

Rathi Steel And Power Ltd.

CIN : L27109DL1971PLC005905

An ISO 9001:2015 & 14001:2015 Company

Works & Corporate Office

A-3 Industrial Area South of G.T. Road Ghaziabad 201009 India

Phone (0120) 2840346 to 51, 0120 4934034 Fax (0120) 2840352

Website www.rathisteelandpower.com Email info@rathisteelandpower.com

RSPL/SEC.DEPT/2024-25

Dated: 07-09-2024

To,
The Department of Corporate Affairs
The Bombay Stock Exchange Limited
Phiroze, Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

Reg.: Scrip Code 504903

Sub.: Regulation 34 of SEBI (LODR) Regulations, 2015
Submission of Annual Report for the financial year ending March 31, 2024

Dear Sir/Ma'am,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we are submitting herewith the Annual Report of the Company for the financial year ending March 31, 2024 along with the Notice of Annual General Meeting to be held on September 30, 2024.

You are requested to take note of the same on records.

Thanking you

For RATHI STEEL AND POWER LTD.

Prem Narain
Varshney
(Prem Narain Varshney)
Managing Director
DIN: 00012709

Digitally signed by
Prem Narain Varshney
Date: 2024.09.07
16:21:37 +05'30'

53rd
ANNUAL REPORT
2023 - 24

BOARD OF DIRECTORS	Shri Prem Narain Varshney (DIN: 00012709) – Managing Director Mr. Abhishek Verma (DIN 08104325), Non-Independent Director Smt Sangeeta Pandey (DIN 08213476), Independent Woman Director Smt Sonika Sharma (DIN <u>10192265</u>), Independent Woman Director Ms Surbhi Pareek (DIN <u>10231959</u>), Independent Woman Director
AUDITORS	M/s M. Lal & Co., Chartered Accountants III-A, 49 Nehru Nagar Ghaziabad (U.P.), Pin- 201001
LEGAL ADVISOR	Mr. Subhash Chawla, Advocate Chamber no.180, Western Wing, Tis Hazari Court, Delhi-110054
LENDERS	Kotak Mahindra Bank Limited
BANKERS	Kotak Mahindra bank Limited and Bank of Baroda
REGISTERED OFFICE	24/1 Block -A, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi - 110044 Ph: 011- 45058011 Web Site: http://www.rathisteelandpower.com
CORPORATE OFFICE	Industrial Area No. 1 A-3, South of GT Road Ghaziabad (U.P.) Pin- 201009 Ph: 0120-2840346-350 Fax: 0120-2840352-353
WORKS:	A-3 & C-4, south side of GT Road, Ghaziabad (U.P.) Pin- 201009 Ph: 0120-2840346-350 Fax: 0120-2840352-353
REGISTRAR & SHARE TRANSFER AGENT	Mas Services Limited T-34, Second Floor Okhla Industrial Area, Phase-II, New Delhi- 110020 Ph: 011-26387281-82-83 Fax:011-26387384 Email: info@masserv.com

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Notice

NOTICE is hereby given that the 53rd Annual General Meeting of the Members of Rathi Steel and Power Ltd. (CIN: L27109DL1971PLC005905) will be held on MONDAY , THE 30th DAY OF September 2024 at 1.00 PM to transact through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024, TOGETHER WITH REPORTS OF THE AUDITORS’ AND THE BOARD OF DIRECTORS THEREON.**

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolution:

“RESOLVED THAT the Standalone Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2024 and the Reports of the Auditors’ and the Board of Directors thereon, laid before the meeting, be and are hereby received, considered and adopted.”

- 2. RE-APPOINTMENT OF MR. ABHISHEK VERMA, (DIN: 08104325) DIRECTOR OF THE COMPANY, RETIRING BY ROTATION.**

To consider and, if thought fit, to pass the following resolutions as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Abhishek Verma (DIN: 08104325), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

SPECIAL BUSINESS:

- 3. TO APPROVE THE REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR ENDING MARCH 31, 2025:**

To consider and if thought fit, to pass the following resolution as Special Resolution:

“RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, as amended from time to time, the Company hereby ratifies the remuneration of Rs.50,000/- (Rupees Fifty Thousand) plus out-of-pocket expenses payable to M/s R. M. Bansal & Co., Cost Accountants, Cost Accountants (Firm's Registration No. 000022) who have been appointed by the Board of Directors as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company, for the Financial Year ending 31 March, 2025.”

- 4. ALTERATION IN THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

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

- (i) To cancel & reclassify the unissued 3,47,88,601 (Three Crores Forty-Seven lacs Eighty Eight Thousand six hundred and one) Preference Shares (“PS”) having face value of Rs. 10/- (Rupees Ten only) each, aggregating to Rs. 34,78,86,010/- (Rupees Thirty Four Crores Seventy Eight Lacs Eighty Six Thousand and Ten Only) into 3,47,88,601 (Three Crores Forty Seven lacs Eighty Eight Thousand six hundred and one) Equity Shares having face value of Rs. 10/- (Rupees Ten only) each, aggregating to Rs. 34,78,86,010/- (Rupees Thirty-Four Crores Seventy Eight Lacs Eighty Six Thousand and Ten Only)**

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

“The authorized share capital of the Company is Rs. 1,31,64,81,470/- (Rupees One Hundred Thirty-One Crores Sixty-Four Lakhs Eighty-One Thousand Four Hundred and Seventy only) divided into 12,12,40,000 (Twelve Crores Twelve Lacs and Forty Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 1,21,24,00,000 (Rupees One Hundred and Twenty One Crores Twenty Four Lacs only) and 1,04,08,147 (One Crores Four Lacs Eight Thousand one hundred and Forty

Seven Only) Preference Shares of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 10,40,81,470/- (Rupees Ten Crores Forty Lacs Eighty-One Thousand Four Hundred and seventy only).”

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

By Order of the Board
For Rathi Steel And Power Ltd

Sd/-
Prem Narain Varshney
(Managing Director)
DIN: 00012709

Date:04-09-2024

Place: Delhi

NOTES:

1. Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022 respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars') and Circular Nos. SEBI/HO/CFD/ CMD1/CIR/ P/2020/79 , SEBI/HO/CFD/CMD2/ CIR/P/2021/11 and SEBI/HODDHS/P/CIR/2022/0063 dated May 12, 2020, January 15, 2021 and May 13,2022, respectively issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars'), holding of the Annual General Meeting ('AGM') through VC/OAVM, without the physical presence of the Members, is permitted. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Listing Regulations'), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/ OAVM which does not require physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act, will not be available for the AGM and, hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The Board of Directors has appointed Mr. Sameer Kishore Bhatnagar (Practicing Company Secretary) holding membership of Institute of Company Secretaries of India (M. No. 30997 and CoP No. 13115), as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
3. Corporate/Institutional members (i.e. other than individuals, HUF, NRI, etc) are required to send scanned copy of its Board or governing body resolution/authorization etc., authorizing its representative to attend AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization be sent to the Scrutinizer by email through its registered email address to csskbhatnagar@gmail.com with a copy marked to evoting@nsdl.co.in
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Members can login and join the AGM 30 minutes prior to the scheduled time to start the AGM and the window for joining shall be kept open till the expiry of 15 minutes after the scheduled time to start the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members, on first-come-first-served basis. However, the participation of large members (members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Auditors can attend the AGM without restriction of first-come-first served basis. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the aforesaid MCA and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
8. For ease of conduct, members who would like to ask questions/express their views on the items of the business to be transacted at the meeting can send in their questions/ comments in advance mentioning their name, demat account number/

folio number, email id, mobile number at investors@rathisteelandpower.com. The same will be replied by the Company suitably. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

9. The Company is not declaring any dividend for year ending 31st March 2024.
10. In accordance with SEBI LODR (Listing Obligations and Disclosure Requirements) (4th amendment) Regulations, 2018 notified on June 07, 2018 and further notification dated 30/11/2018 any request for physical transfer of shares shall not be processed w.e.f. April 01, 2019

Further, in compliance with SEBI vide its circular SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only:-

- i. Issue of duplicate share certificate
- ii. Claim from unclaimed suspense account
- iii. Renewal/Exchange of securities certificate
- iv. Endorsement
- v. Sub-division / splitting of securities certificate
- vi. Consolidation of securities certificates/folios
- vii. Transmission
- viii. Transposition

For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the company as well as on the website of MAS Services Ltd, Registrar and share transfer agent (RTA) The aforementioned form shall be furnished in hard copy form.

Members holding shares in physical form are requested to dematerialize their holdings at the earliest.

11. The Securities and Exchange Board of India ('SEBI') vide its circular dated November 03, 2021 read with circular dated December 14, 2021 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC (complete address with pin-code, bank detail with MICR-CODE & IFS CODE, Email-ID, Mobile Number) and Nomination details to the Registrar and Transfer Agent ('RTA') of the Company. Effective from 1st January 2022. Registrar will not process, any service requests or complaints received from the member until unless above KYC and nomination will not be completed by shareholder and such shareholders holding will be fridge by RTA on or after 1st April 2023.

The shareholders holding shares in physical form are requested to note that in case of failure to provide required documents and details as per aforesaid SEBI circular, all folios of such shareholders shall be frozen on or after April 01, 2023 by the RTA. In view of the above, shareholders of the Company holding securities in physical form are requested to provide following documents/details to RTA:

- i. PAN; (using ISR-1)
- ii. Nomination in Form No.SH-13 or submit declaration to 'Opt-out' in Form ISR-3;
- iii. Contact details including Postal address with PIN code, Mobile Number, E-mail address;
- iv. Bank Account details including Bank name and branch, Bank account number, IFS code;
- v. Specimen signature. (using ISR-2)

Any cancellation or change in nomination shall be provided in Form No.SH-14

All of above required documents/details to be sent at the address of registered office of the RTA. The shareholders can download the forms mentioned in SEBI circular from the website of the Company or RTA website i.e www.masserv.com.

12. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report 2023- 24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice calling AGM alongwith the explanatory statement and Annual Report 2023-24 are available on the website of the Company at www.rathisteelandpower.com and on the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com (the Authorised agency for providing voting through electronic means and AGM through VC/OAVM). Company's web-link on the above will also be provided in advertisement being published in the pioneer (English edition) and the pioneer (Hindi edition).
13. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company Secretary or Mas Services Limited, Company's Registrar and Share Transfer Agents ("RTA") (Tel. No. 011 26387281/82/83) for assistance in this regard.

14. Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants (“DP”) in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.
15. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form and to the Company/RTA if the shares are held by them in physical form.
16. For receiving all future correspondence (including Annual Report) from the Company electronically–

In case you have not registered your email ID with the Company/ Depository, please follow below instructions to register your email ID for obtaining Annual Report for FY 2023-2024 and login details for e-voting.

Physical Holding

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

Demat Holding

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

17. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Further, those members who have not registered their e-mail addresses and mobile nos. and in consequence could not be served the Notice of the AGM and Annual Report may temporarily get themselves registered with RTA by emailing for obtaining the same. Members are requested to support our commitment to environmental protection by choosing to receive the Company’s communications through e-mail going forward.

Members may note that the Notice and Annual Report 2023-24 will also be available on the Company’s website **www.rathisteelandpower.com**, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of NSDL <https://www.evoting.nsdl.com>.

18. In case a person has become a member of the Company after dispatch of the AGM Notice, but on or before the cut-off date for e-voting i.e. Monday, September 23, 2024, such person may obtain the User ID and Password from RTA by e-mail request on **investor@masserv.com**
19. With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
20. 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.
21. Shareholders of the Company are informed that pursuant to the provisions of the Act and the relevant rules the amount of dividend which remains unpaid/unclaimed for a period of 7 years is transferred to the ‘Investor Education & Protection Fund (IEPF)’ constituted by the Central Govt. Accordingly the amount of dividend which remained unpaid/unclaimed for a period of 7 years i.e., for the year upto 2016-17 has already been transferred to IEPF.

Further, pursuant to the provisions of Section 124(6) of the Act read with the relevant Rules made thereunder, shares on which dividend has not been paid or claimed for seven (7) consecutive years or more shall be transferred to the IEPF as notified by the Ministry of Corporate Affairs.

The Members whose dividend/shares are transferred to the IEPF may claim the dividend/shares by making an application to the IEPF by following the procedure as detailed in the IEPF Rules and as enumerated on the website of IEPF at <http://www.iepf.gov.in/IEPF/refund.html>.

22. In terms of SEBI Circular dated 09/12/2020, the depository shall send SMS/email alerts regarding the details of the upcoming AGM to the demat holders atleast 2 days prior to the date of commencement of e-voting. Hence members are requested to update the mobile no./email ID with their respective depository participants.
23. SEBI has made it mandatory for all Companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/ Real Time Gross Settlement (RTGS) / Direct Credit /

NEFT etc. In the absence of ECS facilities, the Company will print the bank account details if available, on the payment instrument for distribution of dividend.

In order to receive the dividend without loss of time, the Members holding shares in physical form are requested to submit particulars of their bank accounts along with the original cancelled cheque bearing the name of the Member to the RTA, MAS Services Limited/Company to update their bank account details and all the eligible shareholders holding shares in demat mode are requested to update with their respective DPs, their correct Bank Account Number, including 9 Digit MICR Code and 11 digit IFSC Code, e-mail ID and Mobile No(s).

Members holding shares in physical form may communicate these details to the RTA viz. MAS Services Limited having address at RTA i.e. **MAS Services Limited, having address at T-34 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi 110020**, by quoting the reference folio number and attaching photocopy of the cheque leaf of their active bank account and a self-attested copy of their Permanent Account Number ('PAN') card.

This will facilitate the remittance of the dividend amount as directed by SEBI in the bank account electronically. Updation of e-mail IDs and Mobile No(s) will enable the Company in sending communication relating to credit of dividend, un-encashed dividend, etc.

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

24. Pursuant to Finance Act, 2020, dividend income will be taxable at the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to members at prescribed rates. For the prescribed rates for various categories the members are requested to refer to the Finance Act, 2020 and amendments thereto. The members are requested to update their PAN with Registrar and Transfer Agents (in case of shares held in physical mode) and depository participants (in case shares held in demat mode). However, no tax shall be deducted on the dividend payable to a resident individual shareholder if the total dividend to be received during FY 23-24 does not exceed Rs.5,000/-.

A resident individual shareholder with PAN who is not liable to pay income tax submit a yearly declaration in Form 15G/15H, to avail the benefit of non-deduction of tax at Company's RTA at investor@masserv.com. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

25. 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 meeting.
26. Instructions for e-voting and joining the AGM are as follows:
In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the SEBI Listing Regulations, the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice 53rd Annual General Meeting (AGM) through electronic voting system, to members holding shares as on Monday, September 23, 2024 (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by NSDL or to vote at the e-AGM.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Friday, September 27, 2024 at 9:00 A.M. and ends on Sunday, September 29, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday September 23, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday September 23, 2024.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDEAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csskhatnagar@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Amit Vishal at evoting@nsdl.co.in

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

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

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

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

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

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

General Instructions

- i. 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.
- ii. Mr. Sameer Kishore Bhatnagar (Practicing Company Secretary) holding membership of Institute of Company Secretaries of India (M. No. 30997 and CoP No. 13115) has been appointed for 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.
- iii. 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, for all those members who are present VC / OAVM at the AGM but have not cast their votes by availing the remote e-voting facility.
- iv. 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 three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.rathisteelandpower.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited.

ANNEXURE TO THE NOTICE:

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

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 3

Based on the recommendation of the Audit Committee, the Board in its meeting appointed Messrs R. M. Bansal & Co., Cost Accountants, to conduct the audit of the steel manufacturing and power generation business for the financial year 2023-24 at fee of Rs. 50,000/- plus out of pocket expenses.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be approved by the Members of the Company.

Accordingly, the Members are requested to approve the remuneration payable to the Cost Auditors as set out in the Resolution at item No 3 of the convening Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives is in any way concerned or interested in the said Resolution.

Item No. 4

Presently, the Authorized share Capital of the Company is Rs. 1,31,64,81,470/- (Rupees One Hundred Thirty-One Crores Sixty-Four Lakhs Eighty-One Thousand Four Hundred and Seventy only) divided into 8,64,51,399 (Eight Crores Sixty-Four Lakhs Fifty-One Thousand Three Hundred and Ninety-Nine only) Equity Shares of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 86,45,13,990 (Rupees Eighty-Six Crores Forty-Five Lakhs Thirteen Thousand Nine Hundred and Ninety only) and 4,51,96,748 (Four Crores Fifty-One Lakhs Ninety- Six Thousand Seven Hundred and Forty- Eight only) Preference Shares of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 45,19,67,480/- (Rupees Forty-Five Crores Nineteen Lakhs Sixty- Seven Thousand Four Hundred and Eighty only).

Company proposes to cancel & reclassify the unissued 3,47,88,601 (Three Crores Forty Seven lacs Eighty Eight Thousand six hundred and one) Preference Shares ("PS") having face value of Rs. 10/- (Rupees Ten only) each, aggregating to Rs. 34,78,86,010/- (Rupees Thirty Four Crores Seventy Eight Lacs Eighty Six Thousand and Ten Only) into 3,47,88,601 (Three Crores Forty Seven lacs Eighty Eight Thousand six hundred and one) Equity Shares having face value of Rs. 10/- (Rupees Ten only) each, aggregating to Rs. 34,78,86,010/- (Rupees Thirty Four Crores Seventy Eight Lacs Eighty Six Thousand and Ten Only)

Consequent upon alteration / reclassification, the proposed authorized capital structure will be as under:

The authorized share capital of the Company is Rs. 1,31,64,81,470/- (Rupees One Hundred Thirty-One Crores Sixty-Four Lakhs Eighty-One Thousand Four Hundred and Seventy only) divided into 12,12,40,000 (Twelve Crores Twelve Lacs and Forty Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 1,21,24,00,000 (Rupees One Hundred and Twenty One Crores Twenty Four Lacs only) and 1,04,08,147 (One Crores Four Lacs Eight Thousand one hundred and Forty Seven Only) Preference Shares of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 10,40,81,470/- (Rupees Ten Crores Forty Lacs Eighty One Thousand Four Hundred and seventy only).

The provisions of the Act require the Company to seek approval of the members for alteration of the Capital Clause of the Memorandum of Association; accordingly, the Board of Directors recommends the resolution set forth in Item No. 1 for the approval of the members of the Company by way of an Ordinary Resolution.

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

The Company hereby requests the members to pass the resolution. None of the Directors of the Company are interested in the resolution other than as the shareholder of the Company.

By Order of the Board
For Rath Steel And Power Ltd

Sd/-
Prem Narain Varshney
Managing Director
DIN: 00012709

Date : 04-09-2024

Place: New Delhi

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

CIN: L27109DL1971PLC005905

Phone : 011- 45058011

Email : investors@rathisteelandpower.com **Website :** www.rathisteelandpower.com

BOARD'S REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 53rd Annual Report together with the Audited Statement of Accounts of Rathi Steel & Power Limited for the year ended 31st March, 2024.

1. FINANCIAL RESULTS:

PARTICULARS	CURRENT YEAR (RS. IN LACS)	PREVIOUS YEAR (RS. IN LACS)
Total Revenue	49628.32	72756.98
EBITDA (before Exceptional / Extraordinary Items)	2424.91	3268.17
Interest / Finance Charges	1173.57	1210.31
Depreciation	874.29	832.52
Exceptional / Extraordinary Items	1983.65	7521.82
Profit Before Tax(PBT)	2360.70	8747.17
Tax adjusted for earlier year(s)	7.30	24.89
Profit after Tax (PAT)	2353.40	8722.28
Dividend	NIL	NIL

2. OPERATIONAL REVIEW:

During the year under review, the Company has achieved total revenue of Rs. 49,628.32 Lacs as against previous year of Rs. 72,7546.98 Lacs. Company has achieved EBIDTA of Rs. 2,424.91 Lacs as against previous year of Rs. 3,268.17 Lacs. Company expects to do better if there is an improvement in overall industrial scenario.

