Director cum CFO) Mr. Chander Mohan (Non-Executive Director) Mr. Rajendra Prasad (Independent Director) Ms. Sonali V Chitalkar (Independent Director) Ms. Shikha Chakraborty (Independent Director)
COMPANY SECRETARY AND COMPLIANCE OFFICER	Ms. Anamika Shukla
STATUTORY AUDITORS	M/s Sharma Kumar & Associates, (Chartered Accountants) TA-3107, S/F Main Okhla Road, South Delhi, Delhi-110019
INTERNAL AUDITOR	Mr. Jagdish Chugh, (Manager- Accounts)
SECRETARIAL AUDITORS	M/s PWR & Associates (Company Secretaries) C-239, LGF, Defence Colony, New Delhi-110024
COST AUDITOR	M/s Avnesh Jain & Co. (Cost Accountants) 39, Adarsh Basti, Tonk Fatak, Jaipur (Raj)-302015
BANKERS	HDFC Bank Limited Amar Colony, New Delhi-110049
REGISTERED OFFICE	A-24/7, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi-110044 Ph: 011-42760373 E-mail: rathibars@hotmail.com
PLANT LOCATION	SP1, -7, RIICO Industrial Area, Khushkhera, P.O. Tapukara, District Alwar, Rajasthan Phone: 01493-518836
REGISTRAR & SHARE TRANSFER AGENT	M/s MAS Services Limited, T-34, Second Floor, Okhla Industrial Area, Phase II, New Delhi-110020 Phone: 011-2638 7281-83

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NOTICE

Notice is hereby given that the Thirtieth (30th) Annual General Meeting (“AGM”) of the Members of Rathi Bars Limited (“the Company”) will be held on Friday, 04th Day of August 2023 at 10:00 A.M. at A-24/8, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi-110044 to transact the following businesses:

ORDINARY BUSINESS:

1. ADOPTION OF AUDITED STANDALONE FINANCIAL STATEMENTS:

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2023 together with the Reports of the Board of Directors and Auditors thereon.

2. APPOINTMENT OF A DIRECTOR RETIRING BY ROTATION:

To re-appoint Mr. Uddhav Rathi (DIN: 06604905), Whole-time Director as Director, who retires by rotation, and being eligible, offers himself for reappointment.

3. APPOINTMENT OF THE STATUTORY AUDITORS:

To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s Masar & Co., Chartered Accountants (FRN. 033829N) be and are hereby appointed as the Statutory Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this 30th Annual General Meeting till the conclusion of the 35th Annual General Meeting to be held in the year 2028, to examine and audit the accounts of the Company at such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.”

SPECIAL BUSINESS:

4. APPOINTMENT OF MR. RAJENDRA PRASAD (DIN: 10057339) AS AN INDEPENDENT DIRECTOR:

To Consider, and, if thought fit, to pass with or without modification, the following resolution as a “Special Resolution”:

“**RESOLVED THAT** pursuant to the applicable provisions of Sections 149, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Regulations 16(1)(b), 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded to appoint Mr. Rajendra Prasad (DIN: 10057339) as an Independent Director of the Company to hold office for a term of five consecutive years with effect from May 08, 2022, not liable to retire by rotation.

“RESOLVED FURTHER THAT the Board of Directors of the Company (“Board”) be and is hereby authorised to do all such acts, deeds, matters, and things and to execute all such documents, instruments, and writings as may be necessary, proper or expedient, to give effect to this resolution and the Board may, by a resolution, delegate the aforementioned powers to any committee of Directors, Director(s) or any other officer(s) of the Company on such conditions as the Board may prescribe.”

5. RE-APPOINTMENT OF MS. SHIKHA CHAKRABORTY (DIN: 08253713) AS AN INDEPENDENT DIRECTOR:

To Consider and if thought fit, to pass with or without modification, the following resolution as a special resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee, and that of the Board, Ms. Shikha Chakraborty (DIN: 08253713), who holds office as an independent director up to October 11, 2023, be and is hereby reappointed as an independent director, not liable to retire by rotation, for a second term of 5 (five) years with effect from October 12, 2023 up to October 11, 2028.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (“Board”) be and is hereby authorised to do all such acts, deeds, matters, and things and to execute all such documents, instruments, and writings as may be necessary, proper or expedient, to give effect to this resolution and the Board may, by a resolution, delegate the aforementioned powers to any committee of Directors, Director(s) or any other officer(s) of the Company on such conditions as the Board may prescribe.”

6. MATERIAL-RELATED PARTY TRANSACTIONS WITH RATHI SPECIAL STEELS LIMITED:

To Consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, and provisions of Section 188 and all other applicable provisions, if any of the Companies Act, 2013 (‘Act’), the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Rathi Special Steels Limited accordingly a related party of Rathi Bars Limited, on such terms and conditions as may be agreed between the Company and Rathi Special Steels Limited, for an aggregate value of up to Rs. 150 crores to be entered during FY 2023-24, subject to such contract(s)/arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of the Company and incidental thereto, and to sign and execute all deeds, applications, documents and writing that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.”

7. MATERIAL RELATED PARTY TRANSACTIONS WITH BHIWADI IRON PRIVATE LIMITED:

To Consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, and provisions of Section 188 and all other applicable provisions, if any of the Companies Act, 2013 (‘Act’), the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Bhiwadi Iron Private Limited accordingly a related party of Rathi Bars Limited, on such terms and conditions as may be agreed between the Company and Bhiwadi Iron Private Limited, for an aggregate value of up to 175 crores to be entered during FY 2023-24, subject to such contract(s)/arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of the Company and incidental thereto, and to sign and execute all deeds, applications, documents and writing that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.”

8. RATIFICATION OF REMUNERATION OF COST AUDITORS:

To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Section 148(3) 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), and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 25,000/- (Rupees Twenty-Five Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses payable to Avnesh Jain & Co, Cost Accountants, who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company for the Financial Year ending March 31, 2024.”

By order of the Board of Directors
For **Rathi Bars Limited**

Date: 10.07.2023
Place: New Delhi

Sd/-
Anamika Shukla
(Company Secretary cum Compliance Officer)

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the Company. The proxy, in order to be valid and effective must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. Members are requested to note

that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than 3 (three) days of notice in writing is given to the Company.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board resolution authorizing their representatives to attend and vote on their behalf at the meeting.
4. An Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 relating to special businesses to be transacted at the meeting is annexed hereto.
5. Pursuant to Section 91 of the Act and Regulation 42 of the SEBI Listing Regulations, the Register of Members and the Share Transfer books of the Company will remain closed from July 28, 2023 to August 04, 2023 (both days inclusive) for the purpose of 30th AGM of the Company.
6. The remote e-voting period commences on Sunday, July 30, 2023 (09:00 am) and ends on Thursday, August 03, 2023 (05:00 pm). No e-voting shall be allowed beyond the said date and time. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 28, 2023, may cast their vote by remote e-voting.
7. Members holding shares in physical form are requested to intimate immediately to the Registrar & Share Transfer Agent of the Company, **MAS Services Limited** having its registered office at T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020 Ph: - 011-26387281/82/83 Fax: - 011-26387384 quoting registered Folio No. (a) details of their bank account/change in bank account, if any, and (b) change in their address, if any, with pin code number.
8. In case, shares are in demat form, members are requested to update their bank detail with their depository participant.
9. The Equity Share capital of the Company is held by 8135 Shareholders as on 31.03.2023, out of which 8130 Shareholders holding almost 100.00 % of the capital are in dematerialized form and the balance 5 shareholders holding (11 shares) 0.00% of the capital are in physical form. **The shareholders having shares in physical form are advised to dematerialize the shares at the earliest.**
10. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/ their death. Shareholders desirous of availing this facility may submit the requisite nomination form SH-13 duly filed in to the RTA of the Company.
11. Any member requiring further information on the audited financial statements for the year ended 31st March, 2023, is requested to send the queries in writing to Company Secretary/CFO, at least one week before the meeting.
12. Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking appointment/ re-appointment at the AGM, the relevant information's are furnished as **Annexure A** to the Notice. The Directors have

furnished consent/ declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules there under.

13. Members may also note that the 30th Annual Report for the Financial Year 2022-23 is available on the Company's website, <http://rathisteels.com/>.
14. M/s PWR Associates, Company Secretaries, has been appointed as the scrutinizer for the conduct of the e-voting process in a fair and transparent manner.
15. The Scrutinizer shall, after the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
16. The E-voting process is given on the back of the form for e-voting passwords attached separately along with the Annual Report.
17. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on cut-off date i.e. July 28, 2023.
18. The results including the e-voting results shall be declared at the registered office of the Company within 48 hours of the conclusion of the AGM by the Chairman of the meeting and shall be placed on the Company's website <http://rathisteels.com/>
19. In respect of the matters pertaining to nomination, power of attorney, change in name/address etc., the members are requested to approach the Company's Registrars and Share Transfer Agent, in respect of shares held in physical form and the respective Depository Participants, in case of shares held in electronic form. In all correspondence with the Company/Registrar and Share Transfer Agent, members are requested to quote their folio numbers or DP ID and Client ID for physical or electronic holdings respectively.
20. The documents referred to in the proposed resolutions are available for inspection at its Registered Office of the Company during normal business hours on any working day except Saturdays, upto the date of the Annual General Meeting.
21. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN to the Company/Registrar.
22. Members who hold shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar, for consolidation into a single folio.
23. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatch of physical copies of the Notice of the 30th AGM and the Annual Report for the year 2022-23 including therein the Audited Financial Statements for financial year ended 31st March 2023, are being sent only by email to the Members. As physical copy of the Annual Report will not be sent by the mode prescribed under the Companies Act, 2013, the same will be available on Company's website <http://rathisteels.com/> and website of the stock exchange i.e BSE Limited.
24. In case you have not registered your email id with depository or RTA you may registered your email id in following manner:

Physical Holding	Send a signed request to Registrar and Transfer Agents of the Company, MAS Services Limited at info@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) for registering email address.
Demat Holding	Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

INSTRUCTIONS FOR E-VOTING

I. Voting through electronic means

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide Members holding shares either in physical form or in dematerialized form the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL). The instructions for e-voting areas under:

The notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the Members. The e-Voting particulars are provided at the bottom of the Attendance Slip for the Annual General Meeting (AGM).

The procedure and instructions for e-voting as given in the Notice of the 30th Annual General Meeting are again reproduced hereunder for easy reference:

I. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):

- a. Open e-mail and open PDF file viz. "RBL-remote e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
- b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
- c. Click on Shareholder-Login.
- d. Enter the user ID and password as initial password noted in step (i) above. Click on Login.
- e. The Password change menu will appear. Change the password with new password of your choice with minimum 8 digits/characters or a combination thereof. Note new password. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
- f. Home page of remote e-voting will open. Click on remote e-voting: Active Voting Cycles.
- g. Select "EVEN" (E-Voting Event Number) of "**Rathi Bars Limited**".
- h. Now you are ready for remote e-voting as 'Cast Vote' page opens.
- i. Cast your vote by selecting appropriate option of your choice and click on "Submit" and also remember to "Confirm" when prompted.
- j. On confirmation, the message "Vote cast successfully" will be displayed.
- k. Once you have voted on the resolution, you will not be allowed to modify your vote.
- l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer via e-mail to pwrasso@gmail.com, with a copy marked to evoting@nsdl.co.in.

- II. In case of Members receiving Physical copy of Notice of 30th Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy)**
- a. Initial password is provided in the box overleaf.
 - b. Please follow all steps from Sl. No. (b) to Sl. No. (I) above, to cast vote.
- III.** In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and remote e-voting user manual for Members available in the 'Downloads' section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- IV.** You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V.** The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of July 28, 2023.
- VI.** Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. July 28, 2023, may also obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA, MAS Services Limited. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll-free no.: 1800-222-990.
- VII.** A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- VIII.** A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- IX.** M/s PWR Associates, Company Secretaries, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- X.** The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XI.** The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor 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 forthwith.
- XII.** The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company <http://rathisteels.com/> and on the website of BSE immediately after the declaration of the result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 4: APPOINTMENT OF MR. RAJENDRA PRASAD (DIN: 10057339) AS AN INDEPENDENT DIRECTOR:

Section 152(1) of the Companies Act, 2013 (“Act”) provides that save as otherwise expressly provided in the Act, every Director shall be appointed by the Company in general meeting.

Pursuant to Section 161(1) of the Act, the Board of Directors (the “Board”), on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Rajendra Prasad (DIN: 10057339) as an Independent Director (as an Additional Director), not liable to retire by rotation, with effect from May 08, 2023, to hold office up to the date of ensuing Annual General Meeting (“AGM”).

The Company has received a notice in writing from a Member of the Company, pursuant to Section 160(1) of the Act, signifying its intention to propose the appointment of Mr. Rajendra Prasad, as an Independent Director of the Company, at the ensuing AGM.

The Board has received a declaration from Mr. Rajendra Prasad that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI LODR Regulations”) and is eligible to be appointed as a Director in terms of Section 164 of the Act.

He has also given his consent to act as a Director in compliance with the provisions of Section 152 of the Act. Further, he has also complied with the requirements of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014 for inclusion of his name in the data bank of independent directors maintained with the Indian Institute of Corporate Affairs (IICA).

A detailed profile of Mr. Rajendra Prasad as required under Regulation 36(3) of the SEBI LODR Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India is attached as an **Annexure-B** to this Notice.

Pursuant to Regulation 25(2A) of the SEBI LODR Regulations, as amended, the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to approval of the shareholders by way of a Special Resolution.

It is proposed to appoint Mr. Rajendra Prasad as an Independent Director of the Company, to hold office for an initial period of five (5) consecutive years, with effect from May 08, 2023 till May 07, 2028, not liable to retire by rotation, in compliance with the provisions of Section 149, 152, 160 and Schedule IV of the Act, read with Regulations 16(1)(b) and 25(2A) of the SEBI LODR Regulations, by passing a Special Resolution.

In the opinion of the Board, Mr. Rajendra Prasad is independent of the Management and possess relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI (LODR) Regulations, 2015 for appointment as an Independent Director.

The terms and conditions of appointment of Mr. Prasad as an Independent Director shall be open for inspection at the Registered Office of the Company during normal business hours on any working day except Saturdays, upto the date of the Annual General Meeting.

Save and except Mr. Rajendra Prasad and his relatives, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the resolution set out as Item no. 4 of the Notice for approval by the Members of the Company as a Special Resolution.

ITEM NO. 5: RE-APPOINTMENT OF MS. SHIKHA CHAKRABORTY (DIN: 08253713) AS AN INDEPENDENT DIRECTOR:

Shikha Chakraborty was appointed as an independent director of the Company pursuant to Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Appointment Rules") by the Board, effective October 12, 2018, to hold office up to October 11, 2023. The members at the AGM held on September 30, 2019 had approved the same. She is due for retirement from the first term as an independent director on October 11, 2023. The Nomination and Remuneration Committee (NRC), after taking into account the performance evaluation of Ms. Shikha Chakraborty during his first term of 5 (Five) years and considering her knowledge, acumen, expertise, experience, and substantial contribution and time commitment, has recommended to the Board her reappointment for a second term of 5 (five) years. In view of the above, the NRC and the Board are of the view that Ms. Shikha Chakraborty possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to reappoint her as an independent director. A detailed profile of Ms. Shikha Chakraborty as required under Regulation 36(3) of the SEBI LODR Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India is attached as an **Annexure-C** to this Notice.

Based on the recommendation of the NRC, the Board, recommended the reappointment of Ms. Shikha Chakraborty as an independent director, not liable to retire by rotation, for a second term of 5 (five) years effective October 12, 2023, to October 11, 2028 (both days inclusive).

As per Section 149 of the Act, an independent director may hold office for two terms up to 5 (five) consecutive years each.

Ms. Shikha Chakraborty fulfills the requirements of an independent director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the LODR Regulations.

The Company has received notice in writing pursuant to Section 160 of the Act, from a member proposing the reappointment of Ms. Shikha Chakraborty for the office of independent director under the provisions of Section 149 of the Act. The Company has received all statutory disclosures/declarations including

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Appointment Rules,
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and
- (iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

In the opinion of the Board and based on its evaluation, Ms. Shikha Chakraborty fulfills the conditions specified in the Act, and Rules made thereunder and LODR Regulations for her reappointment as an independent director of the Company and she is independent of the Management of the Company.

A copy of the draft letter for the reappointment of Ms. Shikha Chakraborty as an Independent Director setting out the terms and conditions is available for electronic inspection by the members during normal business hours on working days up to August 04, 2023.

The Board considers that the continued association of Ms. Shikha Chakraborty would be of immense benefit to the Company and is desirable to continue to avail her services as an independent director.

The resolution seeks the approval of members for the reappointment of Ms. Shikha Chakraborty as an independent director of the Company, for a second term of 5 (five) years effective October 12, 2023 to October 11, 2028 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

No director, KMP or their relatives except Ms. Shikha Chakraborty, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 5.

The Board recommends the special resolution as set out in Item no. 5 of this notice for the approval of members.