3. SHARE CAPITAL AND PREFERENTIAL ISSUE

A. Increase and Alteration in Authorised Share Capital Structure

The Company in the financial year 2023-24 increased and alter the capital structure of the Company. After increase and alteration, the Capital Structure of the Company is Rs. 1,31,64,81,470/- (Rupees One Hundred Thirty-One Crores Sixty-Four Lakhs Eighty-One Thousand Four Hundred and Seventy only) divided into 8,64,51,399 (Eight Crores Sixty-Four Lakhs Fifty-One Thousand Three Hundred and Ninety-Nine only) Equity Shares of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 86,45,13,990 (Rupees Eighty-Six Crores Forty-Five Lakhs Thirteen Thousand Nine Hundred and Ninety only) and 4,51,96,748 (Four Crores Fifty-One Lakhs Ninety- Six Thousand Seven Hundred and Forty- Eight only) Preference Shares of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 45,19,67,480/- (Rupees Forty-Five Crores Nineteen Lakhs Sixty- Seven Thousand Four Hundred and Eighty only).

B. Preferential Issue to Non-Promoter Category

During the year under review, the Company has approved the issue and allotment of 3,55,70,522 (Three Crores Fifty-Five Lakh Seventy Thousand Five Hundred and Twenty-Two Only) equity shares of the Company of face value of Rs. 10/- each at a price of ₹ 32.25 (Rupees Thirty-Two and Paise Twenty-Five Only) each, to certain entities/persons, who are not forming part of the Promoter/Promoter Group of the Company on preferential basis, subject to receipt of necessary approvals, including that of shareholders, as per the EOGM Notice dated February 06, 2024. Subsequently, the approval of the members by way of a Special Resolution was obtained at an Extra-Ordinary General Meeting of the Company held on 10th February 2024 and upon receipt of in-principal approval of the Stock Exchanges, for issue of equity shares on Preferential Basis, the Share Allotment Committee of the Board, in its meeting held on February 22, 2024, has allotted 3,55,70,522 (Three Crores Fifty-Five Lakh Seventy Thousand Five Hundred and Twenty-Two Only) equity shares of the Company of face value of Rs. 10/- each at issue price of ₹ 32.25 (Rupees Thirty-Two and Paise Twenty-Five Only) each on preferential basis.

C. Variation of rights / extension of tenure of redeemable preference shares 'RPS' and issuance of Optionally Convertible Redeemable Preference shares 'OCRPS'

- The redemption period of 88,94,000 (Eighty-Eight Lakhs Ninty-Four Thousand) RPS Type 1 be and hereby extended from March 31, 2024 to March 31, 2034. These preference shares are not cumulative and carry coupon rate of 1%. These shares are redeemable at a redemption premium of Rs. 20/- each.
- 2,37,36,000 (Two Crore Thirty-Seven Lakhs Thirty-Six Thousand) RPS Type 1 of the Face Value of Rs 10/- each, along with the redemption premium of Rs 10/- each, is converted into 2,37,36,000 (Two Crore Thirty-Seven Lakhs Thirty-Six Thousand) 1% Optionally Convertible Redeemable Preference Shares ("OCRPS") at face value of Rs. 10/- each along with the redemption premium of Rs 10/- each, which was subsequently converted into 86,31,271 Equity Shares of the Face Value of Rs 10/- each at a Conversion Price of Rs.55/- (Rupees Fifty-Five Only) each (including a Premium of Rs 45/-each). The above equity shares shall rank pari-pasu with existing shares
- 1,25,66,748 (One Crore Twenty-Five Lakhs Sixty-Six Thousands Seven Hundred and Forty Eight) 1% Redeemable Preference Shares ("RPS Type 2") of a face value of Rs. 10/- each, issued at a Premium of Rs 15/-,

along with the redemption premium of Rs 25/- each, allotted on March 31, 2015, is converted into 1,25,66,748 (One Crore Twenty Five Lakhs Sixty-Six Thousands Seven Hundred and Forty Eight) 1% Optionally Convertible Redeemable Preference Shares (“OCRPS”) at face value of Rs. 10/- issued at a premium of Rs 15/-, along with the adjusted redemption premium of Rs 22.50 each. Out of the above, OCRPS holders, holding 1,10,61,483 1% OCRPS have exercised the option and converted OCRPS into 95,53,099 Equity shares of the Face Value of Rs 10/- each at a Conversion Price of Rs.55/- (Rupees Fifty-Five Only) each (including a Premium of Rs 45/-each). The above equity shares shall rank pari-pasu with existing shares

D. Present Paid up capital of Company

Paid up Share capital of the company as on March 31, 2023 is divided into 8,50,63,003 Equity shares of Rs. 10/- each aggregating to Rs. 85,06,30,030/-, 88,94,000 1% Redeemable preference shares of Rs. 10/- each aggregating to Rs. 8,89,40,000/- and 15,05,265 1% OCRPS of Rs. 10/- each aggregating to Rs. 1,50,52,650/-

E. Listing of fresh shares issued / allotted fresh equity shares

During the year company issued and allotted 5,37,54,892 equity shares of face value of Rs. 10/- each (1,81,84,370 equity shares issued on preferential basis to non-promoters and 3,55,70,522 equity shares allotted by the way of conversion of OCRPS into equity shares at the option of OCRPS Holders) of face value of Rs. 10/- each, which got listing approval from Bombay Stock Exchange on dated 02-04-2024 vide their letter reference number LOD/PREF/TT/FIP/10/2024-25 dated 02-04-2024

4. DETAILS OF UTILIZATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT AND CONVERSION OF OCRPS INTO EQUITY SHARES AS SPECIFIED UNDER 32 (7A) OF THE LISTING REGULATION

During the year under review, the funds raised through preferential allotment of equity shares upon variation of terms of existing redeemable preference shares and preferential allotment of equity shares to non-promoters have been utilized as per the objects / purpose of the preferential allotment as stated in the Explanatory statement of the Notice of EOGM dated 10th February 2024 of the Company and there was no deviation in the utilization of proceeds. The details of amount raised and utilization of proceeds are as under:

S.N.	Item Head	Amount Raised [Rs. Crore]	Amount Utilized [Rs. Crore]
1	Payment of Outstanding Liabilities including Debt	44.00	44.00
2	Capital Expenditure	9.20	4.84
3	Working Capital purpose	61.51	61.51
4	Conversion of RPS into OCRPS & consequently into Equity Shares	107.16	107.16
	TOTAL	221.878	217.515

** The unutilized amount has been kept in a separate Bank Account.*

5. DIVIDEND

Company is ploughing back its profit for smooth operations of the Company, so no dividend has been recommended.

6. ISO CERTIFICATION

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

7. INSURANCE

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

8. ECONOMIC SCENARIO AND OUTLOOK

Strong economic growth in the first quarter of FY23 helped India overcome the UK to become the fifth-largest economy after it recovered from the COVID-19 pandemic shock. India's gross domestic product (GDP) at current prices in the second quarter (Q2) of 2023-24 was estimated to be Rs. 71.66 trillion (US\$ 861.2 billion), as against Rs. 65.67 trillion (US\$ 789.2 billion) in Q2 of 2022-23, showing a growth rate of 9.1%. Strong domestic demand for consumption and investment, along with Government's continued emphasis on capital expenditure are seen as among the key driver of the GDP in the first half of FY24. In 2023-24 (April-December), India's service exports stood at US\$ 247.92 billion. Furthermore, India's overall exports (services and merchandise) in 2023-24 (April-December) were estimated at US\$ 565.04 billion. Rising employment and substantially increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalisation of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth

multipliers. The contract-based services sector has largely demonstrated promise to boost growth by unleashing the pent-up demand. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the beginnings of a comeback.

Clearly, despite three years of global macroeconomic headwinds — including a pandemic that severely impaired businesses and conflicts in Europe and West Asia – India is looking at robust gross domestic product (GDP) growth. Global companies are hopeful about the future, too, though – unlike their visibly upbeat India counterparts – they are still somewhat cautious in their predictions for the year. As per an industry survey, 86% of India CEOs said they believed the economy would improve in their own territory – as against 44% of global CEOs who believed this about their respective territories.

INDIA STEEL INDUSTRY

Steel Production

- In FY24 (until November 2023), the production of crude steel and finished steel stood at 94.01 MT and 88.81 MT respectively.
- In 2022, India produced about 124.5 MT of crude steel, while finished steel production stood at 117.6 MT. This increased to 125.32 MT and 121.29 MT, respectively in FY23. In November 2023 alone, crude steel production in India stood at 11.76 MT while finished steel production stood at 11.02 MT.
- Steel Authority of India Limited (SAIL) achieved the best-ever annual production during the financial year 2022-23. The company recorded 18.289 million tonnes (MT) of crude steel production with a growth of 5.3% over the previous best
- In FY22, SAIL's crude steel production stood at 17.36 MT and saleable steel production was 16.9 MT. Moreover, the Company's capacity increased to 142.29 million tonnes (MT) in FY20, and the figure is anticipated to rise to 300 MT by 2030-31.

OUTLOOK:

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

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

Rathi steel and Power Limited is well-positioned to leverage the positive growth opportunities in the steel industry. With its established reputation for exceptional product quality and customer-centric approach, the company is well-equipped for the near to medium-term future. Rathi steel's expanding product line, which includes stainless steel reinforcement bars, S.S. wires, Pickled and/ or annealed Bars and Rods (These projects are in still in planning stage) demonstrates the company's commitment to addressing the diversified needs of its customers. By collaborating with recognized downstream stainless steel manufacturers such as Bansal, KEI, Supron and a large number of recognize dealers / distributors among others, the company ensures access to well-established brands which are leaders in their segments.

The company plans to expand its portfolio with Bright Bars/Wires and a range of Stainless Steel products to gain a competitive advantage in the market.

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

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

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

9. REVIVAL /SETTLEMENT/RESTRUCTURING WITH LENDERS

In the FY 2023-24, post restructuring / One time settlement of secured debts, Company has met its obligations and has become a Debt Free Company as on 31st March 2024.

10. MATERIAL CHANGES AND FINANCIAL COMMITMENTS.

Apart from the information provided/disclosures made elsewhere in the Directors' Report including Annexures thereof, there are no material changes and commitments affecting the financial position of the Company, which occurred between the end of the financial year of the Company i.e. 31st March, 2024 to which this financial statement relates and till date of this Report.

11. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Full particulars of the loans given, guarantees extended or securities provided and the investments made by the Company, if any, in various bodies corporate in terms of the provisions of Section 186 of the Companies Act, 2013 and the rules framed thereunder have been adequately described in the notes to Financial Statements. The same are in consonance the provisions of the aforesaid section.

12. CORPORATE SOCIAL RESPONSIBILITY

Even though the provisions of Companies Act, 2013 regarding Corporate Social Responsibility are not attracted to the company yet the Company has been, over the years, pursuing as part of its corporate philosophy, an unwritten CSR policy voluntarily which goes much beyond mere philanthropic gestures and integrates interest, welfare and aspirations of the community with those of the Company itself in an environment of partnership for inclusive development.

13. RISK MANAGEMENT POLICY

Risk management policy of the Company promotes a proactive approach in reporting, evaluating and mitigating risks associated with the business. Mechanisms for identification and prioritization of risks include business risk environment scanning and focused discussions in the Risk Management Group (at Senior Management Level).

14. INTERNAL FINANCIAL CONTROLS

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

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

Company has appointed M/s Y.P. Arya & Company, Chartered Accountants having FRN 008298N as internal auditor of the Company for the financial year 2023-24.

In the opinion of the Board, your Company has in place an adequate system of internal control commensurate with its size and nature of business. The system maintained the company provides a reasonable assurance in respect of providing financial and operational information, complying with applicable statutes, safeguarding of assets of the Company, and ensuring compliance with corporate policies. The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and are also apprised of the internal audit findings and corrective actions. The Audit Committee suggests improvements in the performance of internal audit function and ensures the necessary checks and balances that may need to be built into the control system.

M/s M. Lal and Company, the statutory auditors of the Company have audited the financial statements included in this annual report and have issued a report on the Company's Internal Control over financial reporting (as defined in section 143 of the Companies Act, 2013

15. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has adopted a Whistleblower Policy and Vigil Mechanism to provide a formal mechanism to the Directors, employees and its stakeholders to report their concerns about unethical behavior, actual or suspected fraud or violation of the

Company's Code of Conduct or Ethics Policy. Protected disclosures can be made by a whistleblower through several channels. The policy provides for adequate safeguards against victimisation of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company have been denied access to the Audit Committee.

16. RELATED PARTY TRANSACTIONS

There were no contracts or arrangements entered into by the company in accordance with provisions of section 188 of the Companies Act, 2013. However, there were no material related party transactions in pursuance of regulation 23 of SEBI (LODR) regulations, 2015.

There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

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

17. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Directors

Appointment/Re-appointment

There was two new appointment during the Financial year 2023-24. Ms. Sonika Sharma (DIN 10192265) and Ms. Surbhi Pareek (DIN 10231959) joined the Board as Non-Executive Independent Directors w.e.f. 10.07.2023.

Moreover, Mr. Abhishek Verma whose term of 5 years expires as Independent Director has been re-designated as Non-independent Director of the Audit Committee of the Company on 16-05-2023.

Independent Directors

The Independent Directors hold office for a fixed term of five years and are not liable to retire by rotation in terms of Section 149(13) the Act. In accordance with Section 149(7) of the Act, each Independent Director has given a written declaration to the Company confirming that he/she meets the criteria of independence as mentioned under Section 149(6) of the Act and the Listing Regulations. Details of Familiarisation programme for Independent Director is provided separately in the Corporate Governance Report.

Key Managerial Personnel (KMP)

Mr. P. N. Vershney (Managing Director), Mr Rakesh Kumar (CFO) and Mrs. Shobhita Singh (Company Secretary) are the other KMP as per the definition under Section 2(51) and Section 203 of the Act.

BOARD EVALUATION

Pursuant to the provisions of the Act and the corporate governance requirements prescribed under the Listing Regulations, the Board has carried out the annual performance evaluation of its own performance, and that of its Committees and Individual Directors.

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

The Board and the NRC 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.

In a separate meeting of Independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the Board Meeting that followed the meeting of the Independent Directors, at which the feedback received from the Directors on the performance of the Board, its Committees and Individual directors were also discussed.

18. DIRECTORS' RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory, cost and secretarial auditors and external consultant(s), including audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the FY 2023-24.

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

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

19. MANAGEMENT DISCUSSION & ANALYSIS AND CORPORATE GOVERNANCE REPORTS

Pursuant to Regulation 34 of SEBI (LODR) Regulation, 2015, the Management Discussion and Analysis and the Corporate Governance Report are presented in a separate section forming part of the Annual Report.

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

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

21. AUDITORS

I. Statutory Auditors and their report:

M/s M. Lal & Company, Chartered Accountants, were appointed as Statutory Auditors of the Company for a period of 5 years to hold office i.e., till the conclusion of Annual General Meeting to be held in year 2027. As required by the provisions of the Companies Act, 2013 their appointment should be ratified by members each year at the AGM. Accordingly, requisite forms part of the notice convening the AGM.

Further, the report of the Statutory Auditors along with notes to Schedules is enclosed to this Report. The observations made in the Auditors' Report are self-explanatory and therefore do not call for any further comments.

II. Cost Auditors and Cost Audit report:

In view of the provisions of Section 148 and all other applicable provisions of the Act read with the Companies (Audit and Auditors) Rules, 2014, M/s R. M. Bansal & Co., Cost Accountants have been appointed as Cost Auditors to conduct the audit of cost records of your Company for the FY 2024-25. The remuneration proposed to be paid to them requires ratification of the shareholders of the Company. In view of this, your ratification for payment of remuneration to Cost Auditors is being sought at the ensuing AGM. The Company is properly maintaining the records for the purpose of Cost Audit as per the provisions of the Companies Act, 2013.

III. Secretarial Audit

In terms of Section 204 of the Act and Rules made there under, M/s. Sameer Bhatnagar & Company, Practicing Company Secretaries have been appointed as Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed as **Annexure-2** to this Report. The report is self-explanatory and do not call for any further comments.

IV. Internal Auditors

There was no change in the Internal Auditor of the Company during the Financial Year ending March 31, 2024. Internal Auditors has performed their duties and their report is reviewed by the audit committee from time to time. Company has appointed M/s Y.P. Arya and Company, Chartered Accountants (FRN 008298 N) as Internal Auditors for the Financial Year 2024-25.

22. DISCLOSURES

i. Details of Board meetings

During the year, 13 (Thirteen) Board meetings were held and the details of which are provided in the Corporate Governance Report.

ii. Composition of Audit Committee:

The Audit Committee comprises 3 (three) Members out of which two are Independent Directors. During the year, 6 (Six) Audit Committee meetings were held and the details of which are provided in the Corporate Governance Report.

iii. Listing Regulations

The Securities and Exchange Board of India (SEBI) has, by its notification dated 2nd September, 2015, issued the (Listing Obligations and Disclosure Requirements) Regulations, 2015 with an aim to consolidate and streamline the provisions of the Listing Regulations for different segments of capital markets to ensure better enforceability. The Regulations became effective from 1st December, 2015 and have replaced the Listing Agreements. Accordingly, all listed entities were required to enter into the Listing Agreement within 6 (six) months from the effective date. The Company has entered into Listing Agreement with BSE Limited. Pursuant to the Listing Regulations, the following policies were approved and adopted by the Board:

- (i) Policy on determination of Materiality for disclosures of events or information.
- (ii) Policy for preservation of documents, to classify documents in two categories, viz. documents which need to be preserved permanently and documents which need to be preserved for not less than 8 years after completion of the relevant transactions.
- (iii) Archival Policy, to determine the period, for which information is required to be disclosed on the Company's website. Policy on Materiality and Archival Policy are also available on the website of the Company under 'Investor Relations' section.

iv. Particulars of Employees

The information required pursuant to Section 197 read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is as follows:

The company has One Executive Director and no sitting fees have been paid to any director during the year. Details enclosed as **Annexure-4** to this Report

23. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

A detailed note on ongoing litigations/court orders has been provided in the notes to account.

24. EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3) of the Act and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, extract of annual return in Form MGT 9 is enclosed as **Annexure -3** to this Report.

25. GREEN INITIATIVE

The Company has implemented the "Green Initiative" to enable electronic delivery of notice/documents/annual reports to shareholders. The Annual Report for the FY 2023-24 and Notice of the 53rd Annual General Meeting are being sent to all members electronically, whose e-mail addresses are registered with the Company/Depository Participant(s).

The e-voting facility is being provided to the members to enable them to cast their votes electronically on all resolutions set forth in the notice, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014. The instructions for e-voting are provided in the notice of this 53rd AGM. Further, Company has also added E-vehicles in its fleet and started procuring Green Power through Open access as per its green initiative.

26. ACKNOWLEDGEMENTS

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

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

27. CAUTIONARY STATEMENT

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

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

For and on behalf of the Board of Directors

New Delhi
04-09-2024

Sd/-
Shobhita Singh
Company Secretary

Sd/-
Prem Narain Varshney
Managing Director
DIN: 00012709

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE CODE OF CONDUCT

This is to confirm that the Company has adopted the Code of Conduct for its employees including the Managing Director and the Whole-time Directors. In addition, the Company has adopted the Code of Conduct for the Non-Executive Directors. Both these Codes are available on the Company's website.

I confirm that the Company has in respect of the Financial Year ended March 31st, 2024, received from the Senior Management Team of the Company and the Members of the Board, a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means the Members of the Management one level below the Managing Director as on March 31st, 2024.