ITEM NO 6: MATERIAL RELATED PARTY TRANSACTIONS WITH RATHI SPECIAL STEELS LIMITED

The Company is carrying business transactions with Rathi Special Steels Limited (a related party) for the sale/purchase of steel products. Pursuant to Section 188 (1) of the Companies Act, 2013, the Company can enter into business transactions at arm’s length with related party only with the approval of shareholders accorded by way of a special resolution and therefore, the Board hereby proposes and recommends the business transactions to the extent of Rs. 150 Crores (Rupees One Hundred Fifty Crore) per annum, to the shareholders for their approval in the forthcoming AGM. The resolution at Item No. 6 is recommended for approval by the Members.

Management of both the companies is common and managed by family members except the independent directors and they are concerned or interested in the Resolution only to the extent of their shareholding.

Details of the proposed transactions between RBL and RSSL, being related parties are as follows:

Information pursuant to SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021

S. No.	Description	Details
1	Name of the Related Party	Rathi Special Steels Limited
2	Nature of relationship	Common Management
3	Nature, material terms, monetary value and particulars of contracts or arrangement	sale/purchase of steel products
4	Tenure of the proposed transaction	1 Year, i.e; 2023-24
5	Value of the proposed transaction	Rs. 150 Crores
6	Any advance paid or received for the contract or arrangement, if any	None
7	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	All the related party transactions are carried at arm’s length price. Therefore, no separate/external valuation is carried out. Comparatives can be made available as and when required.
8	Percentage of the Company’s annual consolidated turnover for the immediately preceding Financial Year 2022-23, that is represented by the value of the proposed RPT	31.09%

9	Justification for why the proposed transaction is in the interest of the listed entity	will help the Company achieve synergies and economies of scale and will be in the best interest of the members
10	If the transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
11	Company's Audit and Risk Management Committee approval	The proposed transactions have been unanimously approved and recommended by the Audit Committee of Rathi Bars Limited which comprises of Independent Directors.
12	Counter party's Board and Audit Committee approval	These proposed transactions have also been approved by the Board and Audit Committee of Rathi Special Steels Limited.

ITEM NO 7: MATERIAL RELATED PARTY TRANSACTIONS WITH BHIWADI IRON PRIVATE LIMITED

The Company is carrying business transactions with Bhiwadi Iron Private Limited (a related party) for the sale/purchase of steel products. Pursuant to Section 188 (1) of the Companies Act, 2013, the Company can enter into business transactions with related party only with the approval of shareholders accorded by way of a special resolution and therefore, the Board hereby proposes and recommends the business transaction to the extent of Rs.175 Crore (Rupees One Hundred Seventy-Five Crore) per annum, to the shareholders for their approval in the forthcoming AGM.

The resolution at Item No. 7 is recommended for approval by the Members.

Management of both the companies is common and managed by family members except the independent directors and they are concerned or interested in the Resolution only to the extent of their shareholding.

Details of the proposed transactions between RBL and Bhiwadi Iron Private Limited, being related parties of the Company are as follows:

Information pursuant to SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021

S. No.	Description	Details
1	Name of the Related Party	Bhiwadi Iron Private Limited
2	Nature of relationship	Common Management
3	Nature, material terms, monetary value and particulars of contracts or arrangement	sale/purchase of steel products
4	Tenure of the proposed transaction	1 Year, i.e; 2023-24
5	Value of the proposed transaction	Rs. 175 Crores
6	Any advance paid or received for the contract or arrangement, if any	None
7	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	All the related party transactions are carried at arm's length price. Therefore, no separate/external valuation is carried out. Comparatives can be made available as and when required.

8	Percentage of the Company's annual consolidated turnover for the immediately preceding Financial Year 2022-23, which is represented by the value of the proposed RPT	36.28%
9	Justification for why the proposed transaction is in the interest of the listed entity	will help the Company achieve synergies and economies of scale and will be in the best interest of the members
10	If the transactions relate to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
11	Company's Audit and Risk Management Committee approval	The proposed transactions have been unanimously approved and recommended by the Audit Committee of Rathi Bars Limited which comprises of Independent Directors.
12	Counter party's Board and Audit Committee approval	These proposed transactions have also been approved by the Board.

ITEM NO. 8: RATIFICATION OF COST AUDITOR'S REMUNERATION:

In accordance with the provisions of Section 148 of the Act read with Rule 14 the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the members of the Company at the General Meeting.

The Board of your Company has, on the recommendation of the Audit Committee, approved the appointment of M/s Avnesh Jain & Co., as the Cost Auditors of the Company to conduct Cost Audit as may be ordered by the Central Government under the Act and the Rules there under for the year ending 31st March, 2024, at a remuneration of Rs. 25,000/- (Rupees Twenty-Five Thousand Only).

M/s Avnesh Jain & Co. has furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. M/s Avnesh Jain & Co. has vast experience in the field of Cost Audit and has conducted the audit of cost records of the Company for the past several years under the provisions of the erstwhile Companies Act, 2013.

The Board has approved the remuneration of Rs. 25,000/- (Rupees Twenty-Five Thousand) to M/s Avnesh Jain & Co. as the Cost Auditors and the ratification of the shareholders is sought for the same by Ordinary Resolution.

The resolution at Item No. 8 is recommended for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is Concerned or interested in the Resolution.

By order of the Board of Directors
For **Rathi Bars Limited**
SD/-

Date: 10.07.2023
Place: New Delhi

Anamika Shukla
(Company Secretary cum Compliance Officer)

Details of Directors seeking appointment / re-appointment at 30th Annual General Meeting as required under the Companies Act, 2013 and Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name	Mr. Uddhav Rathi
DIN	06604905
Date of Birth	26-10-1991
Date of first appointment/re-appointment	13-02-2014 (appointment) 21.01.2021(re-appointment)
Qualifications, Brief experience	Graduate
Terms and conditions of Appointment	Whole Time Director cum CFO
Directorships held in other public companies (excluding foreign companies and Section 8 Companies)	2 Rathi Special Steels Limited Gordhan Das Rathi Steels Limited
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee).	1 Member of Audit Committee of Rathi Special Steels Limited
Number of meetings of the Board attended during the year	9
Relationship with other directors and key managerial personnel	Mr. Anurag Rathi (Paternal Uncle)
Shareholding in the Company as on 31st March, 2023	8,59,330 Shares (5.26%)
Listed Entities from which resigned as Director in past 3 Years	NIL

Appointment of Mr. Rajendra Prasad (DIN: 10057339), Independent Director

Age	56 Years
Date of first appointment in the current term on the Board	May 08, 2023
Qualification(s)	Graduated
Experience in specific functional area	Mr. Rajendra Prasad has a rich experience of more than 25 years in the field of consultancy in steel and iron industry.
Directorships in other Public Companies (excluding Foreign, Private, and Section 8 Companies)	Nil
Listed entities from which he has resigned/exited in the past three years	Nil
Memberships/ Chairmanships of Committees of the Board:	(i) Nomination and Remuneration Committee (Member)
Memberships/ Chairmanships of Committees of Boards of other public companies (includes only Audit Committee and Stakeholders Relationship Committee):	Nil
Number of shares held in the Company including shareholding as a beneficial owner	Not applicable
Number of meetings of the Board attended during the year	Not applicable
Relationship with other Directors and Key Managerial Personnel of the Company	No
Remuneration drawn during FY 2022-23 (as sitting fees)	Not applicable

Appointment of Ms. Shikha Chakraborty (DIN: 08253713), Independent Director

Age	69 Years
Date of first appointment in the current term on the Board	October 12, 2018
Qualification(s)	Post-Graduate
Experience in specific functional area	Having experience in finance and HR
Directorships in other Public Companies (excluding Foreign, Private and Section 8 Companies)	1 Rathi Special Steels Limited
Listed entities from which he has resigned/exited in the past three years	Nil
Memberships/ Chairmanships of Committees of the Board:	(i) Audit Committee (Member) (ii) Nomination and Remuneration Committee (Chairperson) (iii) Stakeholder Relationship Committee (Chairperson)

Memberships/ Chairmanships of Committees of Boards of other public companies (includes only Audit Committee and Stakeholders Relationship Committee):	(i) Audit Committee (Member) (ii) Nomination and Remuneration Committee (Member)
Number of shares held in the Company including shareholding as a beneficial owner	Not applicable
Number of meetings of the Board attended during the year	9
Relationship with other Directors and Key Managerial Personnel of the Company	No
Remuneration drawn during FY 2022-23 (as sitting fees)	NIL

BOARD'S REPORT

To
The Members of
Rathi Bars Limited,

Your directors present the Thirtieth (30th) Annual Report on the business and operations of the Company along with the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023.

FINANCIAL RESULTS:

The Company's financial performance for the year ended 31st March, 2023 is summarized below:

Particulars	(Rs. In Lakhs)	
	F.Y. 2022-2023	F.Y. 2021-2022
Gross Revenue	48,263.78	49,392.66
Profit Before Interest, Depreciation and Tax	1,524.65	1,334.00
Less: Interest	538.80	431.49
Less: Depreciation	654.31	585.05
Profit Before Tax	331.54	317.46
Less: Provision for Tax	73.15	32.11
Profit after Tax	258.39	285.35
Balance of Profit brought forward	5,358.47	5,073.90
Balance available for appropriation	5,616.86	5,358.47

RESULTS OF OPERATIONS:

During the year, the Company reported revenue from operations of Rs. 482.36 crores as compared to Rs. 493.84 crores in the previous year. There is a slight decline in the overall turnover of the Company in comparison to previous year whereas EBT during the year reported Rs. 3.31 crores as compared to Rs. 3.17 crores in the previous year based on the strategic planning of the management of the Company.

OPERATIONAL REVIEW:

During the year, your Company had produced 73,130.909 MT Steel Bars (Including trading purchase 20,496.190 MT) and 8,798.740 MT Ingots/Billets (Including trading purchase 8,798.740 MT) as against production of 87,042.302 MT Steel Bars (including trading purchase of 30,494.265 MT) and 7,622.200 MT Ingots/Billets (Including trading purchase 7,622.200 MT) during the corresponding period of last year.

DIVIDEND:

Your directors do not recommend any dividend at this stage as the Company requires ploughing back of the profits to the working capital of the Company and expects better results in the coming years.

SHARE CAPITAL:

The Authorized Capital of the Company is Rs. 18,00,00,000/- (Rupees Eighteen Crores Only) and the Paid-up Capital of the Company is Rs. 16,33,03,570/- (Rupees Sixteen Crores Thirty-Three Lakh Three Thousand Five Hundred Seventy only). There is no change in paid up capital of the Company during the year under review.

MATERIAL CHANGES AND COMMITMENTS BETWEEN THE DATE OF THE BOARD REPORT AND END OF FINANCIAL YEAR:

There have been no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the Report.

CHANGE IN THE NATURE OF BUSINESS:

There is no change in the nature of the business of the Company during the financial year 2022-23.

TRANSFER TO RESERVES:

The Board of Directors has decided to retain the entire amount of profit in the profit and loss account. Accordingly, the Company has not transferred any amount to the 'Reserves' for the year ended March 31, 2023.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

There is no such amount required to be transferred to the Investor Education and Protection Fund in accordance with the provisions of Section 125 of the Companies Act, 2013 and Rules made thereunder.

DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):

- a) The Present Board Constitutes Mr. Anurag Rathi (Managing Director), Mr. Uddhav Rathi (Whole-Time Director cum CFO), Mr. Chander Mohan (Non-Executive Director), Ms. Shikha Chakraborty and Ms. Sonali V Chitalkar (Independent Directors) of the Company.
- b) Pursuant to Section 149 of the Companies Act, 2013, Ms. Sonali V Chitalkar and Ms. Shikha Chakraborty are Independent Directors of the Company.
- c) Mr. Sampat Lal, who was appointed as an Additional Independent Director w.e.f. 02nd June, 2021 and was regularized in the 28th AGM held on 29th September, 2022. Further, Mr. Sampat Lal has resigned from the position of Independent Director due to personal reasons w.e.f. 09.02.2023
- d) Mr. Satinder Singh resigned from the post of Company Secretary cum Compliance Officer of the Company w.e.f. 04th August, 2022
- e) Ms. Divyani Patil was appointed as the Company Secretary cum Compliance officer w.e.f. 13th August, 2022 and resigned from the office of Company Secretary cum Compliance officer w.e.f. 20th October, 2022.
- f) Ms. Anamika Shukla was appointed as the Company Secretary cum Compliance officer w.e.f 27th January, 2023.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

The Company has no Subsidiary, Joint Venture or Associate Company.

BOARD EVALUATION:

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees and individual Directors pursuant to the provisions of the Act and the Corporate

Governance requirements as prescribed by SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of the criteria such as the Board's composition and structure, effectiveness of Board's processes, information and functioning, etc.

The performance of the Committees was evaluated by the Board after seeking inputs from the Committee Members on the basis of the criteria such as the composition of committees, effectiveness of Committee Meetings, etc.

The Board and the Nomination and 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.

DISCLOSURE OF RELATIONSHIPS BETWEEN DIRECTORS INTER-SE:

Mr. Anurag Rathi, and Mr. Uddhav Rathi are related to each other in accordance with Section 2 (77) of the Companies Act, 2013 and Rule 4 of the Companies (Specification of Definitions Details) Rules, 2014 but Mr. Chander Mohan (Non-Executive Director), Ms. Shikha Chakraborty and Ms. Sonali V Chitalkar (Independent Directors) of the Company, are not related to the other Directors of the Company.

NOMINATION & REMUNERATION POLICY:

The Board has, on the recommendation of the Nomination & Remuneration Committee (NRC) framed a policy for the selection and appointment of Directors, Senior Management, and their remuneration. The Remuneration Policy has been disclosed in the Corporate Governance Report.

REMUNERATION OF DIRECTORS/ KEY MANAGERIAL PERSONNEL (KMP)/ SENIOR MANAGEMENT:

The remuneration paid to the Directors, Key Managerial Personnel and Senior Management is in accordance with the Nomination and Remuneration Policy formulated in accordance with Section 178 of the Act and Regulation 19 of the Listing Regulations.

The information required under Section 197 of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors/ employees of the Company is as follows:

S. No.	Name	Designation	Remuneration paid for FY 2022-2023 (in Rs.)	Ratio/ Times per Median of employee remuneration	Percentage Increase/ decrease in the Remuneration
1.	Anurag Rathi	Managing Director	18,80,000.00	7.53	-61.24%
2.	Uddhav Rathi	Whole-time Director	15,00,000.00	6.00	-14.29%
3.	Satinder Singh	Company Secretary	1,20,000.00	-	-
4.	Divyani Patil	Company Secretary	94,387.00	-	-
5.	Anamika Shukla	Company Secretary	1,40,806.00	-	-

Notes:

1. The aforesaid details are calculated on the basis of remuneration for the financial year 2022-23 and include sitting fees paid to Directors during the financial year.
2. The remuneration to Directors is within the overall limits approved by the shareholders of the Company.

NUMBER OF BOARD MEETINGS HELD DURING THE YEAR UNDER REVIEW:

During the Financial Year 2022-2023, the Company held **Nine** Board meetings of the Board of Directors as per Section 173 of the Companies Act, 2013. The provisions of the Companies Act, 2013 were adhered to while considering the time gap between two meetings.

For details of the meetings of the Board, please refer to the Corporate Governance Report, which forms part of this Report.

DECLARATION BY INDEPENDENT DIRECTORS:

Ms. Shikha Chakraborty, Ms. Sonali V Chitalkar are the Independent Directors of the Company. The Company has received necessary declaration from each Independent Director under Section 149 (7) of the Companies Act, 2013, that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Sampat Lal, who was the independent director of the Company has resigned from the post of Director w.e.f. 09.02.2023 from whom the Company has also received declaration under Section 149 (7) of the Companies Act, 2013, that he meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the first Board Meeting of the Company.

CORPORATE SOCIAL RESPONSIBILITY:

The Companies Act, 2013 introduced the concept of CSR pursuant to Section 135 while the eligibility criteria don't cover your Company.

VIGIL MECHANISM/WHISTLE BLOWER POLICY:

In pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of the Board and its Powers) Rules, 2014 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in order to ensure that the activities of the Director(s) and employee(s) are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior, the Company has adopted a Vigil Mechanism policy. This policy has been prepared for directors and employees to report their genuine concerns in the interest of the Company and its stakeholders.

AUDIT COMMITTEE AND ITS COMPOSITION:

As per Section 177(2) and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the composition of Audit Committee as on 31st March, 2023 is as follows:

NAME	DESIGNATION	CATEGORY
Ms. Sonali V Chitalkar	Chairperson	Independent Director
Ms. Shikha Chakraborty	Member	Independent Director

AUDITORS:

STATUTORY AUDITORS:

Pursuant to Section 139 of the Act and Rules made thereunder, the members of the Company vide their resolution by way of postal ballot including remote e-voting dated 03.02.2023 approved the appointment of M/s Sharma Kumar & Associates, Chartered Accountants, Delhi (FRN.: 030842N), as Statutory Auditors of the Company upto the date of AGM. The tenure of 1 (One) year of M/s Sharma Kumar & Associates as Statutory Auditors concludes at this ensuing AGM.