New Delhi
04-09-2024

Sd/-
Prem Narain Varshney
Managing Director
DIN: 00012709

ANNEXURE TO THE DIRECTORS' REPORT:

ANNEXURE 1

I. CONVERSATION OF ENERGY

(I)	Energy Conservation & Measure Taken and Utilizing Alternate Sources of Energy	The Company has taken all its possible measures to conserve energy. As an ongoing process, the following measures are undertaken: <ul style="list-style-type: none">➤ Hot Rolling of Steel Billets into the rolled products to reduce the fuel required for reheating.➤ Use of Green Power (Generated through renewable sources viz wind, solar or Hydro) thereby lesser dependency upon the conventional fossil fuel for power generation.➤ Conventional Bulbs and Tube Lights of Plants and Corporate Office Areas are replaced with LED Bulbs and LED Tube Lights.➤ Shutting of all the lights when not in use and use of LED lights.➤ Installation of RO for recycle of water.➤ Use of smart wireless controller in AC for reducing power consumption and Training front end operational personnel on opportunities of energy conservation.➤ Use of Electric Vehicles also reduces the consumption of Liquid Fuel (Petrol).
(II)	The capital investment on energy conservation equipment's.	<ul style="list-style-type: none">➤ The company is studying the feasibility of adding variable frequency drives (VFD's) for various applications wherever suitable, to bring down the energy consumption subject to techno-commercial viability of the proposal.➤ Company has also installed equipment (Capacitors Banks) to improve the power factor, by improving efficiencies thus not only reducing the cost but also conserve electricity.➤ Company has also installed transfer trolley for transfer of liquid metal during process of steel making in place of earlier use of E.O.T Cranes which was more power intensive.➤ Company has also installed conveyer system for direct charging of hot billets into the rolling mills for manufacturing rolled products. It has reduced the carbon footprint, fuel cost, scaling loss etc.

II. TECHNOLOGY ABSORPTION

A. Research and Development

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

B. Technology Absorption, Adaptation & Innovation

Efforts in brief, made towards technology absorption and innovation. - The company has always tried to adopt the best and latest technologies to manufacture its products. It is due to this very reason that over the years the company has witnessed very positive response and quick adaptation of the various products and grades of steel that have been manufactured from time to time. For instance, the company was amongst the first in the country to adopt the TOR® technology in the 1970s and was again amongst the first to make a quick transformation to THERMEX® technology for manufacturing TMT bars at its Ghaziabad plant.

In the area of special steel as well, the company has installed the most modern and suitable technology for manufacturing of high quality stainless steel products in the steel melting shop at Ghaziabad and has also installed the most modern mono-block to finish superior quality of wire rods. Company has also manufacturing Special grade steel billets for manufacturing special grade wire rods at its Unit at Ghaziabad (U.P.). Recently, Company has also developed the Stainless steel Rebars in place of traditional M.S. Rebars used for construction purpose as reinforcement. In addition to the above, the company has also continuously upgraded and modernized the rolling mills as well as its Steel Melting Shop to adhere to the international standards.

III. FOREIGN EXCHANGE EARNINGS & OUTGO

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

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

2. Total Foreign Exchange used and earned:
Expenditure in Foreign Currency : NIL
FOB Value of exports: NIL

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED March 31, 2024**

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

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

Based on our verification, books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company, has during the audit period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the Company has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the financial year ended on March 31, 2024, according to the provisions of:

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

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

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

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

We further report that the Company has:

A. Increase and Alter in Authorised Share Capital Structure

The Company in the financial year 2023-24 increased and alter the capital structure of the Company. After increase and alteration, the Capital Structure of the Company is Rs. 1,31,64,81,470/- (Rupees One Hundred Thirty-One Crores Sixty-Four Lakhs Eighty-One Thousand Four Hundred and Seventy only) divided into 8,64,51,399 (Eight Crores Sixty-Four Lakhs Fifty-One Thousand Three Hundred and Ninety-Nine only) Equity Shares of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 86,45,13,990 (Rupees Eighty-Six Crores Forty-Five Lakhs Thirteen Thousand Nine Hundred and Ninety only) and 4,51,96,748 (Four Crores Fifty-One Lakhs Ninety- Six Thousand Seven Hundred and Forty- Eight only) Preference Shares of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 45,19,67,480/- (Rupees Forty-Five Crores Nineteen Lakhs Sixty- Seven Thousand Four Hundred and Eighty only).

B. Preferential Issue to Non-Promoter Category

During the year under review, the Company has approved the issue and allotment of 3,55,70,522 (Three Crores Fifty-Five Lakh Seventy Thousand Five Hundred and Twenty-Two Only) equity shares of the Company at a price of ₹ 32.25 (Rupees Thirty-Two and Paise Twenty-Five Only) each, to certain entities/persons, who are not forming part of the Promoter/Promoter Group of the Company on preferential basis, subject to receipt of necessary approvals, including that of shareholders, as per the EOGM Notice dated February 06, 2024. Subsequently, the approval of the members by way of a Special Resolution was obtained at an Extra-Ordinary General Meeting of the Company held on 10th February 2024 and upon receipt of in-principal approval of the Stock Exchanges, for issue of equity shares on Preferential Basis, the Share Allotment Committee of the Board, in its meeting held on February 22, 2024, has allotted 3,55,70,522 (Three Crores Fifty-Five Lakh Seventy Thousand Five Hundred and Twenty-Two Only) equity shares of the Company at a price of ₹ 32.25 (Rupees Thirty-Two and Paise Twenty-Five Only) each on preferential basis at an issue price of ₹ 32.25/- each, upon receipt of the issue price (i.e., ₹ 32.25 per equity share) as subscription money, to entities/persons, who are not forming part of the Promoter/Promoter Group of the Company on preferential basis .

C. Variation of rights / extension of tenure of redeemable preference shares 'RPS' and issuance of Optionally Convertible Redeemable Preference shares 'OCRPS'

- a. The redemption period of 88,94,000 (Eighty-Eight Lakhs Ninty-Four Thousand) RPS Type 1 be and hereby extended from March 31, 2024 to March 31, 2034. These preference shares are not cumulative and carry coupon rate of 1%. These shares are redeemable at a redemption premium of Rs. 20/- each.
- b. 2,37,36,000 (Two Crore Thirty-Seven Lakhs Thirty-Six Thousand) RPS Type 1 of the Face Value of Rs 10/- each, along with the redemption premium of Rs 10/- each, is converted into 2,37,36,000 (Two Crore Thirty-Seven Lakhs Thirty-Six Thousand) 1% Optionally Convertible Redeemable Preference Shares ("OCRPS") at face value of Rs. 10/- each along with the redemption premium of Rs 10/- each, which was subsequently converted into 86,31,271 Equity Shares of the Face Value of Rs 10/- each at a Conversion Price of Rs.55/- (Rupees Fifty-Five Only) each (including a Premium of Rs 45/-each). The above equity shares shall rank pari-pasu with existing shares
- c. 1,25,66,748 (One Crore Twenty-Five Lakhs Sixty-Six Thousands Seven Hundred and Forty-Eight) 1% Redeemable Preference Shares ("RPS Type 2") of a face value of Rs. 10/- each, issued at a Premium of Rs 15/, along with the redemption premium of Rs 25/- each, allotted on March 31, 2015, is converted into 1,25,66,748 (One Crore Twenty-Five Lakhs Sixty-Six Thousands Seven Hundred and Forty-Eight) 1% Optionally Convertible Redeemable Preference Shares ("OCRPS") at face value of Rs. 10/- issued at a premium of Rs 15/-, along with the adjusted redemption premium of Rs 22.50 each. Out of the above, OCRPS holders, holding 1,10,61,483 1% OCRPS have exercise the option and converted OCRPS into 95,53,099 Equity shares of the Face Value of Rs 10/- each at a Conversion Price of Rs.55/- (Rupees Fifty-Five Only) each (including a Premium of Rs 45/-each). The above equity shares shall rank pari-pasu with existing shares

We further report that:

There were two new appointments during the financial year 2023-24. Ms. Sonika Sharma (DIN 10192265) and Ms. Surbhi Pareek (DIN 10231959) joined the Board as Non-Executive Independent Directors w.e.f. 10.07.2023.

Moreover, Mr. Abhishek Verma whose term of 5 years expires as Independent Director has been re-designated as Non-Independent Director of the Audit Committee of the Company on 16-05-2023.

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

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

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

- a. Redemption / buy-back of securities.
- b. Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- c. Merger/ amalgamation/ reconstruction, etc.
- d. Foreign technical collaborations.

Place: New Delhi

Date: 03.09.2024

SD/-
Sameer Kishore Bhatnagar
Practicing Company Secretary
M. No. 30997
CoP No. 13115
UDIN: A030997F001116268

ANNEXURE – A

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

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

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

Place: New Delhi

Date: 03.09.2024

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

Annexure -3
Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 2023

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I REGISTRATION & OTHER DETAILS:

i	CIN	L27109DL1971PLC005905
ii	Registration Date	17/12/1971
iii	Name of the Company	RATHI STEEL AND POWER LIMITED
iv	Category/Sub-category of the Company	Indian Non-Government Company
v	Address of the Registered office & contact details	24/1, Block-A, Mohan Cooperative Industrial Estate, New Delhi 110044 011-45058011
vi	Whether listed company	YES
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	"M/s. Mas Services Limited (Unit Rathi Steel). T-34, Second Floor, Okhla Ind. Area, Phase-II, New Delhi-110020

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10% or more of the total turnover of the company shall be stated)

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Steel	24105	100.00%

III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

SI No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	N/A				

IV SHAREHOLDING PATTERN

(Equity Share capital Break up as % to total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the end of the year [As on 31-March 2024]				No. of Shares held at the beginning of the year [As on 31-March 2023]				Change during the year	
	Demat	Physical	Total	% Shares	Demat	Physical	Total	% Shares	Number	%
A. Promoters										
(1) Indian										
a) Individual/HUF	9277945	0	9277945	10.91%	8245219	0	8245219	26.34%	1032726	-15.43%
b) Central Govt. or State Govt.										
c) Bodies Corporates	25019339	0	25019339	29.41%	7867695	0	7867695	25.13%	17151644	4.28%
d) Bank/FI										
e) Any other										
SUB TOTAL:(A) (1)	34297284	0	34297284	40.32%	16112914	0	16112914	51.47%	18184370	-11.15%
(2) Foreign										
a) NRI- Individuals										
b) Other Individuals										
c) Bodies Corp.										
d) Banks/FI										
e) Any other...										
SUB TOTAL (A) (2)	0	0	0	0%	0	0	0	0	0	0.00%
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	34297284	0	34297284	40.32%	16112914	0	16112914	51.47%	18184370	-11.15%
B. PUBLIC SHAREHOLDING										
(1) Institutions										
a) Mutual Funds	686913	0	686913	0.81%	686913	0	686913	2.19%	0	-1.39%
b) Alternate Investment Fund										
c) Banks/FI	1460697	0	1460697	1.72%	2008056	0	2008056	6.41%	-547359	-4.70%