M/s Sharma Kumar & Associates have shown their unwillingness to continue further with the Company. The audit Committee of the Company has recommended to Board to appoint any other auditor and also recommended the name of M/s Masar & Co. Chartered Accountants (FRN: 033829N). The Board after considering their expertise and qualifications recommends to seek consent of its members at the ensuing AGM on appointment of M/s Masar & Co. Chartered Accountants (FRN: 033829N) as Statutory Auditors for tenure of 5 (five) years, to examine and audit the accounts of the Company during the said period.

The Company has received confirmation from the M/s Masar & Co. Chartered Accountants (FRN: 033829N) to the effect that their appointment if made, will be in accordance with the limits specified under the Act and the firm satisfies the criteria specified in Section 141 of the Act read with Rule 4 of the Companies (Audit and Auditors) Rules, 2014. The Board of Directors of the Company on the recommendation of the Audit Committee has considered the recommendation for appointment of M/s Masar & Co., as the Statutory Auditors of the Company pursuant to Section 139 of the Act for a first term of 5 (five) years to hold office from the conclusion of the ensuing AGM till the conclusion of 35th AGM of the Company to be held in the year 2028, subject to approval by the Members at the ensuing AGM.

STATUTORY AUDITOR'S REPORT:

The Auditor's Report for the financial year 2022-2023 does not contain any qualification, reservation or adverse remark and therefore do not call for any further comments. The Auditors' Report is enclosed with the financial statements in this Annual Report.

SECRETARIAL AUDITORS:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of Listing Regulations, the Company has appointed M/s PWR Associates, Company Secretaries in Practice to undertake the Secretarial Audit of the Company.

SECRETARIAL AUDITOR'S REPORT:

The Secretarial Auditor's Report for financial year 2022-2023 is annexed herewith as **Annexure-1** which is self-explanatory and doesn't require comments of the Directors on the same.

INTERNAL AUDITOR:

Pursuant to the provisions of Section 138 of the Companies Act, 2013, the Company has appointed Mr. Jagdish Chugh, Accounts Manager to undertake the Internal Audit of the Company.

COST AUDITORS:

Pursuant to Section 148(2) of the Companies Act, 2013 read with Rule 14 of the Companies (Cost Records and Audit) Amendment Rules, 2014, the Company is required to get its cost accounting records audited by a Cost Auditor. The Directors, on the recommendation of the Audit Committee, appointed M/s Avnesh Jain & Co. (Cost Accountants) to undertake the Cost Audit of the Company. The remuneration payable to the Cost Auditor is required to be ratified by the shareholders at the ensuing AGM.

REPORTING OF FRAUDS BY AUDITORS:

During the year under review, the Statutory Auditors, Cost Auditors and Secretarial Auditors have not reported any instances of frauds committed in the Company by its Officers or Employees, to the Audit Committee under Section 143(12) of the Act, details of which needs to be mentioned in Director's Report.

ANNUAL RETURN:

Pursuant to the provisions of Section 134(3)(a) and Section 92 of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, Annual Return of the Company as at 31st March, 2023 is uploaded on the website of the Company at http://erp.tsnet.in:8080/rathisteels/wp-content/uploads/2023/07/Form_MGT_7-RBL-22-23.pdf

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

During the year under review, the Company has not advanced any loans or given guarantees or made investments. However, the details of investments already made by the Company are as follow:

S. No.	Name of Party	Particulars of Investments	Nature	Purpose for which it shall be used	Amount (In Rs)
1.	Hindustan Motors Ltd.	Purchase of Shares	Investment	Revenue generation	6,67,110.41
2.	Jai Prakash Associates Ltd	Purchase of Shares	Investment	Revenue generation	12,74,836.89
3.	IDBI Limited	Purchase of Shares	Investment	Revenue generation	1,75,066.21
4.	Reliance Industries Ltd	Purchase of Shares	Investment	Revenue generation	19,62,633.95
5.	Reliance Power Ltd	Purchase of Shares	Investment	Revenue generation	1,65,082.80
6.	Mohan Finance Limited	Purchase of Shares	Investment	Revenue generation	16,779.00
7.	Ushita Trading Limited	Purchase of Shares	Investment	Revenue generation	1,78,965.00
8.	Nagesh Investment Limited	Purchase of Shares	Investment	Revenue generation	1,12,408.00
9.	Limitex Investment Limited	Purchase of Shares	Investment	Revenue generation	43,665.00
10.	Ecowave Infotech Limited	Purchase of Shares	Investment	Revenue generation	13,974.00
11.	Twenty-First Century (I) Ltd	Purchase of Shares	Investment	Revenue generation	39,474.00

12.	Quest Finance Services Limited	Purchase of Shares	Investment	Revenue generation	12,657.00
13.	Jindal Steel & Power Limited	Purchase of Shares	Investment	Revenue generation	6,200.00
14.	Gordhan Das Rathi Steels Limited	Purchase of Shares	Investment	Revenue generation	7,66,289.00
15.	National Saving Certificate (NSCs)	Purchase of securities	Investment	Revenue generation	6,405.00
TOTAL					54,41,547.00

INDUSTRIAL RELATIONS:

During the year, your Company maintained harmonious and cordial industrial relations.

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

During the year under review, there have been no such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Corporation in future.

STATUS OF LISTING:

The Company's shares are listed at Bombay Stock Exchange Ltd. The Company has paid the listing fees to the Stock Exchange, Mumbai for the year 2022-2023.

PUBLIC DEPOSITS:

Your Company has not invited or accepted any deposits from the Public during the year and there were no unpaid and unclaimed deposits as on March 31, 2023. Hence, no information is required to be appended to this Report in terms of Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank of India Directions, 1998).

PARTICULARS OF EMPLOYEES:

None of the Employee was drawing remuneration in excess of the limits laid by the Companies Act, 2013 as specified under Rule 5(2) and Rule 5 (3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The manufacturing unit of the Company has continued their efforts to reduce their average energy consumption year on year basis. Some of the key measures taken by the Company are as follows:

Information as required under Section 134(3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, our Director furnish following information as required.

A) CONSERVATION OF ENERGY:

The Company is using best technology available for conservation of energy and had taken adequate steps to improve the conservation of energy and this is a continuous process and forms an integral part of responsibilities of departmental heads.

Some of the energy conservation steps taken are as follow:

- i) Optimum Capacity utilization.
- ii) Optimization of pump and motor operations through standard operating practices.
- iii) Strict quality checks on inputs thus saving electricity consumption.
- iv) Minimization of handling losses.
- v) Total Energy Consumption and Energy Consumption per unit of production is optimum as per industry standards.

B) During the year under review, the Company has consumed 1119 MT steam coal, 3,59,72,487 units of electricity and 9,000 liters of Diesel.

C) TECHNOLOGY ABSORPTION:

The Company is using technology, which is best available in the Steel Industry (TMT) and always step forward to upgrade the same.

D) FOREIGN EXCHANGE EARNINGS AND OUTGO (IN Rs):

During the year under review:

Foreign Exchange Earned:	NIL
Foreign Exchange Outgo:	NIL

CORPORATE GOVERNANCE:

A report on Corporate Governance, a Certificate from the Statutory Auditors of the Company M/s. Sharma Kumar & Associates, Chartered Accountants, confirming the compliance with the conditions of Corporate Governance, Management Discussion and Analysis Report and Managing Director's Report are made part of the Annual Report.

RELATED PARTY TRANSACTIONS:

Related party transactions that were entered during the financial year were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. However, transactions entered by the Company in the normal course of business are periodically placed before the Audit Committee for its omnibus approval and the particulars of contracts entered during the year are mentioned in Note No. 2(e) of the Financial Statements.

DIRECTOR'S RESPONSIBILITY STATEMENT:

To the best of their knowledge and belief and according to the information and explanations obtained by them, your directors make the following statement in terms of Section 134 (5) of the Companies Act, 2013:

- i) in the preparation of the annual accounts for the Financial Year 2022-2023, the applicable accounting standards have been followed along with proper explanations relating to material departures;
- ii) the Directors had 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 31st March, 2023 and of the Profit & Loss of the Company for that period;

- iii) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) the Directors had prepared the annual accounts on a going concern basis;
- v) the Directors have laid down Internal Financial Controls to be followed in the Company and that such Internal Financial Controls are adequate and were operating effectively;
- vi) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

BUSINESS RISK MANAGEMENT:

In accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board Members were informed about risk assessment and minimization procedures after which the Board formally adopted steps for framing, implementing and monitoring the Risk Management Policy for the Company.

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk-related issues.

In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are: Regulations, competition, Business risk, Technology obsolescence, Investments, retention of talent and expansion of facilities.

Business risk, inter-alia, further includes financial risk, political risk, fidelity risk, legal risk etc.

As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same.

INTERNAL FINANCIAL CONTROL:

The Board has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The Internal Auditor of the Company checks and verifies the internal control and monitors them in accordance with policy adopted by the Company.

DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016, DURING THE YEAR:

During the year under review, there were no application made or proceedings pending in the name of the Company under the Insolvency & Bankruptcy Code, 2016.

DETAILS OF DIFFERENCE BETWEEN THE AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING A LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS:

During the year under review, there has been no one-time settlement of loans taken from Banks and Financial Institutions.

DISCLOSURE ON SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

Pursuant to the legislation 'The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013', the Company has a policy on Prevention of Sexual Harassment at Workplace. During the year under review, no complaint has been received from employees. There was no other case reported during the year under review under the said policy.

APPRECIATION:

The Board of Directors place on record sincere gratitude and appreciation for all the employees at all levels for their hard work, solidarity, cooperation and dedication during the year. The Board conveys its appreciation for its customers, shareholders, suppliers as well as vendors, bankers, business associates, regulatory and government authorities for their continued support.

By order of the Board of Directors
For **Rathi Bars Limited**

Date: 10.07.2023
Place: New Delhi

Sd/-
Anurag Rathi
(Managing Director)
DIN:00063345

Sd/-
Uddhav Rathi
(WTD and CFO)
DIN:06604905

FORM No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2023
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the
Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,
Rathi Bars Limited
A-24/7, Mohan Cooperative Industrial Estate
Mathura Road, New Delhi-110044

CIN: L74899DL1993PLC054781
Authorized Capital: Rs. 18.00 Crore

We have conducted the Secretarial Audit of compliance of applicable statutory provisions and the adherence to good corporate practices by Rathi Bars 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 of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information/representations 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, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes 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, 2023, according to the provisions of:

- (i) The Companies Act, 2013 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 there under to the extent of Foreign Direct Investment 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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the audit period);

- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not applicable to the Company during the audit period);
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the audit period);
 - 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 (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the audit period);
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the audit period);
- (vi) The other laws as applicable specifically on the Company: -
- 1. Air (Prevention and Control of Pollution) Act, 1981 and the rules and standards made there under.
 - 2. Water (Prevention and Control of Pollution) Act, 1974 and Water (Prevention and Control of Pollution) Rules, 1975.
 - 3. Environment Protection Act, 1986 and the rules, notifications issued there under.
 - 4. Factories Act, 1948 and allied State Laws.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India, effective from 01.07.2015
- (ii) The Listing Agreements entered into by the Company with Stock Exchange.

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:

- 1. That the Company has filed the respective forms, returns, documents and resolutions with the Ministry of Corporate Affairs, New Delhi prescribed under the Act and rules made there under.
- 2. That the Board has duly met 9 (Nine) times i.e. on 30.05.2022, 29.07.2022, 13.08.2022, 06.09.2022, 03.11.2022, 14.11.2022, 03.01.2023, 27.01.2023 and 13.02.2023 during the year. Audit Committee also met 6 (Six) times on 30.05.2022, 13.08.2022, 06.09.2022, 03.11.2022, 14.11.2022 and 13.02.2023.; Nomination and Remuneration Committee duly met 2 (Two) times on 13.08.2022, 06.09.2022 and 27.01.2023; Stakeholders Relationship Committee duly met once on 06.09.2022 during the year.
- 3. The Company was not required to deposit the unclaimed amounts pending for more than seven years to the Investor Education and Protection Fund pursuant to Section 125 of the Companies Act, 2013.

4. The Company has Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee as per the provisions of the Companies Act, 2013;
5. Managerial Remuneration has been paid to the Mr. Anurag Rathi (Managing Director) and Mr. Uddhav Rathi (Whole time Director cum CFO), during the year.
6. The Company has entered into business transactions with related parties in the normal course of business at arm's length.
7. That the shares of the Company are in dematerialized form with the depositories and an agreement between the Company and the Depository has been entered initially in the year 2007 and amended/revised from time to time;

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance in requisite time as permitted under the Companies Act, 2013 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 operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has no other specific event required to be reported except above mentioned.

For PWR Associates
Company Secretaries

Sd/-
Devesh Maheshwari
Partner

C. P. No: 26255

UDIN: A070318E000544374

Peer Review No. 2988/2023

Date: 04.07.2023

Place: New Delhi

Note: This report is to be read with our letter of even date which is annexed as "Annexure 1 to the Report" and forms an integral part of this report.

Annexure 1 to the Secretarial Audit Report

To,
The Members
Rathi Bars Limited
New Delhi

Our Secretarial Audit Report of even date, for the financial year 2022-23 is to be read along with this letter.

1. Maintenance of Secretarial record 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 process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process 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. Where ever 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 management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report 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.

For PWR Associates
Company Secretaries

SD/-
Devesh Maheshwari
Partner

C. P. No: 26255

UDIN: A070318E000544374

Peer Review No. 2988/2023

Date: 04.07.2023

Place: New Delhi

MANAGEMENT DISCUSSION AND ANALYSIS

The objective of this report is to convey the Management's perspective on the external environment and steel industry, as well as strategy, operating and financial performance, material developments in human resources and industrial relations, risks and opportunities and internal control systems and their adequacy in the Company during FY2022-23. This should be read in conjunction with the Company's financial statements, the schedules and notes thereto and other information included elsewhere in this Integrated Report and Annual Accounts 2022-23. The Company's financial statements have been prepared in accordance with Indian Accounting Standards ('Ind AS') complying with the requirements of the Companies Act, 2013, as amended and regulations issued by the Securities.

GLOBAL ECONOMY

Global GDP growth is estimated to fall from 3.4% in 2022 to 2.8% in 2023. The continuing Russia-Ukraine war along with central banks hiking rates to tame inflation continues to weigh on economic activity. Growth in 2022 was dampened due to rapid spread of COVID-19 variants in China and the ongoing war in Ukraine. The concerted sanctions on Russia, which supplies around 10% of the world's energy, lead to dampening growth and further straining of supply chain. The war worsens the persistent inflation across developed economies. However, the recent re-opening may lead to faster than expected recovery in 2023.

Growth rate in 2023 in USA is expected to be 1.6%, while the eurozone is expected to remain strained at 0.8%. The energy shock, a result of the war in Ukraine, continues to impact the economic activity in Europe. China's economy is set to rebound to 5.2% as mobility and industrial activity pick up after lifting of pandemic restrictions. The contraction in real estate remains a major headwind. Long-term headwinds to growth include a shrinking population and slowing productivity growth.

INDIAN ECONOMY

GDP growth rate in 2023 is expected to be 5.9%, lower than the 2022 growth of 6.8% due to subdued external demand and tightening monetary policy. However, India will remain the fastest growing major economy.

Brent oil prices are expected to remain rangebound in 2023, given the continuing war in Ukraine and sanctions imposed in response by the USA and European Union. India meets nearly 80% of its oil needs through imports. High oil prices will also have a trickledown effect on the prices paid by consumers for goods and services. Persistent inflation resulted in RBI to increase the repo rate by 250 basis points throughout FY2022-23. Further rate hikes are expected in the coming year, despite no rate hike in the April Monetary Policy Committee meeting.

Capital investment of close to 3.3% of GDP is expected to crowd-in private investment, strengthen job creation and demand, and raise India's overall growth potential. Focus is expected in the energy sector, with significant capital investments towards energy transition and green hydrogen mission.

Overall, the key steel consuming sectors are expected to perform well in FY2023-24 supported by a rise in infrastructure spend by the Government and gradually improving semiconductor supply. High CAPEX allocation in key steel consuming sectors such as railways, national highways and housing is expected to drive steel consumption.

OPERATIVE VIEW

The operating and financial review is intended to convey the Management's perspective on the financial and operating performance of the Company at the end of Financial Year 2023-24. This

report should be read in conjunction with the Company's financial statements, the schedules and notes thereto and the other information included elsewhere in the Integrated Report. The Company's financial statements have been prepared in compliance with the requirements of the Companies Act, 2013, Indian Accounting Standards and the guidelines issued by the Securities and Exchange Board of India (SEBI).

This report is an integral part of the Directors' Report. Aspects on industry structure and developments, opportunities and threats, outlook, risks and concerns, internal control systems and their adequacy, material developments in human resources and industrial relations have been covered in the Directors' Report.

STEEL INDUSTRY

The recovery momentum of global economy after the pandemic has been affected by persisting inflation, US monetary tightening, China's economic deceleration and continued supply disruptions due to Russia-Ukraine war. High energy prices, rising interest rates, and falling confidence have limited recovery of the steel demand after a dip in 2022. However, positive factors like China's re-opening, Europe's resilience during the energy crisis and preliminary easing in supply chain bottleneck will lead to a Y-o-Y rise in global steel demand by 2.3% (~1,822 MnT) in 2023.

The Chinese steel demand is expected to grow by ~2% in 2023 after 3.5% decline in 2022. The growth may be attributed to base effect and slight uptick in real estate after decline in 2022 due COVID-19 lockdowns, slump in the property market and continued focus on sustainability. The European steel demand is expected to fall further by 0.4% in 2023 after ~8% decline in 2022. Demand in the USA is expected to grow moderately by ~1% in 2023 backed by relief in infrastructure segment with 2021 Infrastructure Law and Inflation Reduction Act.

The year witnessed very high volatility in raw material, especially coking coal on account of the on-going geopolitical concerns and supply chain bottlenecks impacting steel price across geographies.

India remains the 'bright spot' for global steel demand. After growth of 8.2% in 2022, demand is expected to show healthy growth of 7.3% in 2023 backed by consumption led demand. Having managed inflation well, the Indian economy is on a healthy growth track, with a rising share of investment in GDP, appropriate budget allocations and expenditure by the Government in the infrastructure segment. India also faced supply disruptions due to raw material constraints and volatility of prices.

OUTLOOK

We had a strong operational and financial performance in FY 2022-23 amidst the challenges faced due to the pandemic. We continue to focus on controllable factors such as resetting cost base through diverse cost optimization initiatives, disciplined capital investments, working capital initiatives, marketing initiatives and volume with strong control measures to ensure safe operations across businesses within framed government and corporate guidelines amidst the pandemic.

STATUTORY COMPLIANCE

The Managing Director and the Whole Time Director cum CFO (Finance & Corporate) make a declaration at Board Meeting when quarterly/half yearly/yearly financial results are approved, regarding compliance with provisions of various statutes after obtaining confirmation from respective departments of the Company. The Company Secretary ensures compliance with all corporate laws and listing rules applicable to the Company.

RISK MANAGEMENT

Risk management is embedded in the Company's framework. The management believes that managing risk helps in maximizing return. The Company recognizes the emerging risks that need to be maintained and mitigated in order to protect the interest of stakeholders and ensure sustainable growth. Management policies, processes, inbuilt controls, market research and MIS are duly carried to ensure effective risk management.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Internal Audit plays a key role in providing an assurance to the Board of Directors with respect to the Company having adequate Internal Financial Control Systems. The Internal Financial Control Systems provide, among other things, reasonable assurance of recording the transactions of its operations in all material respects and of providing protection against significant misuse or loss of Company's assets. Details about the adequacy of Internal Financial Controls are provided in the Management Discussion and Analysis Report.

OPERATIONAL PERFORMANCE

During the year under review, the Company recorded a profit after tax of Rs. 258.39 Lakhs (previous year: Rs. 285.36 Lakhs). The basic and diluted earnings per share for the Financial Year 2022-23 were at 1.58 per share (previous year: basic and diluted earnings per share at 1.75 per share).

The turnover and profit/(loss) figures of Rathi Bars Limited are given below:

Particular	(In Lakhs)	
	22-23	21-22
Turnover	48,235.65	49,384.14
EBITDA	1524.75	1334.00
Profit before tax (PBT)	331.54	317.46
Profit after tax (PAT)	258.39	285.35

HUMAN RESOURCE MANAGEMENT

The Company has established a robust Human Resources ('HR') system that nurtures a conducive and productive work culture. Improving employee productivity is of utmost importance to the organization.

DIGITAL TRANSFORMATION

Digitalization has been one of the most focused areas for the Management. The Company has pursued digital transformation to optimize its functional and operational efficiency. It has emphasized on building and strengthening its Information and Communication Technology ('ICT') capabilities over the past few years. With a fully integrated IT enterprise system in place, the Company seamlessly caters to all its business functions. It further endeavors to adopt cutting-edge technology solutions to improve its decision-making efficiency and accuracy.

CORPORATE SUSTAINABILITY

Sustainability has always been the cornerstone of the Company's business strategy. The Company is achieving environment sustainability by:

- Undertaking water replenishment projects in the community surrounding our factories
- Reducing non-process water consumption by focusing on reduction in freshwater usage as well as collection of rainwater to use in the manufacturing process after purification

- Reducing energy consumption in operations, while improving efficiency and quality in production
- Increasing the contribution of renewable sources thus demonstrating the commitment of sourcing clean energy
- Minimizing solid and liquid waste in our processes

CORPORATE GOVERNANCE REPORT

[Pursuant to provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

The Company is committed to the highest standards of corporate governance while maintaining its rapid growth and performance excellence. Being a listed Company on the stock exchanges, we must keep setting global benchmarks of all-round excellence in its sustainability performance. The strong financial footing on which the Company stands today is largely built on the system orientation ingrained in our departments and business units.

We strongly believe that efficient governance at all levels is necessary to drive change, towards a more resilient and responsible future. In order to continue to sustain as a progressive Company balancing financial return to investors with unwavering focus on being socially responsible, there is a need to constantly reinvent and upgrade our governance models in synchronization with the demands of the contemporary times.

Effective corporate governance is a continuous process of prioritization and improvement, and we must adapt our processes and activities to be relevant to the evolving external and internal landscapes.

The Directors of the Company are pleased to present the Corporate Governance Report for the Financial Year 2022-23. The Shareholders and Investors of the Company will find the information informative and useful.

Company's policies on the Corporate Governance and due Compliance Report on specific areas wherever applicable for the year ended 31st March, 2023 are given hereunder divided into the following areas:

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE: -

The fundamental principle of Corporate Governance is achieving sustained growth ethically and in the best interest of all stakeholders. The Company continuously strives for improving performance. The Company's philosophy on Corporate Governance oversees business strategies and ensures accountability, integrity, ethical corporate behavior and fairness to all its stakeholders comprising regulators, employees, customers, vendors, investors and society at large. The Company has adopted a Code of Conduct for its employees including the Managing Director, Executive Directors and its Non-Executive Directors which includes Code of Conduct for Independent Directors which suitably incorporates the duties of independent directors as laid down in the Companies Act, 2013.

The Company has adhered to the requirements stipulated under Regulations 17 to 27 read with Para C and D of Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as applicable [including relaxations granted by the Securities and Exchange Board of India ('SEBI') in the wake of Covid-19], with regard to Corporate Governance and the same is disclosed in this Report.

BOARD OF DIRECTORS: -**A. Composition and Size of the Board**

The Board of Directors of the Company is the highest governance authority within the management structure of the Company. The Composition of the Board is in conformity with Regulation 17(1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Section 149 of the Companies Act, 2013.

The composition of the Board of Directors as at 31st March 2023 is as follows:

Name	Designation	Executive / Non-executive / Independent
Mr. Anurag Rathi	Managing Director	Executive
Mr. Uddhav Rathi	Whole-Time Director cum CFO	Executive
Mr. Chander Mohan	Director	Non-Executive
Ms. Shikha Chakraborty	Director	Independent Director
Ms. Sonali V Chitalkar	Director	Independent Director

B. Board meetings held during the year

The Board meets at least once in a quarter to consider, amongst other business, the quarterly performance of the Company and its financial results. The Board meeting held 9 (Nine) times i.e. on 30.05.2022, 29.07.2022, 13.08.2022, 06.09.2022, 03.11.2022, 14.11.2022, 03.01.2023, 27.01.2023 and 13.02.2023 during the year and the gap between any two consecutive meetings was within the limit prescribed under the Act and SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015. All the relevant information needed for taking decisions by the Board is made available to the Directors at the meetings.

Independent Directors are Non-Executive Directors as defined and moreover, they have confirmed that they meet the criteria as mentioned under the regulations of the SEBI Listing Regulations read with Section 149(6) of the Act. The maximum tenure of independent directors is in compliance with the Act.

The Board and its Committees formulate policy decisions, to lead and control the Company. None of the Director is a member of more than 10 Committees or Chairman of more than of 5 Committees across all Companies in which they are directors. Chairmanship / Membership of Board Committees include only Audit committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

The details are as under:

S. No.	Name of Directors	No. of Board Meeting eligible to attend	No. of Board Meetings attended	Attendance at last AGM	Number of Directorship in Other public companies (*)		Total Number of committee positions held in other public companies as on 31.03.2023		Shareholding (Ordinary shares of Rs. 10/- each) as on 31.03.2023
					Chairman	Member	Chairman	Member	
1.	Mr. Anurag Rathi	9	9	YES	1	2	Nil	Nil	12,16,751 (7.45%)
2.	Mr. Uddhav Rathi	9	9	YES	Nil	2	Nil	2	8,59,330 (5.26%)
3.	Ms. Sonali V Chitalkar	9	9	YES	Nil	Nil	Nil	Nil	Nil
4.	Ms. Shikha Chakraborty	9	9	YES	Nil	Nil	Nil	Nil	Nil
5.	Mr. Chander Mohan	9	9	YES	Nil	Nil	Nil	Nil	Nil

6.	Mr. Sampat Lal	8	8	YES	Nil	Nil	Nil	Nil	Nil
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* Excludes directorship in associates, private, foreign and Section 8 Companies.

C. Information in cases of appointment or re-appointment as required under listing regulations is given as under:

- Mr. Uddhav Rathi retires by rotation and re-appointed as Director of the Company in the ensuing AGM.
- Mr. Sampat Lal resigned as an Independent Director w.e.f. 09th February, 2023.

D. Code of conduct for Board Members and Senior Management

The Board of Directors has laid down the Code of Conduct for all the Board members and members of the Senior Management of the Company. Additionally, all Independent Directors of the Company shall be bound by duties of Independent Directors as set out in the Companies Act, 2013 read with the Schedules and Rules thereunder.

All the Board members and Senior Management personnel have affirmed compliance with the Code of Conduct.

The Code of Conduct is available on the website of the Company.

E. Disclosure of relationship between Directors inter-se:

Mr. Anurag Rathi and Mr. Uddhav Rathi are related to each other being the members of the same family and Ms. Sonali V Chitalkar and Ms. Shikha Chakraborty are Independent Directors and Mr. Chander Mohan (Non-Executive Director) do not relate to other Directors or inter-se.

F. Policy of Familiarization Programme:

According to the requirement under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 policy of familiarization programmes imparted to Independent Directors have been provided on the website <http://rathisteels.com/>.

G. Key Board Members' Qualifications, Expertise, and Attributes:

The Directors are committed to ensuring that the Board is in compliance with the highest standards of Corporate Governance. The following key qualifications, skills and attributes are taken into consideration by the NRC while recommending appointment of Directors to the Board, namely:

Industry knowledge and experience	Experience and knowledge of the functioning, operations, changing trends of the industry.
Technical expertise	Expertise on project handling, market outreach, resource management
Behavioral Competencies	Ability and willingness to work in dynamic environment with integrity and ethical standards.
Management and leadership skills	Competent in maintaining public relations, ability to evaluate opportunities in the line of Company's strategies.
Understanding of financial aspects	Experience in financial management with understanding of funding, capital management and financial reporting processes.

BOARD COMMITTEES**A. AUDIT COMMITTEE:**

The Audit Committee of the Company is constituted as per Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 to review the Internal Audit Systems and it comprises of Independent Directors in compliance of the respective Regulation. Ms. Shikha Chakraborty is the Chairperson of the Committee, Ms. Sonali V Chitalkar is the member of the Committee. Mr. Sampat Lal who was also the member of committee has resigned from the Board of the Company w.e.f. 09.02.2023 Finance Manager/CFO and Statutory Auditors are the invitees to the meeting. The terms of reference of this Committee cover the matters specified for Audit Committees under Regulation 18 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as well as in Section 177 of the Companies Act, 2013. There were **Six** Audit Committee Meetings held during the year.

ATTENDANCE OF EACH DIRECTOR AT THE AUDIT COMMITTEE MEETINGS:

S. No.	Name of the Director	Nature of Directorship	Designation in Committee	Number of Audit Committee meetings held	Number of Audit Committee Meetings attended
1	Ms. Shikha Chakraborty	Independent Director	Chairperson	6	6
2	Ms. Sonali V Chitalkar	Independent Director	Member	6	6

The major tasks performed by the Audit Committee may be grouped under the following heads:

Statutory audit, internal audit, approval of related party transactions, reporting and other aspects;

- i. The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process. The Committee acts as a link between the Management, Auditors and the Board of Directors of the Company and has full access to the financial Information.
- ii. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible and ensuring timely submission to statutory authorities.
- iii. Reviewing the Management Discussion & Analysis of financial and operational performance.
- iv. Reviewing with the management, the quarterly financial statements and annual financial statements and auditor's report thereon before submission to the Board for approval.
- v. Review the adequacy and effectiveness of the Company's system and internal control.
- vi. Evaluation of Internal Financial Controls and Risk Management Systems.
- vii. To review the functioning of the Whistle Blower mechanism.

B. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee ('NRC') of the Company is constituted in accordance with Section 178 of the Companies Act and Regulation 19 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 to give recommendation to the Board regarding appointment/ re-appointment of the Board of Directors and Independent Directors and to evaluate the performance of them and it comprises of Independent Directors and Non- Executive Directors in compliance of the respective Regulation.

The terms of reference of this Committee cover the matters specified for Nomination and Remuneration Committee under Regulation 19 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as well as in Section 178 of the Companies Act, 2013. Three Meetings of the respective committee were held during the year.

The terms of reference of the committee are as follows: -

- i. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to, the remuneration of the Directors, key Managerial Personnel and other employees;
- ii. Formulation of criteria for evaluation of Independent Directors and the Board;
- iii. Devising a policy on Board diversity;
- iv. Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal.
- v. The Remuneration Policy as adopted by the Company envisages payment of remuneration according to qualification, experience and performance at different levels of the organization. The workers at the factory as well as those rendering clerical, administrative and professional services are suitably remunerated according to the industry norms.

The details of the composition of the Nomination and Remuneration Committee are as under:

S. No.	Name of the Director	Nature of Directorship	Designation in Committee	Number of NRC meetings held	No. of NRC meetings attended
1	Ms. Shikha Chakraborty	Independent Director	Chairperson	3	3
2	Ms. Sonali V Chitalkar	Independent Director	Member	3	3
3	Mr. Sampat Lal (Resigned on 09.02.2023)	Independent Director	Member	3	3

FORMULATION OF POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

The Nomination and Remuneration Committee discussed and thereafter decided upon the policy for selection of appointment of directors and their remuneration. The highlights of this policy are as follows:

1. Criteria of selection of Non-Executive Directors

- 1.1. Letter of appointment shall be issued based on the recommendations of the Committee on the basis of the guidelines for the same under the Companies Act, 2013 or the Company Internal policy.
- 1.2. The Committee shall identify and ascertain the integrity, qualification, expertise and experience for appointment to the position of Directors, KMPs & Senior Management.
- 1.3. A potential candidate should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee shall review qualifications, expertise, and experience, as well as the ethical and moral qualities possessed by such person, commensurate to the requirement for the position.
- 1.4. The Committee shall determine the suitability of the appointment of a person to the Board of Directors of the Company by ascertaining the 'fit and proper criteria' of the candidate. The candidate shall, at the time of appointment, as well as at the time of renewal of directorship, fill in such form as approved by the Committee to enable the Committee to determine the 'Fit and Proper Criteria'.
- 1.5. The Company shall not appoint or continue the employment of any person as whole-time director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.
- 1.6. The Committee shall ensure that there is an appropriate induction & training program in place for new directors, members of senior management, and KMP
- 1.7. The Committee shall make recommendations to the Board concerning any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the Company subject to the provision of the law and their service contract.
- 1.8. The Committee shall recommend any necessary changes to the Board.

2. REMUNERATION

- 2.1. In discharging its responsibilities, the committee shall have regard to the following policy objectives: -
 - To ensure the Company's remuneration structures are equitable and aligned with the long-term interests of the Company and its shareholders;
 - To attract and retain competent executives;
 - To plan short and long-term incentives to retain talent;
 - To ensure that any severance benefits are justified.
- 2.2. The remuneration/compensation/commission etc. to the whole-time director, KMP and senior management & other employees will be determined by the Committee and recommended to the Board for approval.
- 2.3. The remuneration to be paid to the Managing Director shall be in accordance with the percentage/slabs/conditions laid down in the Articles of Association of the Company and as per the provisions of the Companies Act, 2013 and the rules made there under.
- 2.4. Increments to the existing remuneration/compensation structure of the Senior Management excluding the Board of Directors comprising of members of Management one level below the Executive Directors, including the Functional Heads will be decided by the Chairman & Managing Director.
- 2.5. Remuneration to Whole-time Director/ Managing Director, KMP, senior management;

2.5.1. FIXED PAY:

The MD and/or Whole Time Director / KMP and senior management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee and the shareholders wherever applicable. The breakup of the pay scale and quantum of perquisites including employer's contribution towards provident fund, pension scheme, medical expenses, club fees and other perquisites shall be decided and approved by the Board on the recommendation of the Committee.