Category of Shareholders	No. of Shares held at the end of the year [As on 31-March 2024]				No. of Shares held at the beginning of the year [As on 31-March 2023]				Change during the year	
	Demat	Physical	Total	% Shares	Demat	Physical	Total	% Shares	Number	%
d) Central Govt										
e) State Govt.										
f) Venture Capital Fund										
g) Insurance Companies										
h) FIIS										
i) Foreign Venture Capital Funds										
j) Foreign Portfolio investors										
j) Others (specify)										
SUB TOTAL (B)(1):	2147610	0	2147610	2.52%	2694969	0	2694969	8.61%	-547359	-6.08%
(2) Non Institutions										
a) Bodies corporate										
i) Indian	1798236	50971	1849207	2.17%	0	0	0	0.00%	1849207	2.17%
ii) Overseas	125277	0	125277	0.15%	0	0	0	0.00%	125277	0.15%
b) Individuals										
i) Individual shareholders holding nominal share capital upto Rs.2 lakhs	5290890	503216	5794106	6.81%	6209498	509391	6718889	21.46%	-924783	-14.65%
ii) Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs	5176971	27818585	32995556	38.79%	4455702	0	4455702	14.23%	28539854	24.56%
Any Other	102026	7751937	7853963	9.23%	1274623	51014	1325637	4.23%	6528326	5.00%
SUB TOTAL (B)(2):	12493400	36124709	48618109	57.16%	11939823	560405	12500228	39.92%	36117881	17.23%
Total Public Shareholding (B)= (B)(1)+(B)(2)	14641010	36124709	50765719	59.68%	14634792	560405	15195197	48.53%	35570522	11.15%
C. Shares held by Custodian for GDRs & ADRs					0	0	0	0	0	0
Grand Total (A+B+C)	48938294	36124709	85063003	100.00%	30747706	560405	31308111	100.00%	53754892	

(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Mr. UDIT RATHI	740231	2.36%	2.36%	1256594	1.48%	0.87%	-0.88%
2	Mr. PRADEEP KUMAR RATHI	7504988	23.97%	23.97%	8021351	9.43%	8.82%	-14.54%
3	M/s ARCHIT SECURITIES PVT LTD	4035223	12.89%	12.89%	21186867	24.91%	4.74%	12.02%
4	M/s DBG LEASING AND HOUSING LIMITED	3832472	12.24%	12.24%	3832472	4.51%	4.51%	-7.73%

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Date	Reason	Shareholding	
				No. of shares	% of total shares
	At the Beginning of the Year	01-04-2023	Opening Balance	16112914	51.47%
	Changes during the year	22-02-2024	Conversion of OCRPS into Equity Shares	18184370	-11.15%
	At the end of Year	31-03-2024	Closing Balance	34297284	40.32%

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

S. N	Name of Shareholder	No. of Shares	% of Shareholding
1.	Atul Goel	6201550	7.29%
2.	Tano Investment Opportunities Fund	3100775	3.65%
3.	Coeus Global Opportunities Fund	2266666	2.66%
4.	Ashwin Mehta (HUF)	2116279	2.49%

S. N	Name of Shareholder	No. of Shares	% of Shareholding
5.	Aries Opportunities Fund Ltd	1627906	1.91%
6.	Globalworth Securities Ltd	1550387	1.82%
7.	Blackcherry Commosale (P) Ltd	1519379	1.79%
8.	Varinder Bansal	1240310	1.46%
9.	Canara Bank	1091536	1.28%
10.	Lauls Pvt. Ltd	930232	1.09%

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
There is no Director or KMP, who is holding shares of Company							

V. INDEBTEDNESS (Rs. in Lacs)

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	11877.09	827.45	0.00	12704.54
ii) Interest due but not paid	513.32	0.00	0.00	513.32
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	12390.41	827.45	0.00	13217.86
Change in Indebtedness during the financial year				
* Addition	0.00	345.16	0.00	345.16
* Reduction	12390.41	0.00	0.00	12390.41
Net Change	-12390.41	345.16	0.00	-12045.25
Indebtedness at the end of the financial year				
i) Principal Amount	0.00	1172.61	0.00	1172.61
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	0.00	1172.61	0.00	1172.61

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration		Name of MD/WTD/ Manager	Total Amount (Rs/Lac)
	Name	Designation	PREM NARAIN VARSHNEY Managing Director / Manager	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		1,80,000	1.80
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		--	--
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		--	--
2	Stock Option		--	--
3	Sweat Equity		--	--
4	Commission			
	- as % of profit		--	--
	- others, specify		--	--
5	Others, please specify			
	Total (A)		1,80,000	1.80
	Ceiling as per the Act		N.A.	N.A.

B. Remuneration to Independent Director, Non Independent Director and director of other categories etc

SN.	Particulars of Remuneration	Name of Directors					Total Amount (Rs/Lac)
		ABHISHEK VERMA	PINKY VERMA	SANGEETA PANDEY	SONIKA SHARMA	SURBHI PAREEK	
1	Independent Directors						
	Fee for attending board committee meetings	--	--	--	--	--	--
	Commission	--	--	--	--	--	--
	Others, please specify	--	--	--	--	--	--
	Total (1)	--	--	--	--	--	--
2	Other Non-Executive Directors	--	--	--	--	--	--
	Fee for attending board committee meetings	--	--	--	--	--	--
	Commission	--	--	--	--	--	--
	Others, please specify	--	--	--	--	--	--
	Total (2)	--	--	--	--	--	--
	Total (B)=(1+2)	--	--	--	--	--	--
	Total Managerial Remuneration (A+B)	--	--	--	--	--	1.80
	Overall Ceiling as per the Act						N.A.

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN.	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount (Rs/Lac)	
		Name	Rakesh Kumar		Shobhita Singh
		Designation	CFO		CS
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4,28,748	3,00,000	7.29	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	
2	Stock Option	-	-	-	
3	Sweat Equity	-	-	-	
4	Commission				
	- as % of profit	-	-	-	
	- others, specify	-	-	-	
5	Others, please specify	-	-	-	
	Total	4,28,748	3,00,000	7.29	

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
B. DIRECTORS					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
C. OTHER OFFICERS IN DEFAULT					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA

There are no Penalties / Punishment / Compounding of offences as per Companies Act against the Directors and its officers.

Annexure 4

PARTICULARS OF REMUNERATION

The information required under Section 197 of the Act and the Rules made there-under, in respect of employees of the Company, is follows:

- (a) **The ratio of the remuneration of each director to the median remuneration of the employee (K.M.P.'s) of the Company for the financial year:**

Directors	Ratio to median Remuneration
Sh. Prem Narain Varshney	0.89
Sh. Abhishek Verma	N.A.
Smt. Pinky Verma	N.A.
Smt Sangeeta Pandey	N.A.
Smt Sonika Sahrma	N.A.
Ms Surbhi Pareek	N.A.

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

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

- (c) **The percentage increase in the median remuneration of employees in the financial year** – Looking at the previous losses of Company, there was no increment in this year except in few cases. In general, there is marginal increment in the remuneration of staff which is not based on %.
- (d) **The number of permanent employees on the rolls of company:** As on 31-03-2024 employees are 188. Further, the contractual labour were 15 as on 31-03-2024.
- (e) **The explanation on the relationship between average increase in remuneration and company performance:** Looking at the past losses of Company, there was no increment in this year except in few cases. In general, there is marginal increment in the remuneration of staff which is not based on percentage.
- (f) **Comparison of the remuneration of the Key Managerial Personnel against the Performance of the company:**

Particulars	Rs in Lacs
Remuneration of Key Managerial Personnel(KMP) during financial year 2023-24 (Aggregated)	9.09
Total Income	49628.32
Remuneration (as % of Total Income)	0.018%
Profit before tax (PBT)	2360.71
Remuneration (as % of PBT)	0.39%

- (g) Variation in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies and in case of unlisted companies, the variations in the net worth of the Company as at the close of the current financial year and previous financial year;

The BSE had suspended the trading of Shares due to Non-Payment of Annual Listing Fees and other charges. With Sincere efforts, Company has already completed all the requirements including payment of Listing Fee and other charges which ultimately resultant into revocation of suspension in trading of Company's Shares with Bombay Stock Exchange (BSE) w.e.f. 3rd July 2023.

- (h) Marginal increment already made in the salaries of some employees other than managerial personnel in the last financial year and its comparison with marginal increase in the managerial remuneration and justification there of and point out if there are any exceptional circumstances for increase in the managerial remuneration.
- (i) **Comparison of remuneration of each of the Key Managerial Personnel against the performance of the Company**

Particulars	MD	C.S.	CFO
	Rs/lac	Rs/lac	Rs/lac
Remuneration	1.80	3.00	4.29
Total Income	49628.32		
Remuneration (as % Revenue)	0.004%	0.006%	0.009%
Profits before tax (PBT)	2360.71		
Remuneration (as % of PBT)	0.076%	0.127%	0.182%

- (j) The key parameters for any variable component of remuneration availed by the directors: NIL
- (k) The Ratio of the Remuneration of the highest paid Director to that of Employees who are not Directors but receive Remuneration in excess of the highest paid Director during the year: **Disclosed**
- (l) Affirmation that the remuneration is as per the remuneration policy of the company

The company's remuneration policy is driven by the success and performance of the individual employees and the Company. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process. The Company affirms remuneration is as per the remuneration policy of the company.