2.5.2. MINIMUM REMUNERATION:

If in any financial year, the Company has no profits or its profits are inadequate, it shall pay remuneration to its MD in accordance with the provisions of Schedule V of the Companies Act, 2013 and if the Company is not able to comply with such provisions, previous approval of the Central Government shall be required to be obtained. However, no remuneration has been paid to the Managerial persons during the year.

2.6. Remuneration to Executive and Non-Executive/ Independent Director: -

2.6.1. REMUNERATION:

Remuneration is paid to the following:

Mr. Anurag Rathi, Managing Director Rs. 18,80,000
Mr. Uddhav Rathi, Whole time Director cum CFO Rs. 15,00,000

2.6.2. SITTING FEES:

No sitting fee is paid to the non-executive and Independent Directors of the Company.

STAKE-HOLDER'S RELATIONSHIP COMMITTEE:

The Stake-Holder's Relationship Committee of the Company is constituted as per Regulation 20 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 to give recommendation to look after the redressal of Shareholders and Investors Grievances and approves transfer/transmission, sub-division and issue of duplicate share certificates etc. The Company's Registrars and Share Transfer Agents handle the investor grievances in consultation with the Compliance Officer of the Company. The Registrars have adequate skilled staff with potential qualifications and advanced computer systems for speedy redressal of the investor grievances. One Meeting of the respective committee were held during the year.

The details of composition of the Committee are as under:

S. No.	Name	Nature of Directorship	Designation in Committee
1.	Ms. Shikha Chakraborty	Independent Director	Chairperson
2.	Ms. Sonali V Chitalkar	Independent Director	Member
3.	Mr. Uddhav Rathi	Whole Time Director	Member

The total process of settlement of a complaint right from its receipt to disposal is fully computerized to ensure timely settlement. It normally takes 10-15 days from the receipt of the complaint for disposal of investor grievance.

The Company has not received any complaints during the year and there is no pending complaint as on date.

INDEPENDENT DIRECTOR'S MEETING:

During the year under review, Independent Director meeting was held on 13.02.2022 wherein, all independent directors attended the meeting.

PERFORMANCE EVALUATION:

Pursuant to the provisions of the Companies Act, 2013, a separate exercise was carried out to evaluate the performance of Individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as Stakeholder Relationship Committee. The Directors expressed their satisfaction with the evaluation process.

RELATED PARTY TRANSACTIONS:

All transactions entered into with Related Parties during the financial year were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company.

Suitable disclosure as required by the Accounting Standards (AS-18) and IND-AS 24 has been made in the Note no. 2(e) of the Financial Statements.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website, <http://rathisteels.com/>.

PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company.

DISCLOSURES:

In accordance with requirement of Companies Act as well as SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, a vigil mechanism has been adopted by the Board of directors and accordingly a whistle blower policy has been formulated with a view to provide a mechanism for employees of the Company to approach Internal Auditor or Chairman of the Audit Committee of the Company to report any grievance. A link to such policy is also provided in the website of the Company.

Compliances, rules & regulations as laid down by various statutory authorities has always been observed by the Company since such change over both in letter as well as in spirit.

The Board has obtained certificates/disclosures from key management personnel confirming, they do not have any material financial and commercial interest in transactions with the Company at large.

COMPLIANCE WITH ACCOUNTING STANDARDS:

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant to Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provision of the Companies Act, 2013 read with General Circular 8/2014 dated April 04, 2014, issued by the Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

The Company has paid a fee of Rs. 1, 40,000 (Rupees One Lakh Forty Thousand Only) to the Statutory Auditor of the Company for all his services including statutory audit.

GENERAL BODY MEETINGS:

The General Meetings of the last three years of the Company have been held as under:

For the Year	Location	Day and Date	Time	No. of Special Resolution passed
2021-22 (AGM)	A-24/8, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi-110044	Thursday, 29 th September, 2022	10:00 A.M.	2
2020-2021 (AGM)	A-24/8, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi-110044	Tuesday, 29 th September, 2021	04:00 P.M.	3
2019-2020 (AGM)	A-24/8, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi-110044	Monday, 29 th September, 2020	10:00 A.M.	2

No Extra Ordinary General Meeting of the shareholders was held during the year.

The Company has passed an ordinary resolution regarding appointment of statutory auditor for the financial year 2022-23 through postal ballot including remote e-voting on 03.02.2023, result of which was declared on 03.02.2023 as well.

MEANS OF COMMUNICATION:

As per the directions given in the circulars issued by Ministry Corporate Affairs (“MCA”) and Securities and Exchange Board of India (“SEBI”) the companies are allowed to send Annual Report by e-mail to all the Members of the Company. Therefore, the Annual Report for FY 2022-23 and Notice of 30th AGM of the Company is being sent to the Members at their registered e-mail addresses in accordance with MCA and SEBI Circulars.

Yearly financial results of the Company are published as per the requirements of Regulation 33 & 47 of the SEBI (LODR) Regulations in leading newspapers i.e., Pioneer (Hindi) and Pioneer (English). The financial results, press releases and other reports/ intimations required under the SEBI (LODR) Regulations are filed electronically BSE Limited (BSE) and also uploaded on the Company’s website. During the year, no presentations were made to analysts/ institutional investors

GENERAL SHAREHOLDERS INFORMATION:

Corporate Identification Number (CIN)	L74899DL1993PLC054781
Registered Office	A-24/7, Mohan Cooperative Industrial Estates, Mathura Road, New Delhi-110044
Annual General Meeting	
Day, Date and Time	: Friday, 04 th August, 2023 at 10:00 A.M.
Venue	: A-24/8, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi-110044
Financial Calendar	
Financial Year	: 01 st April, 2022 to 31 st March, 2023
First Quarter Results	: 13 th August, 2022
Second Quarter Results	: 14 th November, 2022
Third Quarter Results	: 13 th February, 2023
Fourth Quarter Results	: 30 th Day of May, 2023
Annual General Meeting for the year ending March 31, 2022	: 29 th August, 2022
Date of Book Closure	28 th July 2023 to 04 th August 2023 (both days inclusive)
Dividend Payment Date	: NA
Listing on Stock Exchanges	: Bombay Stock Exchange Ltd. Floor 25, P J Towers, Dalal Street, Mumbai-400 001
Scrip Code	: 532918
ISIN for Depositories	: INE575101016

STOCK MARKET DATA:

Market Price Data (monthly) during 2022-23:

Market Price Data**Bombay Stock Exchange**

Month	High (Rs.)	Low (Rs.)	Month	High (Rs.)	Low (Rs.)
April 22	33.00	28.10	Oct. 22	34.45	24.05
May 22	29.95	25.25	Nov. 22	27.75	24.20
June 22	28.75	24.00	Dec. 22	27.25	22.75
July 22	28.50	24.75	Jan. 23	26.30	20.70
Aug. 22	28.00	25.30	Feb. 23	25.20	20.20
Sept. 22	33.75	26.10	Mar. 23	23.61	19.00

SHAREHOLDING	NO. OF SHAREHOLDERS	%AGE	NO. OF SHARES	% AGE TO TOTAL
Upto-5000	6638	81.598	985888	6.037
5001-10000	834	10.252	650525	3.983
10001-20000	398	4.892	574990	3.520
20001-30000	87	1.069	219502	1.344
30001-40000	36	0.442	131915	0.807
40001-50000	34	0.417	156806	0.960
50001-100000	38	0.467	269727	1.651
100001-Above	70	0.860	13341004	81.694
TOTAL	8135	100.00	16330357	100.00

PHYSICAL/NSDL/CDSL -SUMMARY REPORT AS ON 31.03.2023:

PARTICULARS	SHARES	PERCENTAGE (%)
PHYSICAL	11	0.00
NSDL	13339732	81.69
CDSL	2990614	18.31
TOTAL	16330357	100.00

SHAREHOLDING PATTERN AS ON 31.03.2023:

CATEGORY	NO. OF HOLDERS	NO. OF SHARES	PERCENTAGE (%) OF HOLDING
PROMOTER & PROMOTER GROUP	21	10453112	64.01
FINANCIAL INSTITUTION	0	0	0.00
CLEARING MEMBER	6	14111	0.08
NON-RESIDENT INDIAN	59	58231	0.36
BODIES CORPORATE	16	554857	3.40
INDIVIDUALS	8033	5250046	32.15
TOTAL	8135	16330357	100.00

DEMATERIALISATION OF SHARES:

Break up of shares in physical and demat form as on 31st March, 2023 is as follows:

Particulars	No. of Shares	% of Total No. of Shares
Physical Segment	11	0.00
Demat Segment:	16330346	100.00
NSDL- 13339732		-
CDSL- 2990614		-
Total	16330357	100

OUTSTANDING INSTRUMENTS AND THEIR IMPACT ON EQUITY:

There are no outstanding GDRs/ADRs or warrants or any other convertible instrument as on 31.03.2023.

COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES:

The above-mentioned clause is not applicable on the Company.

IN CASE THE SECURITIES OF THE COMPANY ARE SUSPENDED FROM TRADING, THE REASONS THEREOF:

Not Applicable

RELATED PARTY TRANSACTIONS:

All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year were on arm's length basis and do not attract the provisions of section 188 of the Companies Act, 2013. There were no materially significant transactions with Related Parties during the year.

As required under Regulation 23(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated a policy on dealing with Related Party Transactions. The policy is available on the website: <http://rathisteels.com/>

NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE:

There are no instances of non-compliance of any requirement of Corporate Governance Report. The Company has been regularly submitting the quarterly compliance report to the Stock Exchange as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

PLANT LOCATION:

SP1-7, RIICO Industrial Area, Khushkhera (Bhiwadi), P.O. Tapukra-301707, Distt. Alwar, Rajasthan

REGISTER & SHARE TRANSFER AGENT:

MAS Services Limited, T-34, Second Floor, Okhla Industrial Area, Phase II, New Delhi-110020
Ph: 011-26387281-83, Email: sm@masserv.com

VIGIL MECHANISM POLICY:

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior. The Vigil Mechanism Policy adopted by the Company is in line with section 177(9) and (10) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which is a mandatory requirement and has been posed on the Company's website, www.rathisteels.com

UTILIZATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT OR QUALIFIED INSTITUTIONS PLACEMENT AS SPECIFIED UNDER REGULATION 32(7A):

No funds were raised by the Company through Preferential allotment or by way of Qualified Institutions Placement during the financial year, 2022-23.

CREDIT RATINGS:

The list of credit rating(s) obtained by the Company along with revisions thereto for the financial year, 2022-23 is furnished below:

Particular	Rating month	Rating during FY 2022-2023
CRISIL LIMITED	21/06/2023	BBB

GREEN INITIATIVE:

By virtue of MCA Circular Nos. 17/2011 and 18/2011 dated 21st April, 2011 and 29th April, 2011 respectively, read with Rule 11 of the Companies (Accounts) Rules, 2014, service of documents may be made to Members through electronic mode. We, therefore, appeal to the Members to be a part of the said 'Green Initiative' and request the Members to register their name and e-mail id in getting the said documents in electronic mode by sending an email giving their Registered Folio Number and/ or DP Id/Client ID at info@masserv.com.

SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

No. of complaints filed during the financial year: 0

No. of complaints disposed of during the financial year: 0

No. of complaints pending as on 31.03.2023: 0

ADDRESS FOR CORRESPONDENCE:

Shareholders correspondence may be addressed to:

<p>The Registrar & Transfer Agent - MAS Services Limited T-34, Second Floor, Okhla Industrial Area, Phase II New Delhi-110020 Ph:011-26387281-83 Email: sm@masserv.com</p>	<p>The Company - Rathi Bars Limited A-24/7, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi-110044 Ph: 011-42760373 Email: rathibars@hotmail.com</p>
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SHARE TRANSFER SYSTEM:

The Company's shares are in demat mode. The shares received for transfer in physical mode are registered and returned within a period of 15 days from the date of receipt, if the documents are clear in all respect.

CERTIFICATE FROM PRACTICING COMPANY SECRETARIES:

As required under regulation 34(3) and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has obtained certificate from Practicing Company secretary, which forms part of the Annual report.

By order of the Board of Directors
 For **Rathi Bars Limited**

Sd/-

Anurag Rathi
 (Managing Director)
 DIN:00063345

Date: 04.07.2023
 Place: New Delhi

Sd/-

Uddhav Rathi
 (WTD cum CFO)
 DIN:06604905

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
**The Members of
 Rathi Bars Limited**

Sir(s),

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Rathi Bars Limited** ("the Company") having CIN L74899DL1993PLC054781 and having Registered Office situated at A-24/7, Mohan Cooperative Industrial Estate, New Delhi-110044, produced before me 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 Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of my 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 me/us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending 31st March, 2023 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.

Sr. No.	Name of Director	DIN	Date of appointment
1	Mr. Anurag Rathi	00063345	10.08.1993
2	Mr. Uddhav Rathi	06604905	13.02.2014
3	Mr. Chander Mohan	08679269	30.01.2020
4	Ms. Sonali V Chitalkar	07602962	30.09.2016
5	Ms. Shikha Chakraborty	08253713	12.10.2018

Ensuring the eligibility of 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.

For **PWR Associates**
Company Secretaries

Sd/-
Devesh Maheshwari
 Partner

Date: 04.07.2023
 Place: New Delhi

M. No.: 70318, C P No.: 26255
 UDIN: A070318E000544209
 Peer Review No. 2988/2023

INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of Rathi Bars Limited

We have examined the compliance of conditions of Corporate Governance by Rathi Bars Limited for the year ended on March 31, 2023, as required by Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Management's Responsibility

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Auditor's Responsibility:

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on compliance with Corporate Governance requirements by the Company.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Sharma Kumar & Associates

Chartered Accountants

FRN: 030842N

Sd/-

Kailash Sharma

Partner

M. No. 543197

UDIN: 23543197BGVGAS2842

Date: 04.07.2023

Place: New Delhi

DECLARATION BY THE MANAGING DIRECTOR

I, Anurag Rathi, Managing Director of Rathi Bars Limited, hereby declare that all the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct, as applicable to them, for the year ended March 31, 2023.

Date: 04.07.2023
Place: New Delhi

Sd/-
Anurag Rathi
(Managing Director)
DIN:00063345

CERTIFICATE BY CHIEF FINANCIAL OFFICER (CFO) PURSUANT TO REGULATION 17(8) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To
The Board of Directors,
Rathi Bars Limited

I, Uddhav Rathi, Chief Financial Officer of Rathi Bars Limited, to the best of my knowledge and belief, certify to the Board of Directors of the Company as required Regulation 17(8) read with Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that:

I have reviewed financial statements and the cash flow statement for the year and that to the best of my knowledge and belief:

These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws, and regulations.

There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal, or violate the Company's code of conduct.

We accept responsibility for establishing and maintaining internal control for financial reporting and that they have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

We have indicated to the auditors and the Audit committee: -

i) Significant changes, if any, in internal control over financial reporting during the year;

Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

Instances of significant fraud of which they have become aware and the Involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Date: 04.07.2023
Place: New Delhi

Sd/-
Uddhav Rathi
DIN: 06604905
(Whole Time Director cum CFO)

INDEPENDENT AUDITOR'S REPORT**TO THE MEMBERS OF RATHI BARS LIMITED****Report on the Audit of the Standalone Financial Statements****Opinion**

We have audited the accompanying standalone financial statements of **RATHI BARS LIMITED** (the "Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date and a summary of 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 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023 and its profit, total comprehensive income, changes in equity 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 ("SA"s) specified under section 143(10) of the Act. 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 ethical 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 obtained by us 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 that there are no key audit matters to communicate in our report



Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. 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 standalone 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 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 Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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

Our objectives are to obtain reasonable assurance about whether the standalone 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 SAs 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 standalone financial statements.

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain 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.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude 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 Company'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 standalone 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 our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. However, the evidence available to us was limited because we were not appointed auditors of the company for the FY 2021-22 and in consequence it was not possible for us to obtain sufficient appropriate audit evidence concerning opening balances.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative



factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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 we identify during our 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 our 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 standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our 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 Section 143(3) of the Act, based on our audit 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 including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows 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 Ind AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 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 with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to standalone financial statements.



- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) 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, as amended, in our opinion and to the best of our information and according to the explanations given to us:

- i) There is no pending litigation which would have impact on its financial position and its financial statements,
- ii) The Company has made provision as required under applicable law or accounting standards for material foreseeable losses. The Company did not have any long-term derivative contracts.
- iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

iv)

- (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) 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 or entity, including foreign entity ("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

- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("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;

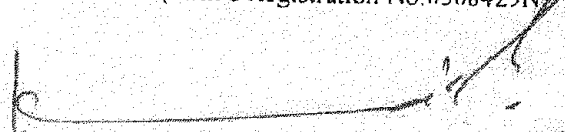
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v) The Company has not declared or paid any dividend during the year.



- vi) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.
2. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Sharma Kumar & Associates,
Chartered Accountants
(Firm's Registration No. 0308429N)



CA. Kailash Sharma
Partner
(Membership No. 543197)
UDIN: 23543197B67
VFYX9985



Place: New Delhi
Date: 30.05.2023

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Rathi Bars Limited of even date)

Report on the Internal Financial Controls with reference to Standalone Financials Statements under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (the “Act”)

We have audited the internal financial controls with reference to standalone financial statements of **RATHI BARS LIMITED** (the “Company”) as of March 31, 2023 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 with reference to standalone financial statements based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the “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 the timely preparation of reliable financial information, as required under the Act.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. 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 with reference to standalone financial statements 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 with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, 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 controls with reference to standalone financial statements.



Meaning of Internal Financial Controls with reference to standalone financial statements

A company's internal financial control with reference to standalone financial statements is a process designed to provide 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 control with reference to standalone financial statements 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Standalone Financial Statements

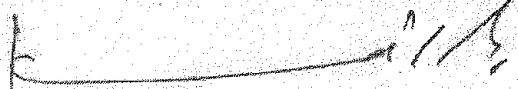
Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal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

Opinion

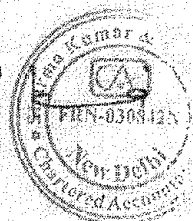
In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2023, based on the criteria for internal financial control with reference to standalone financial statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

Place: New Delhi
Date: 30.05.2023

For Sharma Kumar & Associates,
Chartered Accountants
(Firm's Registration No.03084291)



CA. Kailash Sharma
Partner
(Membership No.543197)
UDIN: 23543197
B6VFX9985



ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Rathi Bars Limited of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. In respect of the Company's property, plant and equipment, right-of-use assets and intangible assets:
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and relevant details of right-of-use assets.
(B) The Company has maintained proper records showing full particulars of intangible assets.
 - (b) The property, plant and equipment, capital work-in-progress, right of use assets and investment property have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of physical verification program adopted by the Company, is reasonable having regard to the size of the Company and the nature of its assets.
 - (c) The title deeds of all the immovable properties (including investment properties) held by the Company are held in the name of the Company.
 - (d) The Company has not revalued any of its property, plant and equipment (including right-of-use assets) and intangible assets during the year.
 - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii. (a) The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 5% or more in the aggregate for each class of inventory were noticed.
(b) The Company has a working capital limit in excess of Rs 5 crore sanctioned by banks based on the security of current assets. The quarterly statements, in respect of the working capital limits have been filed by the Company with such banks and such statements are in agreement with the books of account of the Company for the respective periods, which were not subject to audit/review.
- iii. As informed to us, the company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act. Accordingly the sub-clauses (a), (b) and (c) are not applicable to the company.
- iv. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.
- v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- vi. We have broadly reviewed the books of account maintained by the Company pursuant to the



rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the manufacturing activities and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.

vii. In respect of statutory dues:

(a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no statutory dues referred in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute except for the following:

Name of the statute	Nature of dues	Gross Amount (in Lacs)	Amount paid under protest (in Lacs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax (Quantum)	2.01	Nil	AY 2014-15	CIT(A)
Income Tax Act, 1961	Income Tax (Quantum)	17.67	Nil	AY 2015-16	CIT(A)

viii. 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).

- ix. (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.
- (b) According to the information and explanations given to us including confirmations received from banks and representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or other lender.
- (c) In our opinion and according to the information and explanations given to us, money raised by way of term loans were applied for the purposes for which these were obtained.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of



its subsidiaries.

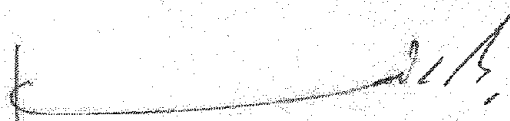
- (f) According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries or joint venture.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year (and upto the date of this report), while determining the nature, timing and extent of our audit procedures.
- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) In our opinion, the Company is not required to be registered under section 45-1A of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. According to the information and explanations given to us, the erstwhile auditors of the Company resigned during the year on account of preoccupation in other assignments. There were no other issues, objections or concerns raised by the said auditors.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets



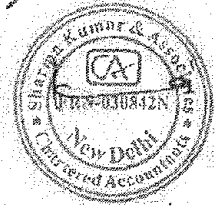
and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any 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.

- xx. (a) The provisions relating to Corporate Social Responsibility under Section 135 of the Act are not applicable to the Company. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.
- (b) The reporting under Clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For Sharma Kumar & Associates,
Chartered Accountants
(Firm's Registration No.0308429N)



CA. Kailash Sharma
Partner
(Membership No.543197)
UDIN: 23543197BG
VFYX9985



Place: New Delhi
Date: 30.05.2023

RATHI BARS LIMITED

Read. Office : A-247, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi-110044

Standalone Statement of Assets & Liabilities

Particulars	Notes	As at 31 March, 2023 (Rs in Lacs)	As at 31 March, 2022 (Rs in Lacs)
ASSETS			
Non-current assets			
(a) Property, plant and equipment	3	4,186.63	4,169.32
(b) Capital work-in-progress		667.40	883.32
(c) Financial assets			
-Investments	4	54.41	54.41
(d) Deffered Tax Assets (Net)			
(e) Other non-current Assets			
-Investment In Gold / Silver	5	14.68	14.68
Sub-total - Non-Current Assets		4,923.12	5,121.73
Current assets			
(a) Inventories	6	1,628.82	2,913.36
(b) Financial assets			
-Investments			
-Trade receivables	7	7,927.80	6,974.85
-Cash and cash equivalents	8	52.51	7.40
-Loans & Advances	9	3,929.42	2,384.94
(c) Current Tax Assets (net)			
(d) Other Current Assets	10	5.79	52.78
Sub-total - Current Assets		13,544.34	12,333.33
TOTAL - ASSETS		18,467.46	17,455.06
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share capital	11	1,633.04	1,633.04
(b) Other equity	12	7,402.57	7,144.18
Sub-total - Equity		9,035.61	8,777.22
LIABILITIES			
Non-current liabilities			
(a) Financial liabilities			
-Borrowings	13	1,545.02	1,323.55
(b) Provisions	14	53.97	46.22
(c) Deffered tax liabilities (net)		458.74	450.07
(d) Other non-current liabilities			
Sub-total - Non-current liabilities		2,057.73	1,819.84
Current liabilities			
(a) Financial liabilities			
-Borrowings	15	5,676.29	5,172.90
-Trade payables	16	1,062.07	1,175.33
(b) Other current liabilities	17	630.39	503.20
(c) Provisions	18	5.37	6.57
(d) Current tax liabilities (net)			
Sub-total - Current liabilities		7,374.12	6,858.00
TOTAL - EQUITY AND LIABILITIES		18,467.46	17,455.06

General Information	1
Significant Accounting Policies & Notes on Accounts	2

As per our report of even date attached

For Sharma Kumar & Associates

Chartered Accountants

FRN : 0308429N

CA. Kailash Sharma

Partner

Membership No.543197

UDIN : 23543197B6

VFYX998S

Place : New Delhi

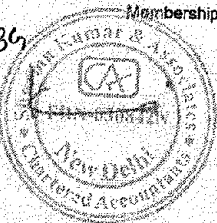
Date : 30/05/2023

Anamika Shukla

Anamika Shukla

(Company Secretary)

Membership No.60722



For and on behalf of the Board of Directors

Uddhav Rathi

Uddhav Rathi

(Whole Time Director and CFO)

DIN No: 06604905

Anurag Rathi

Anurag Rathi

(Managing Director)

DIN No: 00063345

RATHI BARS LIMITED

Read. Office : A-24/7, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi-110044

Statement of Profit and Loss for the Year ended 31st March, 2023

Particulars	Note No.	For the Year ended 31 March, 2023 (Rs in Lacs)	For the Year ended 31 March, 2022 (Rs in Lacs)
1 Income			
(a) Revenue from Operations	19	48,235.65	49,384.14
(b) Other Income	20	28.13	8.52
Total Income		48,263.78	49,392.66
2 Expenses			
(a) Cost of Materials consumed	21	28,449.87	28,125.46
(b) Purchase of stock-in-trade		16,163.92	18,367.72
(c) Changes in inventories of finished goods, work-in-	22	495.95	(636.21)
(d) Employee benefits expense	23	641.76	737.72
(e) Finance Costs	24	538.80	431.49
(f) Depreciation and amortisation expense		654.31	585.05
(g) Other expenses	25	987.63	1,463.96
Total Expenses		47,932.24	49,075.19
3 Profit / (Loss) before exceptional items and Tax(1-		331.54	317.47
4 Exceptional Items			
5 Profit / (Loss) before tax (3 - 4)			
6 Tax expense*			
(a) Current Tax		64.47	27.22
(b) Deferred tax (Refer Note-2 item 3g of notes of accounts)		8.68	4.89
7 Net Profit / (Loss) for the period from Continuing		258.39	285.36
Operatin (5 - 6)*			
8 Profit & Loss from Discontinuing Operation		-	-
9 Tax Expenses from Discontinuing operation		-	-
10 Profit / (Loss) from Discontinuing Operation after		-	-
Tax (8-9)			
11 Net Profit / (Loss) for the period (7 + 10)		258.39	285.36
12 Other Comprehensive Income			
A i Items that will not be reclassified to Profit or Loss		-	-
ii Income Tax relating to items that will not be		-	-
reclassified to Profit or Loss			
B i Items that will be reclassified to Profit or Loss		-	-
ii Income Tax relating to items that will be		-	-
reclassified to Profit or Loss			
Total Comprehensive Income (11+12)			
13 Earnings Per Share (EPS) (of Rs. 10/- each)			
(a) Basic and diluted (EPS) (in Rs.)		1.58	1.75
General Information	1		
Significant Accounting Policies & Notes on Accounts	2		

As per our report of even date attached

For Sharma Kumar & Associates

Chartered Accountants

FRN : 0308429N

CA. Kailash Sharma

Partner

Membership No.543197

UDIN : 23543197BGVFX9985

Place : New Delhi

Date : 30/05/2023



Anamika Shukla
(Company Secretary)
Membership No.60722

For and on behalf of the Board of Directors

Uddhav Rathi
Uddhav Rathi
(Whole Time Director and CFO)
DIN No: 06604905

Anurag Rathi
Anurag Rathi
(Managing Director)
DIN No: 00063345

RATHI BARS LIMITED

Regd. Office : A-24/7, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi-110044

Cash Flow Statement for Year ended 31st March, 2023

S. No:	Particulars	(Rs. In Lacs)	
		Year Ended 31/03/2023	Year Ended 31/03/2022
A	Cash Flow from operating activities:		
	Profit Before Taxation	331.54	317.47
	Adjustments for:		
	Depreciation	654.31	585.05
	Interest and Financial Charges	538.80	431.49
	Misc. Expenditure written off	-	-
	Pre-operative Expenses	-	-
	Loss / (Profit) on Mutual Fund	-	-
	Interest Income	(4.95)	(4.39)
	Dividend Income	(0.21)	(0.18)
	Operating Profit before working capital changes	1519.49	1329.44
	Decreased (Increase) in Trade Receivables	(852.95)	(1128.57)
	Decreased (Increase) in Inventories	1284.53	(1067.82)
	Decreased (Increase) in Loan & Advances	(1497.49)	(188.29)
	Increase (Decrease) in Current Liabilities and Provisions	12.73	146.59
	Cash Generated from operations	366.31	(908.65)
	Income Tax paid	-64.48	(27.22)
	Net cash provided by operating activities	301.83	(935.87)
B	Cash flow from investing activities:		
	Proceeds from sale of fixed assets	-	-
	Sale / (Purchase) of Investments	-	-
	Sale / (Purchase) of Fixed assets and Capital Work in Progress	(455.71)	(416.15)
	Profit / (Loss) on Mutual Fund	-	-
	Income from Interest	4.95	4.39
	Income from Dividend	0.21	0.18
	Net cash used in investing activities	(450.55)	(411.58)
C	Cash Flow from Financing Activities		
	Proceeds from Share Capital (Including Premium)	-	-
	Unclaimed Share Application Money Refundable	-	-
	Increase / (Decrease) in Reserves & Surplus	0.00	(0.79)
	Increase in Long Term Borrowing (Net)	229.22	234.53
	Increase in Short Term Borrowing (Net)	503.39	1550.73
	Increase (Decrease) in Unsecured Loan	-	0
	Interest Paid	(538.79)	(431.49)
	Net Cash used in Financing Activities	193.82	1352.98
D	Net increase (decrease) in cash and cash equivalents	45.10	5.53
E	Cash and Cash Equivalent at the begning of the year	7.41	1.88
F	Cash and Cash Equivalent at the end of the year	52.51	7.41

For Sharma Kumar & Associates
Chartered Accountants
FRN : 0308429N

CA. Kallash Sharma
Partner

Membership No.543197

UDIN : 23543197BGVFYX9985

Place : New Delhi
Date : 30/05/2023



Anamika Shukla

Anamika Shukla
(Company Secretary)
Membership No.60722

For and on behalf of the Board of Directors

Uddhav Rathni

Uddhav Rathni
(Whole Time Director and CFO)
DIN No: 06604905

Chung Rathni

Chung Rathni
(Managing Director)
DIN No: 00063345

RATHI BARS LIMITED

Regd. Office : A-247, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi-110044

Statement of Changes in Equity for the year ended 31st March 2023

A. EQUITY SHARE CAPITAL

Particulars	(Rs in Lacs)
	Balance
As at 1st April, 2021	
Changes in equity share capital during the year	1,633.04
As at 31st March, 2022	-
Changes in equity share capital during the year	1,633.04
As at 31st March, 2023	<u>1,633.04</u>

B. OTHER EQUITY

Particulars	(Rs in Lacs)		
	Reserve and Surplus	Securities Premium Account	Total
Balance as on 01 April, 2021	5,073.90	1,785.71	6,859.61
i Add/Less : Changes In Accounting Policy or	-	-	-
Restated balance at 01 April, 2021	5,073.90	1,785.71	6,859.61
i Add/Less : Total Comprehensive Income for	-	-	-
ii Dividends	-	-	-
iii Transfer to Retained Earnings	285.36	-	285.36
iv Any Other Change	(0.79)	0.00	(0.79)
Balance as on March 31, 2022	5,358.47	1,785.71	7,144.18
i Add/Less : Changes In Accounting Policy or	-	-	-
Restated balance at 01 April, 2022	5,358.47	1,785.71	7,144.18
i Add/Less : Total Comprehensive Income for	-	-	-
ii Dividends	-	-	-
iii Transfer to Retained Earnings	258.39	-	258.39
iv Any Other Change	-	-	-
Balance as on March 31, 2023	<u>5,616.86</u>	<u>1,785.71</u>	<u>7,402.57</u>

As per our report of even date attached
For Sharma Kumar & Associates
Chartered Accountants
FRN : 0308428N

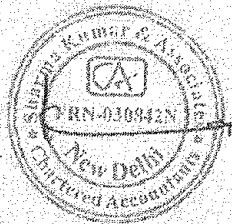
CA. Kallash Sharma
Partner

Membership No. 243197

UDIN : 23543197B6VFYX9985

Place : New Delhi

Date : 30/05/2023



For and on behalf of the Board of Directors

Uddhav Rathi

Uddhav Rathi
(Whole Time Director and CFO)
DIN No: 06604805

Ankur Rathi

Ankur Rathi
(Managing Director)
DIN No: 00063345

RATHI BARS LIMITED

NOTE-1

General Information

Rathi Bars Limited ("the Company") is a publicly listed limited company incorporated and domiciled in India under the Companies Act, 2013 ("the Act"). The registered office of the Company is located at A - 24 / 7, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi 110044. The Company's equity shares are listed at Bombay Stock Exchange (BSE).

The primary activities of the Company involve the manufacturing, marketing, branding, and distribution of TMT Bars and Low Carbon Billets under the brand name Rathi Shaktiman. To cater to the increasing demand for reinforcement steel bars in the construction sector, the Company has established a steel rolling mill in Khushkhera, Distt. Alwar, Rajasthan.

The standalone financial statements for the year ended March 31, 2023, were duly approved and authorized by the Board of Directors during their meeting held on May 30, 2023.

NOTE-2

BASIS OF PREPARATION, MEASUREMENT AND SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Preparation, Measurement:

These standalone financial statements ('financial statements') of the Company have been prepared in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013 ('the Act') and other relevant provisions of the Act. The Company has uniformly applied the accounting policies during the periods presented.

The financial statements are presented in Indian Rupees which is also the functional currency of the Company.