ECONOMIC OVERVIEW

Global Economic Overview

Global economic growth is projected at 3.1 percent in 2024 and 3.2 percent in 2025, with the 2024 forecast 0.2 percentage point higher than that in the October 2023 World Economic Outlook (WEO) on account of greater-than-expected resilience in the United States and several large emerging market and developing economies, as well as fiscal support in China. The forecast for 2024–25 is, however, below the historical (2000–19) average of 3.8 percent, with elevated central bank policy rates to fight inflation, a withdrawal of fiscal support amid high debt weighing on economic activity, and low underlying productivity growth. Inflation is falling faster than expected in most regions, in the midst of unwinding supply-side issues and restrictive monetary policy. Global headline inflation is expected to fall to 5.8 percent in 2024 and to 4.4 percent in 2025, with the 2025 forecast revised down.

Although some improvements in growth are expected in most EMDE (emerging markets and developing economies) regions, the overall outlook remains subdued. Growth this year is projected to soften in East Asia and Pacific — mainly on account of slower growth in China, Europe and Central Asia, and South Asia. Only a slight improvement in growth, from a weak base in 2023, is expected for Latin America and the Caribbean. More marked pickups in growth are projected for the Middle East and North Africa, supported by increased oil production, and Sub-Saharan Africa, reflecting recovery from recent weakness. In 2025, growth is projected to strengthen in most regions as the global recovery firms.

Key forces shaping the global economy



*Source: <https://www.imf.org/en/Publications/WEO/Issues/2024/01/30/world-economic-outlook-update-january-2024>
<https://www.un.org/sustainabledevelopment/blog/2024/01/overview-world-economic-situation-and-prospects-2024/>
<https://openknowledge.worldbank.org/server/api/core/bitstreams/0cf5c1a0-44c1-45f6-bb4a-aea40d5da8ae/content>*

Indian Economic Scenario

Strong economic growth in the first quarter of FY23 helped India overcome the UK to become the fifth-largest economy after it recovered from the COVID-19 pandemic shock. India's gross domestic product (GDP) at current prices in the second quarter (Q2) of 2023-24 was estimated to be Rs. 71.66 trillion (US\$ 861.2 billion), as against Rs. 65.67 trillion (US\$ 789.2 billion) in Q2 of 2022-23, showing a growth rate of 9.1%. Strong domestic demand for consumption and investment, along with Government's continued emphasis on capital expenditure are seen as among the key driver of the GDP in the first half of FY24. In 2023-24 (April-December), India's service exports stood at US\$ 247.92 billion. Furthermore, India's overall exports (services and merchandise) in 2023-24 (April-December) were estimated at US\$ 565.04 billion. Rising employment and substantially increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalisation of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers. The contract-based services sector has largely demonstrated promise to boost growth by unleashing the pent-up demand. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the beginnings of a comeback.

Clearly, despite three years of global macroeconomic headwinds — including a pandemic that severely impaired businesses and conflicts in Europe and West Asia – India is looking at robust gross domestic product (GDP) growth. Global companies are hopeful about the future, too, though – unlike their visibly upbeat India counterparts – they are still somewhat cautious in their predictions for the year. As per an industry survey, 86% of India CEOs said they believed the economy would improve in their own territory – as against 44% of global CEOs who believed this about their respective territories.

Source: <https://www.ibef.org/economy/indian-economy-overview>

<https://www.pwc.in/publications/ceo-survey/27th-annual-global-ceo-survey-india-perspective.html>

INDUSTRY STRUCTURE AND DEVELOPMENT

Global Steel Industry Overview:

Through 2024, the steel industry continues to be a cornerstone of global manufacturing and construction. The industry is vital for manufacturing and construction and plays a pivotal role in making products like automobiles, appliances, buildings and infrastructure. Notwithstanding the challenges posed by economic fluctuations, technological innovations, and environmental concerns, the steel industry stands poised for a resurgence.

In 2024, the steel industry is expected to see positive trends as demand for steel products continues to rise. This increase in demand is driven by the growth of infrastructure projects, the automotive sector, and manufacturing activities worldwide.

Some of the noteworthy trends ongoing in the steel industry include:

1. **Sustainable practices:** Steel companies are increasingly focusing on sustainability, including reducing carbon emissions and implementing eco-friendly production methods.
2. **Technological advancements:** Automation and digitalization are transforming steel manufacturing, leading to improved efficiency and quality.
3. **Global market shifts:** Changes in global trade dynamics, including tariffs and trade agreements, are impacting the steel industry.
4. **Demand fluctuations:** The demand for steel is influenced by various sectors such as construction, automotive, and infrastructure, which can fluctuate based on economic conditions.

Key Observations:

- The U.S. steel industry has made significant strides in sustainability, particularly in reducing energy consumption and CO² emissions.
- Recycling remains a core aspect of the industry's sustainability efforts, with steel being the most recycled material globally.
- Technological advancements have facilitated more efficient and cleaner steel production processes.
- The industry's sustainability initiatives extend beyond environmental concerns, encompassing economic and social impacts.

The steel industry is expected to see a surge in market demand due to increasing infrastructure development and construction projects, particularly in emerging economies. On the supply side, steel manufacturers are investing in new technologies and efficiency improvements to meet this growing demand. Additionally, the trend of sustainable and eco-friendly steel production is gaining traction, as consumers and businesses prioritize environmentally responsible practices.

Global trade and geopolitical factors have a significant impact on the steel industry. For instance, tariffs and trade agreements between countries can affect the cost and availability of steel. Instabilities in different regions can also disrupt the supply chain, leading to fluctuations in steel prices. It's crucial for businesses in the steel industry to stay informed about these factors to make informed decisions and adapt to changing market conditions.

In 2024, the steel industry is expected to experience continued growth, driven by global infrastructure development and increasing demand for steel in construction and manufacturing.

According to industry experts, the following predictions and forecasts are anticipated for the steel industry:

1. **Strong demand for steel** in developing countries, particularly in Asia and Africa, as these regions invest in new infrastructure projects.
2. **Rising adoption of advanced technologies**, such as automation and digitalization, to improve production efficiency and reduce costs.
3. **Increased focus on sustainable steel production methods** to meet environmental regulations and consumer demand for eco-friendly products.

4. **Fluctuating steel prices** influenced by factors such as raw material costs, trade policies, and geopolitical events. Consequently, steel producers will need to stay agile in their pricing strategies.
5. **Growing investment in research and development** to create innovative steel products and applications, including high-strength steel for lightweight and durable materials in automotive and aerospace industries.

Source: <https://www.fedsteel.com/insights/emerging-trends-in-the-steel-industry-for-2024/>

INDIA STEEL INDUSTRY

Steel Production

In FY24 (until November 2023), the production of crude steel and finished steel stood at 94.01 MT and 88.81 MT respectively.

In 2022, India produced about 124.5 MT of crude steel, while finished steel production stood at 117.6 MT. This increased to 125.32 MT and 121.29 MT, respectively in FY23. In November 2023 alone, crude steel production in India stood at 11.76 MT while finished steel production stood at 11.02 MT.

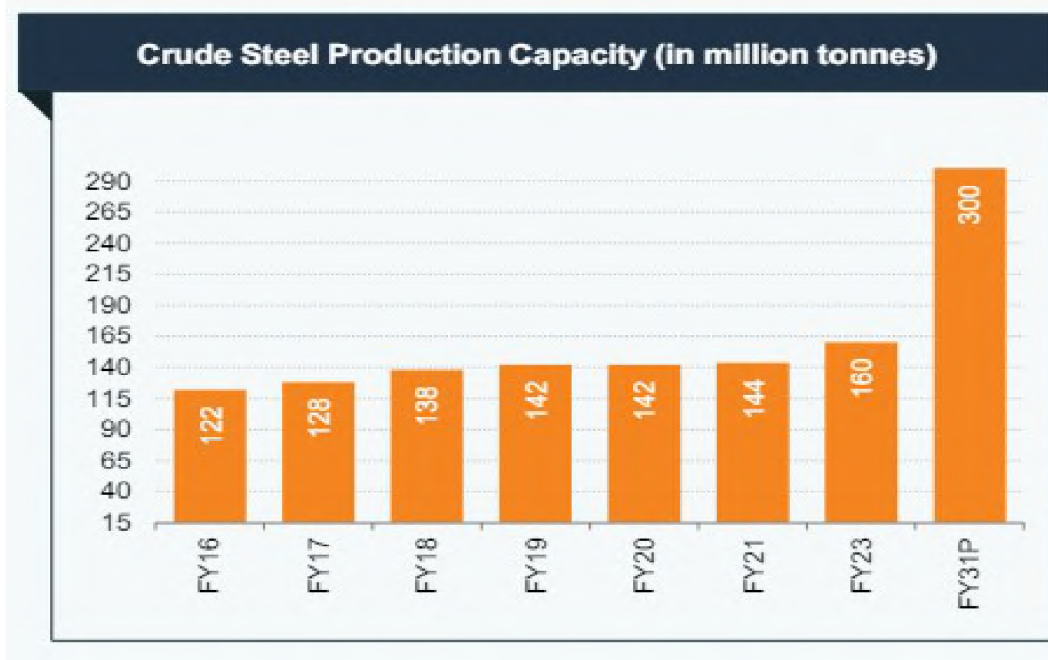
Steel Authority of India Limited (SAIL) achieved the best-ever annual production during the financial year 2022-23. The company recorded 18.289 million tonnes (MT) of crude steel production with a growth of 5.3% over the previous best

In FY22, SAIL's crude steel production stood at 17.36 MT and saleable steel production was 16.9 MT. Moreover, the Company's capacity increased to 142.29 million tonnes (MT) in FY20, and the figure is anticipated to rise to 300 MT by 2030-31.

Strong growth opportunities

Demand for steel from different sectors will drive this industry.