All assets and liabilities have been classified as current or noncurrent as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES:

a. Basis of Accounting:

These financial statements have been prepared under the historical cost convention on the accrual basis. The financial statements are presented in Indian Rupees which is the Company's functional and presentation currency.

b. Revenue Recognition:

Revenue is measured at the fair value of the consideration received or receivable. The Company recognizes revenues on sale of products, net of discounts, rebates granted, returns, GST and duties when the products are delivered to customer or when delivered to a carrier, which is when significant risks



and rewards of ownership pass to the customer. Revenue from sale of by-products are included in revenue.

c. Property, Plant & Equipment:

On transition to Ind AS, the Company has adopted optional exception under Ind AS 101 to measure Property, Plant and Equipment at carrying value under previous GAAP. Consequently the carrying value has been assumed to be deemed cost of Property, Plant and Equipment on the date of transition.

Subsequently Property, Plant and Equipment are stated at cost less accumulated depreciation and impairment losses, if any. Costs include costs of acquisitions or constructions including incidental expenses thereto, borrowing costs, and other attributable costs of bringing the asset to its working condition for its intended use and are net of available duty/tax credits.

Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively.

d. Capital work-in-progress:

Expenditure related to and incurred on implementation of new/expansion-cum-modernisation and up gradation of projects is included under capital work-in-progress until the relevant assets are ready for its intended use.

e. Intangible Assets :

Intangible assets as defined IND AS 38, are initially measured at cost. Intangible assets acquired in a business combination are recognised at fair value at the acquisition date. Subsequently, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any. The useful lives of intangible assets are assessed as either finite or indefinite.

f. Depreciation:

Depreciation is systematically allocated over the useful life of an asset as specified in Part C of Schedule II of Companies Act, 2013.

g. Financial Assets & Financial Liabilities:

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument.

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument

h. Inventories:

Inventories are stated at the lower of cost and net realisable value.

Cost of raw materials include cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost of finished goods include cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity. Costs of inventories are determined on weighted average basis.



Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

i. Provisions:

Provisions are recognised when the Company has a present obligation (legal or constructive), as a result of past events, and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

j. Cash and Cash Equivalents:

Cash and cash equivalents are short-term (three months or less from the date of acquisition), highly liquid investments that are readily convertible into cash and which are subject to an insignificant risk of changes in value.

k. Retirement and other Employee Benefits:

i) Defined Contribution Plan

The company makes defined contribution to provident fund which is recognized in the profit & loss account on accrual basis.

ii) Defined Benefit Plan

The company's liabilities under payment of Gratuity Act is determined on the basis of actuarial valuation made at the end of each financial year using the projected unit credit method.

l. Taxation:

- i) Tax expense comprises of current and deferred tax.
- ii) Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1961.
- iii) The deferred tax for timing difference between the books and taxable Income for the year is accounted for, using the tax rates and laws have been substantively enacted as on the balance sheet date. Deferred tax assets arising from timing difference are recognized to the extent there is reasonable certainty that these would be realized in future.
- iv) Deferred tax assets in case of unabsorbed losses and unabsorbed depreciation are recognized only if there is virtual certainty that such deferred tax assets can be realized against future taxable profits

m. Contingent Liabilities:

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which 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 a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.



2. Notes on Accounts:

a. The Company has provided liabilities on account of Defined Benefit Obligation on the basis of actuarial valuation as given by actuarial valuer, detailed disclosure in terms of Ind AS 19 (Revised) could not be made. However, in the opinion of the management, the amount is not material and defined benefit obligation has been provided.

b. Current Liabilities & Provisions:

- i) Sundry creditors include Rs 3.64 lacs (31st March, 2022: Rs 45.17 lacs) due to Micro, Small & Medium Enterprises (MSME Units) as identified by the Company and relied upon by the auditors.
- ii) The company has not received few intimations from “Suppliers” regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and thus accordingly disclosures, if any, relating to amounts unpaid as at the year-end together with interest paid/payable as required under the said Act have been provided.

c. Payment to Auditors in respect of:

	Year ended on 31 st March, 2023	Year ended on 31 st March, 2022
A Audit Fees	Rs 1.40 Lacs	Rs 1.00 Lacs
B Fee for Limited Review	Rs 0.40 Lacs	Rs 0.15 Lacs
C Out of Pocket Expenses	Rs 0.10 Lacs	Rs 0.10 Lacs

d. Expenditure in Foreign Currency:

	Year ended on 31 st March, 2023	Year ended on 31 st March, 2022
Store & Spares	---	---
Tour & travelling	---	Rs. ---

e. Related Party disclosure, as required in IND AS 24 :

All the transactions between all related parties are on arm's length price and in due course of normal business.

List of Related Parties and relationship:

1.Key Managerial Person:

- Anamika Shukla (Company Secretary)
- Anurag Rathi (Managing Director)
- Uddhav Rathi (WTD and CFO)



2. Close members of Key Managerial Person:

- Pushpa Rathi
- Nandita Rathi
- Vanshika Rathi
- Parnika Rathi
- Devanshi Rathi

3. Enterprises over which Key Management Personnel and their relatives exercise significant influence and with whom transactions have taken place during the year.

- Rathi Special Steels Ltd
- Bhiwadi Iron Pvt Ltd
- Khushkhera Steels Pvt Ltd
- Anurag Rathi HUF
- Anupam Rathi HUF
- Vasudev Exports Pvt Ltd
- Parnika Leasing and Finance Pvt Ltd
- Sarveshwar Cereals Pvt Ltd
- Uddhav Leasing and Finance Pvt Ltd
- Rathi Overseas Pvt Ltd

Transaction with Related Parties:

Description	Rs in Lacs					
	Key Management Personnel		Close Family Members (relative)		Enterprises controlled by key management personnel & their relatives	
	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
Purchase of goods	-	-	-	-	12248.06	14914.25
Sale of goods	-	-	-	-	3253.45	12178.29
Expense of service received	-	-	-	-	42.51	1.91
Income from service rendered	-	-	-	-	3.75	3.24
Remuneration paid	37.35	70.49	59.8	65.50	-	-
Training & Development	-	-	-	-	-	-



f. Earning Per Share (EPS):

	Year ended on 31st March, 2023
i Profit after taxation as per Profit and Loss Account (In Lacs)	258.38
ii Weighted Average number of equities shares outstanding (In Lacs)	163.30
iii Basic and Diluted earnings per share (In Rs)	1.58

g. Break-up of deferred Tax Liabilities is given as under:

<u>Particulars</u>	<u>As on 31.03.2023</u>	<u>As on 31.03.2022</u>
	<u>(Amt. in Rs Lacs)</u>	<u>(Amt. in Rs Lacs)</u>
Depreciation	459.00	474.88
Carried Forward unabsorbed depreciation & Losses	(0.26)	(24.82)
	<hr/> 458.74	<hr/> 450.06

h. The fair market value in respect of quoted shares as on 31-03-2023 is Rs. 61,89,910/- The Market Value of the shares which are not found quoted on the stock exchange as on 31-03-2023 are not known, hence the value of the total investment Rs. 54,41,548/- stated in the financial results is considered fair market value. The Fair Market Value in respect of investment in gold and silver as on 31-03-2023 is Rs. 21,41,895/- and the value stated in the financial result is considered at purchase cost Rs. 14,67,675/-

i. Contingent liabilities not provided for:

Claims against the Company not acknowledged as debts (to the extent ascertained) in respect of various demands including Penalty etc. raised, which in the opinion of the management are not tenable are under appeal at various stages:

	Year ended on 31st March, 2023	Year ended on 31st March, 2022
Income Tax Matters	Rs. 19.68 Lacs	Rs. 32.59 Lacs

j. The figures of previous year have been re-arranged/re-grouped wherever felt necessary.



RATHI BARS LIMITED

K. RATIOS

The ratios for the years ended March 31, 2023 and March 31, 2022 are as follows:

	Numerator	Denominator	2022-23	2021-22	% of variation
Current Ratio	Current Assets	Current Liabilities	1.84	1.80	2.13%
Reason of variance-Not required to mention as variance is less than 25%					
Debt Equity Ratio	Total Debt	Shareholder's Equity	1.04	0.99	5.58%
Reason of variance-Not required to mention as variance is less than 25%					
Debt Service Coverage Ratio	Earning available for debt services	Debt Service	2.00	2.56	-21.99%
Reason of variance-Not required to mention as variance is less than 25%					
Return on Equity Ratio	Net profit after taxes	Avg. Shareholders Equity	2.90%	3.30%	-12.21%
Reason of variance-Not required to mention as variance is less than 25%					
Inventory Turnover Ratio	Cost of Goods sold	Average Inventory	6.86	6.70	2.48%
Reason of variance-Not required to mention as variance is less than 25%					
Trade Receivables Turnover Ratio	Revenue	Average Trade Receivables	6.47	7.70	-15.97%
Reason of variance-Not required to mention as variance is less than 25%					
Trade Payables Turnover Ratio	Purchases of services and other expenses	Average Trade Payables	41.21	40.53	1.68%
Reason of variance-Not required to mention as variance is less than 25%					
Net Capital Turnover Ratio	Revenue	Working Capital	7.82	9.02	-13.29%
Reason of variance-Not required to mention as variance is less than 25%					
Net Profit Ratio	Net Profit	Revenue	0.54%	0.58%	-7.33%
Reason of variance-Not required to mention as variance is less than 25%					
Return on Capital employed	Earning before interest and taxes	Capital Employed	7.88%	7.10%	11.06%
Reason of variance-Not required to mention as variance is less than 25%					
Return on Investment	Return /Profit / Earnings	Investment	0.30%	0.26%	14.29%
Reason of variance-Not required to mention as variance is less than 25%					



RATHI BARS LIMITED

L. Other Statutory Information:

- i The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property,
- ii The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period,
- iii The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year,
- iv The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall;
 - a. 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,
 - b. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- v The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - a. 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,
 - b. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- vi The Group has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey) or any other relevant provisions of the Income Tax Act, 1961.
- vii The Group has not been declared as wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
- viii The Group does not have any transactions with Companies struck off.



RATHI BARS LIMITED

3. QUANTITATIVE INFORMATION :

A. PRODUCTION & PURCHASE

Particulars	As at	
	31.03.2023	31.03.2022
1. Licensed Capacity		
Steel Bars	100000.000 MT	100000.000 MT
Ingot / Billets	68500.000 MT	68500.000 MT
2. Actual Production & Purchase		
Steel Bars*	73130.909 MT	87042.302 MT
Billets / Casting **	8798.740 MT	7622.200 MT
TOTAL	81929.649 MT	94664.502 MT

*73130.909 M.T. Includes 20496.190 M.T. Trading Purchase of Steel Bars (Previous Year: 30494.265 M.T.)

**8798.740 M.T. Includes 8798.740 M.T. Trading Purchase (Previous Year 7622.200 M.T.)

B. STOCKS

Particulars	Opening Stock				Closing Stock			
	As at 01.04.2022		As at 01.04.2021		As at 31.03.2023		As at 31.03.2022	
	QTY. (in MT)	AMOUNT (Rs in Lacs)	QTY. (in MT)	AMOUNT (Rs in Lacs)	QTY. (in MT)	AMOUNT (Rs in Lacs)	QTY. (in MT)	AMOUNT (Rs in Lacs)
Steel Bars	2657.146	1378.53	1647.459	781.90	1585.581	873.66	2657.146	1378.53
Billets/Casting	-	-	-	-	-	-	-	-
TOTAL	2657.146	1378.53	1647.459	781.90	1585.581	873.66	2657.146	1378.53

C. DESPATCH

Particulars	As at 31.03.2023		As at 31.03.2022	
	QTY. (in MT)	AMOUNT (Rs in Lacs)	QTY. (in MT)	AMOUNT (Rs in Lacs)
Steel Bars*	74202.474	42241.36	86032.615	44746.07
Billets / Casting **	8798.740	4842.98	7622.200	3500.11
Scrap, Commission etc	-	1151.32	-	1137.96
TOTAL	83001.214	48235.66	93654.815	49384.14

*74202.174 M.T. Includes 20686.245 M.T. Trading Sale of Steel Bars (Previous Year: 30566.405 M.T.)

**8798.740 M.T. Includes Nil M.T. Used For Capative Consumption (Previous Year: Nil M.T.)



D. CONSUMPTION

Particulars	As at 31.03.2023		As at 31.03.2022	
	QTY. (in MT)	AMOUNT (Rs in Lacs)	QTY. (in MT)	AMOUNT (Rs in Lacs)
Ingots / Billets*	55193.118	28449.87	59780.972	28125.46
Stores & Spares	-	65.71	-	76.95
TOTAL	55193.118	28515.58	59780.972	28202.41

Note : All Raw Material, Stores & Spares are indigenous.

As per our report of even date attached

For Sharma Kumar & Associates

Chartered Accountants

FRN : 0308429N

For and on behalf of the Board of Directors

CA. Kailash Sharma

Partner

Membership No.543197

UDIN : 23543197B6VFX9985

Anamika Shukla

Anamika Shukla

(Company Secretary) (Whole Time Director and CFO)

Membership No.60722

Uddhav Rathi

Uddhav Rathi

DIN No: 08604905

Anurag Rathi

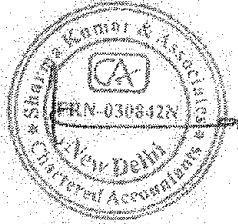
Anurag Rathi

(Managing Director)

DIN No: 00063345

Place : New Delhi

Date : 30/05/2023



RATHI BARS LIMITED

Note-3

Non Current Assets - Property, plant and equipment

Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	As at 01.04.2022 (Rs in Lacs)	Addition (Rs in Lacs)	Deletion (Rs in Lacs)	As at 31.03.2023 (Rs in Lacs)	Up to 31.03.2022 (Rs in Lacs)	Addition (Rs in Lacs)	Deduction (Rs in Lacs)	Up to 31.03.2023 (Rs in Lacs)	As at 31.03.2023 (Rs in Lacs)	As at 31.03.2022 (Rs in Lacs)
Leashold Land	39.21			39.21	-	-		-	39.21	39.21
Building	443.64			443.64	343.35	11.81		355.16	88.48	100.29
Plant & Machinery	9,153.56	573.72		9,727.28	5,187.82	611.84		5,799.66	3,927.62	3,965.74
Tubewell	2.22			2.22	2.11	-		2.11	0.11	0.11
Furniture	23.83	0.04		23.87	17.99	1.46		19.45	4.42	5.84
Vehicle	207.53	97.86		305.39	149.40	29.20		178.60	126.79	58.13
CWIP	9,869.99	671.62	-	10,541.61	5,700.67	654.31		6,354.98	4,186.63	4,169.32
Total	883.32	356.94	572.86	667.40	-	-		-	667.40	883.32
Previous Year	10,753.31	1,028.56	572.86	11,209.01	5,700.67	654.31		6,354.98	4,854.03	5,052.64
	10,337.16	886.20	470.05	10,753.30	5,115.61	585.05		5,700.67	5,052.64	5,221.54

Capital Work in Progress Ageing Schedule

Amount in CWIP for a period of	As at 31.03.2023 (Rs in Lacs)	As at 31.03.2022 (Rs in Lacs)
Less than 1 Year	356.94	401.19
1-2 Years	310.46	482.13
2 - 3 Years		
More Than 3 Years		



RATHI BARS LIMITED

Note (4)

Non-Current Assets - Financial Assets - Investments

Particulars	As at 31 March,2023 (Rs in Lacs)	As at 31 March,2022 (Rs in Lacs)
Investment		
Trade, Quoted:		
Equity shares	54.35	54.35
Non Trade, Unquoted:		
Govt. Securities		
National Saving Certificates	0.06	0.06
	<u>54.41</u>	<u>54.41</u>

Note (5)

Non Current Assets - Other non-current assets - Investment in Gold / Silver

Particulars	As at 31 March,2023 (Rs in Lacs)	As at 31 March,2022 (Rs in Lacs)
Other non-current assets		
Investment in Gold / Silver	14.68	14.68
	<u>14.68</u>	<u>14.68</u>

Note (6)

Current Assets - Inventories

Particulars	As at 31 March,2023 (Rs in Lacs)	As at 31 March,2022 (Rs in Lacs)
Inventories		
Finished goods	873.66	1,378.53
Raw material	87.56	867.46
Stores & spares	564.27	471.98
Coal	-	100.98
Scrap	103.33	94.41
	<u>1,628.82</u>	<u>2,913.36</u>

Note (7)

Current assets - Financial Assets - Trade receivables

Particulars	As at 31 March,2023 (Rs in Lacs)	As at 31 March,2022 (Rs in Lacs)
Trade receivables (Unsecured)		
Undisputed Trade Receivables - Considered Good		
Less than 6 Months	7,818.11	6,673.32
6 Months - 1 Year	109.69	301.53
1-2 Years		
2 - 3 Years		
More Than 3 Years		
	<u>7,927.80</u>	<u>6,974.85</u>



RATHI BARS LIMITED

Note (8)

Current assets - Financial Assets -Cash and cash equivalents

Particulars	As at 31 March,2023 (Rs in Lacs)	As at 31 March,2022 (Rs in Lacs)
Cash and cash equivalents		
a Cash in hand	0.56	6.15
b Balances with scheduled banks in current accounts in current account	46.15	0.25
Unclaimed share application money		
c Others (Fixed Deposit -Margin Money for LC)	5.80	1.00
	52.51	7.40

Note (9)

Current assets - Financial Assets -Loans and advances

Particulars	As at 31 March,2023 (Rs in Lacs)	As at 31 March,2022 (Rs in Lacs)
Loans and advances (Unsecured and considered good unless stated otherwise).		
a Advance recoverable in cash or in kind	3,313.46	1,647.63
b Balance with excise and other statutory authorities		
Advance Tax & TDS	86.41	105.26
Excise Duty Recoverable	191.96	191.96
Service Tax credit receivable	1.26	1.26
MAT Credit Entitlement	35.93	72.81
VAT Credit Receivable	49.76	49.76
GST Credit Receivable	64.38	168.72
c Security deposits	186.26	147.54
	3,929.42	2,384.94

Note (10)

Current assets - Financial Assets -Other Current Assets

Particulars	As at 31 March,2023 (Rs in Lacs)	As at 31 March,2022 (Rs in Lacs)
Other Current Assets		
Insurance Claim Recoverable	-	46.36
Prepaid expenses	5.79	6.42
	5.79	52.78



RATHI BARS LIMITED

Note (11)

Equity - Equity Share Capital

Particulars	As at 31 March, 2023 (Rs in Lacs)	As at 31 March, 2022 (Rs in Lacs)
(a) Authorised Share Capital		
1,80,00,000 Equity Shares of Rs 10 each (Previous Year : 1,80,00,000 Equity Shares of Rs10 each)	1,800.00	1,800.00
(b) Issued, Subscribed & Paid-up		
1,63,30,357 Equity Shares (Previous Year : 1,63,30,357 Equity Shares) of Rs 10 each Called-up and Fully Paid-up.	1,633.04	1,633.04
	1,633.04	1,633.04

Terms / rights attached to equity shares

The Company has only one class of equity shares having par value of Rs.10 per share. Each holder of the equity share is entitled to one vote per

Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Particulars	Percentage of Share Holding As at 31 March, 2022	No. of Shares As at 31 March, 2023	Percentage of Share Holding		No. of Shares As at 31 March, 2022
			As at 31 March, 2022	As at 31 March, 2023	
Equity shares					
Sh. Anurag Rathi	7.45%	1,216,751	7.45%		1,216,751
Smt. Parnika Rathi	6.05%	988,109	6.05%		988,109
Sh. Uddhav rathi	5.26%	859,330	5.26%		859,330
Smt. Pushpa Rathi	9.72%	1,586,906	9.63%		1,571,905
		4,651,086			4,636,095

Detail of Promoter Share Holding

S.No	Promoter Name	No. of Shares As at 31 March, 2023	Percentage of Share Holding As at 31 March, 2023	% Change During the Year
1	ANURAG RATHI	1,216,751	7.45%	-
2	ANURAG RATHI HUF	507,500	3.11%	-
3	PUSHPA RATHI	1,586,906	9.72%	0.95%
4	PARNIKA RATHI	988,109	6.05%	-
5	NANDITA RATHI	77,269	0.47%	-
6	UDDHAV RATHI	859,330	5.26%	-
7	ADVIKA RATHI	16,773	0.10%	-
8	DEVANSHI RATHI	16,772	0.10%	-
9	BHUWNESHWARI LEASING AND FINANCE PVT LTD	275,625	1.69%	-
10	UDDHAV INVESTMENTS PRIVATE LIMITED	371,875	2.28%	-
11	UDDHAV LEASING AND FINANCE PRIVATE LIMITED	171,675	1.05%	-
12	RATHI BREWERIES PRIVATE LIMITED	669,375	4.10%	-
13	AMRIT KRISHI FARMS PRIVATE LIMITED	264,250	1.62%	-
14	SARVESHWAR CEREALS PRIVATE LIMITED	656,250	4.02%	-
15	VASUDEV EXPORTS PRIVATE LIMITED	510,475	3.13%	-
16	RATHI OVERSEAS PRIVATE LIMITED	657,825	4.03%	-
17	PRANIKA LEASING AND FINANCE PRIVATE LIMITED	463,250	2.84%	-
18	PARNIKA INVESTMENTS PRIVATE LIMITED	432,445	2.65%	-
19	MARYADA HOLDINGS PRIVATE LIMITED	277,375	1.70%	-
20	ELEVENTH HOUR LEASING AND FINANCE PVT LIMITED	216,125	1.32%	-
21	PUSHPKAMAL ENTERPRISES PRIVATE LIMITED	217,157	1.33%	-



RATHI BARS LIMITED

Note (12)

Equity - Other Equity

Particulars	As at 31 March,2023 (Rs In Lacs)	As at 31 March,2022 (Rs in Lacs)
Other Equity		
a Profit & loss account		
Opening Balance	5,358.47	5,073.90
Add- Surplus as per Profit & loss A/C	258.39	285.36
	5,616.86	5,359.26
Add- MAT Credit	-	(0.79)
	5,616.86	5,358.47
b Securities Premium Account	1,785.71	1,785.71
	7,402.57	7,144.18

Note (13)

Non Current Liabilities - Financial Liabilities - Borrowings

Particulars	As at 31 March,2023 (Rs in Lacs)	As at 31 March,2022 (Rs in Lacs)
Borrowings		
a Term Loan		
HDFC Bank Ltd., New Delhi.(Against Equitable Mortgage of land & Building, Exclusive Charge on Plant & Machineries & guaranteed by Executive Directors)	1,432.10	1,256.07
b Automobile Loans (Secured by Hypothecation of relevent Vehicle)		
HDFC Bank	74.08	11.90
BMW India Financial Services Pvt. Ltd.	16.70	26.18
Daimler Financial Services India Pvt. Ltd.	22.14	29.40
	1,545.02	1,323.55



RATHI BARS LIMITED

Note (14)

Non Current Liabilities -Provisions

Particulars	As at 31 March,2023 (Rs In Lacs)	As at 31 March,2022 (Rs in Lacs)
Provisions		
Provision for Leave Encashment	22.41	18.98
Provision for Gratuity	31.56	27.24
	53.97	46.22

Note (15)

Current Liabilities - Financial Liabilities -Borrowings

Particulars	As at 31 March,2023 (Rs in Lacs)	As at 31 March,2022 (Rs in Lacs)
Borrowings		
a Working Capital Limits		
HDFC Bank Ltd. (Secured by hypothecation of stock & Book debts and Guaranteed by Executive Directors)	5,221.19	4,768.29
b Term Loan		
i HDFC Bank Ltd., New Delhi. (Against Equitable Mortgage of land & Building, Exclusive Charge on Plant & Machinerics & guaranteed by Executive Directors)	414.59	375.22
c Automobile Loans (Secured by Hypothecation of relevent Vehicle)		
HDFC Bank (Auto Loan)	23.77	12.65
Daimler Financial Services India Pvt. Ltd.	7.26	7.26
BMW India Financial Services Pvt. Ltd.	9.48	9.48
	5,876.29	5,172.90

Note (16)

Current Liabilities - Financial Liabilities - Trade payables

Particulars	As at 31 March,2023 (Rs in Lacs)	As at 31 March,2022 (Rs in Lacs)
Trade payables		
a Due to Micro and Small Enterprises (See Notes on Accounts- , Note-2, item 3b (1))		
Less than 1 Year	3.65	20.90
1-2 Years		
2 - 3 Years		
More Than 3 Years		
b Due to Others		
Less than 1 Year	1,058.42	1,154.43
1-2 Years		
2 - 3 Years		
More Than 3 Years		
	1,062.07	1,175.33



RATHI BARS LIMITED

Note (17)

Current Liabilities - Other current liabilities

Particulars	As at 31 March,2023 (Rs in Lacs)	As at 31 March,2022 (Rs in Lacs)
Other current liabilities		
Advance received from customers	203.99	181.70
Statutory dues (including provident fund and tax deducted at source)	84.81	53.97
Other payables (including employee dues & Dues with in one year)	341.59	267.53
	630.39	503.20

Note (18)

Current Liabilities - Provisions

Particulars	As at 31 March,2023 (Rs in Lacs)	As at 31 March,2022 (Rs in Lacs)
Provisions		
Provision for Leave Encashment	2.74	2.92
Provision for Gratuity	2.63	3.65
	5.37	6.57

Note (19)

Revenue - Revenue from operations

Particulars	Year 2022-23 (Rs in Lacs)	Year 2021-22 (Rs in Lacs)
Revenue from operations (including excise duty)		
Sale of Steel Bars	42,241.36	44,746.07
Sale of Billets / Casting	4,842.97	3,500.11
Other operating revenues	1,151.32	1,137.96
	48,235.65	49,384.14

Note (20)

Revenue - Other income

Particulars	Year 2022-23 (Rs in Lacs)	Year 2021-22 (Rs in Lacs)
Other Income		
Interest received on deposits	4.95	4.39
Miscellaneous Receipts	23.18	4.13
	28.13	8.52



RATHI BARS LIMITED

Note (21)

Expenses - Cost of materials consumed

Particulars	Year	
	2022-23 (Rs in Lacs)	2021-22 (Rs in Lacs)
Cost of materials consumed		
a Ingots / Billets		
Opening stock	867.46	704.63
Add: Purchases	27,669.97	28,288.29
Less: Closing stock	87.56	867.46
Material Consumed	28,449.87	28,125.46

Note (22)

Expenses - Changes in inventories of finished goods, Work-in-progress and Stock-in-Trade

Particulars	Year	
	2022-23 (Rs in Lacs)	2021-22 (Rs in Lacs)
Changes in inventories		
a OPENING STOCK		
Finished goods	1,378.53	781.90
Scrap	94.41	54.83
	(i) 1,472.94	836.73
b CLOSING STOCK		
Finished goods	873.66	1,378.53
Scrap	103.33	94.41
	(ii) 976.99	1,472.94
c (Increase) / Decrease In stocks	(i - ii) 495.95	(636.21)

Note (23)

Expenses - Employee benefits expense

Particulars	Year	
	2022-23 (Rs in Lacs)	2021-22 (Rs in Lacs)
Employee benefits expense		
a contribution to provident fund and other funds	3.00	4.52
b Employees welfare	36.47	29.13
c Production contract Expenses	258.12	315.79
d Salaries, wages, bonus & other allowances	344.17	388.28
	641.76	737.72



RATHI BARS LIMITED

Note (24)

Expenses - Finance costs

Particulars	Year	
	2022-23 (Rs in Lacs)	2021-22 (Rs in Lacs)
Finance costs		
Interest on :		
Cash Credit	363.76	270.72
Term Loan	162.73	135.40
Others	0.04	0.24
Bank Charges	12.27	25.13
	538.80	431.49

Note (25)

Expenses - Other expenses

Particulars	Year	
	2022-23 (Rs in Lacs)	2021-22 (Rs in Lacs)
Other expenses		
Administrative charges	0.39	0.42
Advertisement & Selling Expenses	0.99	1.15
Auditor's fees	1.90	1.00
Corporate Social responsibility	5.23	0.23
Directors salary	33.80	66.00
Freight & cartage	19.53	26.34
General expenses	19.77	25.49
Generator Running Expenses	0.99	1.24
Insurance	12.53	17.25
Legal & professional charges	44.12	56.41
Listing Expenses	0.45	0.45
Postage expenses	0.47	0.38
Power and Fuel	667.01	1,008.40
Printing & stationery	2.11	2.67
Rates, taxes & fees	15.19	34.50
Rent	0.26	0.25
Repair and Maintenance:		
Plant & Machinery	15.55	25.80
Buildings	10.08	4.65
Others	5.70	15.38
Sales Promotion	19.60	19.89
Security service charges	7.51	7.68
Stores and Spares Consumed	65.71	76.95
Telephone expenses	1.77	2.41
Travelling & conveyance	26.43	51.79
Vehicles repair & maintenance	10.54	17.23
	987.63	1,463.96



**FORM NO. MGT-11
PROXY FORM**

**(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19 (3) of the Companies
(Management and Administration) Rules, 2014)**

Name of the Member(s):	
Registered Address:	
Email Id:	
Folio No/Client ID:	
DPID:	

I / We, being the member(s) of shares of the above-named Company, hereby appoint:

- (1) Name..... Address.....
 Email ID..... Signature..... or failing him/her
- (2) Name..... Address.....
 Email ID..... Signature..... or failing him/her
- (3) Name..... Address.....
 Email ID..... Signature.....

As my / our proxy to attend and vote (on a poll) for me /us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on Friday, 04th August, 2023 at 10:00 A.M. at A-24/8, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi-110044 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Business
Ordinary Business	
1.	Adoption of Standalone Financial Statements, Reports of Board of Directors and Auditors.
2.	Appointment of a director retiring by rotation.
3.	Appointment of Statutory Auditor.
Special Business	
4.	Appointment of Mr. Rajendra Prasad (DIN: 10057339) as an independent director.
5.	Re-appointment of Ms. Shikha Chakraborty (DIN: 08253713) as an Independent Director.
6.	Material related party transactions with Rathi Special Steels Limited
7.	Material related party transactions with Bhiwadi Iron Private Limited
8.	Ratification of Cost Auditors Remuneration.

Signed this day of _____ 2023

Signature of the Shareholder _____

Signature of Proxy _____

Affix Revenue
Stamp of Rs. 1/-

Note: This form of Proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint shareholders may obtain additional attendance slips on request. (Folio Nos., DPID*, ClientID* & Name of the Shareholder/Joint holders/Proxy in BLOCK LETTERS to be furnished below)

Shareholder/ Proxyholder	DPID*	Client ID*	Folio	No. of Shares held

I hereby record my presence at the 30th Annual General Meeting of the Company, to be held on Friday, 04th August, 2023 at 10:00 A.M. at A-24/8, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi-110044.

SIGNATURE OF THE SHAREHOLDER OR PROXY _____

NOTES:

- (1) Shareholders/ Proxy holders are requested to bring the Attendance Slip with them when they come to the Meeting and hand it over at the gate after affixing their signature on it.
- (2) Shareholders are requested to advice, indicating their Folio Nos. DPID*, Client ID*, the change in their address, If any, to the Registrar & Share Transfer Agents, at MAS Services Limited, T-34, Second Floor, Okhla Industrial Area, Phase II, New Delhi-110020.

*Applicable for investors holding shares in Electronic (Demat) Form.

**FORM NO. MGT-12
POLLING PAPER**

**(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration Rules, 2014)**

30th Annual General Meeting held on Friday, 04th August 2023

S. No	Particulars	Details
1.	Name of the First Named Shareholder/ Proxy Holder (IN BLOCK LETTERS)	
2.	Postal address	
3.	Registered Folio No./ DP & Client ID	
4.	Class of Shares	Equity Shares of Rs. 10/- each

I, hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution(s) in the following manner:

S. No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent to the resolution
Ordinary Business				
1.	To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended 31 st March, 2023 and the reports of the Board of Directors and Auditors thereon.			
2.	To re-appoint Mr. Uddhav Rathi (DIN: 06604905), Whole time Director cum CFO as Director, who retires by rotation, and being eligible, offers himself for reappointment.			
3.	Appointment of Statutory Auditor.			
Special Business				
4.	Appointment of Mr. Rajendra Prasad (DIN: 10057339) as an independent director and in this regard to consider and if thought fit, to pass, with or without modification(s), as an Special Resolution			
5.	Re-appointment of Ms. Shikha Chakraborty (DIN: 08253713) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), as an Ordinary Resolution			
6.	Material related party transactions with Rathi Special Steels Limited and in this regard to consider and if thought fit, to pass, with or without modification(s), as an Ordinary Resolution			

7.	Material related party transactions with Bhiwadi Iron Private Limited and in this regard to consider and if thought fit, to pass, with or without modification(s), as an Ordinary Resolution			
8.	Ratification of Cost Auditors Remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), as an Ordinary Resolution			

Place: New Delhi

Date:

Signature of Shareholder/Proxy_____

Notes:

1. Signature of shareholder/ Proxy should be as per specimen registered/ recorded with the R&TA / Depository.
2. Any cutting/overwriting on this polling paper should be signed by the shareholder/ proxy.
3. Shareholder/ proxy may exercise their votes either by putting “
4. ”or indicating number of shares in the appropriate column against the resolutions indicated in the box.
5. Number of shares held will be reckoned as per records of the Company as on July 28, 2023.
6. Where the Ballot Form has been signed by an authorized representatives of the body corporate/ Trust/ society etc., a certified copy of the relevant authorization/ Board resolution to vote should accompany the Ballot Form.
7. In case member(s) cast their vote both via e-voting and at AGM also then voting done through e-voting shall prevail.
8. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the form shall be final.

GOOGLE MAP AND LINK FOR AGM VENUE:

<https://www.google.com/maps/search/rathi+special+steels+limited/@28.466489,77.2292543,13z?entry=ttu>