- Consumption of steel by India's infrastructure segment is expected to increase to 11% by FY26.
- Steel demand from the automotive sector is expected to increase due to rise in the demand for automobiles
- The new Vehicle Scrappage policy will help in reducing steel prices as the policy enables recycling of materials used in old vehicles
- The Smart Cities' Affordable Housing and industrial corridors are a few government initiatives that would boost the steel industry
- About 158 lakh metric tonnes (MT) of steel are likely to be consumed in the construction of houses sanctioned under the Pradhan Mantri Awas Yojana (Urban)

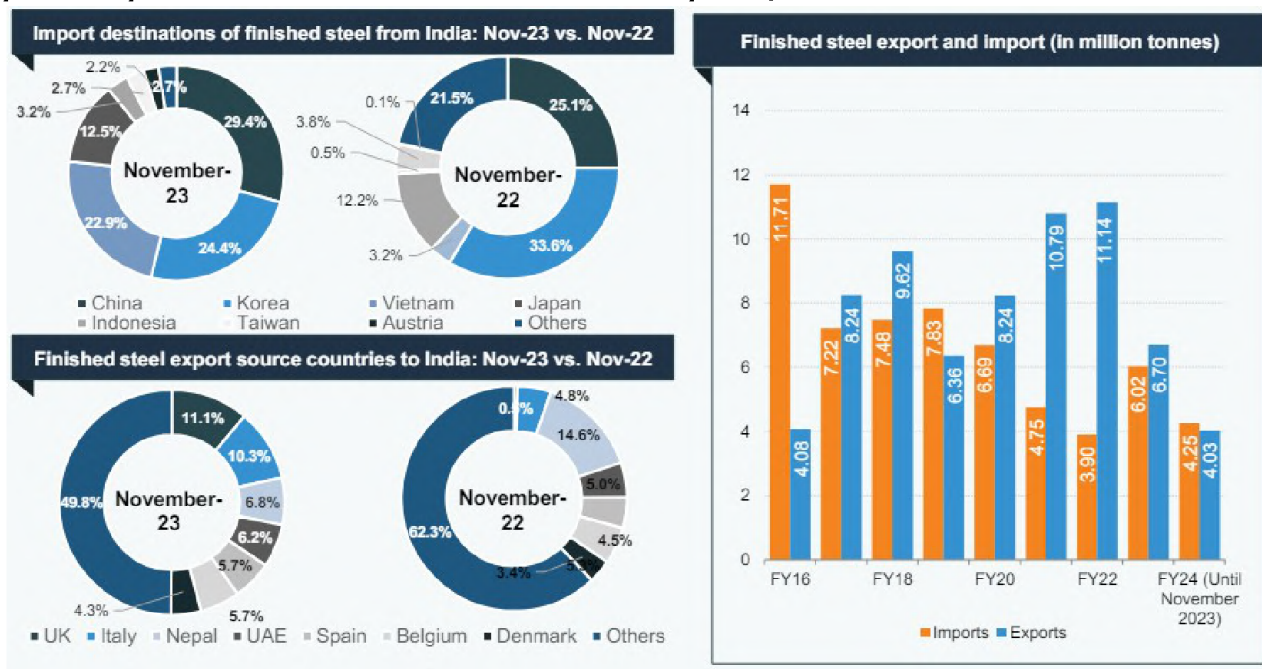


For the first time ever, India surpassed China as the top developer of coal-based steel capacity in July 2023, according to the latest report from Global Energy Monitor (GEM). India's steel production capacity has expanded rapidly over the past few years, growing at a CAGR of 3.96% from 122 MT in FY16 to 154 MT in FY23. The National Steel Policy 2017 has envisaged achieving up to 300 MT of production capacity by 2030-31. India will commission new steelmaking facilities with a capacity of about 40 MT per year by the 2025/2026 financial year. BF-BOF route is expected to contribute 65% of the capacity, while the remaining 35% is expected to come from EAF & IF routes. Expansion of production capacity to 300 MT will translate into additional investment of Rs. 10 lakh

crore (US\$ 156.08 billion) by 2030-31. Steel companies are looking to restart expansion projects on the back of surging steel process with a capacity addition of 29 MT.

In FY24 (until November 2023), the production of crude steel and finished steel stood at 94.01 MT and 88.81 MT, respectively. To support MSMEs, the government has reduced customs duty on stainless steel to 7.5%. In the Union Budget 2023-24, an investment of Rs. 75,000 Crore (US\$ 9.15 billion) (including Rs. 15,000 Crore (US\$ 1.83 billion) from private sources) has been allocated for 100 critical transport infrastructure projects for last and first mile connectivity for various sectors such as ports, coal, and steel.

In FY24 (until November 2023), the exports and imports of finished steel stood at 4.03 MT and 4.25 MT, respectively. In FY23, exports and imports of finished steel stood at 6.7 MT and 6.02 MT, respectively.



Growing Investment

- In July 2023, Union Minister Mr. Jyotiraditya Scindia announced that Japan is keen to invest ¥ 5 trillion (US\$ 36 billion), in various sectors in India, including steel
- AMNS India is planning to spend US\$ 7.4 billion on expanding capacity and increasing its value-added capabilities, which includes investments in both its upstream and downstream capacities and enhancing its iron ore capabilities
- 67 applications from 30 companies have been selected under the Production Linked Incentive (PLI) Scheme for Specialty Steel. This will attract committed investment of Rs. 42,500 crore (US\$ 5.19 billion) with a downstream capacity addition of 26 million tonnes and employment generation potential of 70,000

About Rathi Steel and Power Limited

Rathi Steel And Power Ltd. (erstwhile Rathi Udyog Ltd.) is a part of the P.C. Rathi Group of Delhi. The Group owes its presence in the steel industry to the farsightedness of late Seth Gordhan Das Rathi. He setup a small re-rolling mill in Delhi in the early 1940s. Since then the Group has grown continuously. Shri Gordhan Das Rathi's commitment to quality, integrity, honesty, and growth is being followed till date.

The Company was founded by Shri Punam Chand Rathi (1934-2010) who was well known in the Steel Industry with experience of over six decades in steel melting and rolling/re-rolling. The Company is engaged in manufacturing of Rebars and Wire Rods which is broadly categorized as Long Products in the Steel Industry. The main application of the product Rebar, is in the construction industry. Wire rods, another product being currently manufactured is further drawn into wires, which has various industrial applications.

The Rathi Group was amongst the first to adopt the technology of Tor in the country from Tor Isteg Steel Corporation, Luxembourg, through the Tor-Steel Research Foundation in India. The Company's Thermo-Mechanically Treated (TMT) Steel product is very popular in the construction Industry. However, the Company has moved towards Stainless Steel products which are of better quality and have higher adoption rates in the market.

Today, Rathi specializes in stainless steel products like Wire Rods, Flats etc., which are primarily used in Infrastructure, Engineering, household applications. The Company operates a plant in Ghaziabad, UP, with an installed capacity of 2,00,000 tons per annum. The Company also operates a steel melting shop with installed capacity of over 90,000 tons per annum to manufacture stainless steel billets.

OPPORTUNITIES AND RISKS:

OPPORTUNITIES

- Demand for steel from different sectors will drive this industry
- Consumption of steel by India's infrastructure segment is expected to increase to 11% by FY26
- Steel demand from the automotive sector is expected to increase due to rise in the demand for automobiles
- The new Vehicle Scrappage policy will help in reducing steel prices as the policy enables recycling of materials used in old vehicles
- The Smart Cities' Affordable Housing and industrial corridors are a few government initiatives to boost the steel industry
- About 158 lakh metric tonnes (MT) of steel is likely to be consumed in the construction of houses sanctioned under the Pradhan Mantri Awas Yojana (Urban)
- Policy allowing 100% FDI (via the automatic route) in the steel industry has boosted investments. Under the Union Budget 2023-24, the government allocated Rs. 70.15 crore (US\$ 8.6 million) to the Ministry of Steel

Challenges in Steel Industry

- **Input Prices:** The steel industry faces several challenges related to input prices. The limited availability of crucial raw materials like high-grade lumpy Manganese ore, Chromite, and coking coal poses challenges
- **Raw Material Availability and Prices:** In India, the coking coal quality is inadequate due to high impurities, impacting the formation of good coking coal. Additionally, the blending ratio for coal is lower in India compared to countries like the US, resulting in higher costs. The raw material, iron, is also expensive due to labor and transportation costs. Steel manufacturers often face double expenses in the form of carriage and transportation costs, which increases production costs and reduces profitability
- **Supply and Logistics:** The steel industry worldwide faces challenges with transportation and infrastructure. In many countries, steel plants are located in remote areas, which makes it difficult to move the steel around. There are also problems with limited capacity, delays, and availability of railcars, which can slow down the movement of steel. Ports also have issues with slow unloading and other problems, which can cause delays. These challenges affect how efficiently the steel industry can operate and increase costs

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

RISKS AND CONCERNS

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

Credit Risk

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

Interest Rate Risk

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

Competition Risk

Like in most other industries, strong scope of opportunities come with intense competition. We face different levels of competition in each of our operating categories, from domestic as well as multinational companies. We counter this risk with the quality of our infrastructure, our customer-centric approach, value-added services and our ability to innovate customer specific solutions, focusing

on pricing and aggressive marketing strategy, disciplined project executions, along with prudent financial and human resources management and better control over costs. Thus, we expect to be significantly insulated from this risk.

Macroeconomic risks

Overcapacity and oversupply in the global steel industry and high levels of imports may negatively affect steel prices and demand thereby reducing the Company's profitability. Developments in the competitive environment in the steel industry, such as consolidation among the Company's competitors, could have a material adverse effect on the Company's competitive position. This could potentially impact the Company's business, financial condition, results of operations and future prospects. Any downgrading of India's sovereign rating by independent agencies may harm the Company's ability to raise finance.

Financial risks

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

Regulatory risks

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

Operational risks

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

Market related risks

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

Labour risk

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

INTERNAL CONTROL SYSTEMS AND ADEQUACY

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

Financial Performance –

During the year under review, the Company has achieved revenue from operations of Rs. **492.8 Crore** as against Rs. **726.5 Crore** in the previous year.

Financial Summary

Particulars	Amount (Rs. In Crores)
Revenue From Operations	492.82
Total Expenditure	472.03
EBITDA	20.79
EBITDA Margin	4.22%
Depreciation	8.74
Tax	0.07

Particulars	Amount
PAT	23.53
PAT Margin	4.79%
Basic EPS in Rs.	2.77

Human Resources and Industrial Relations

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

As on 31st March, 2024 the total employee strength was 188.

OUTLOOK:

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

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

Rathi steel and Power Limited is well-positioned to leverage the positive growth opportunities in the steel industry. With its established reputation for exceptional product quality and customer-centric approach, the company is well-equipped for the near to medium-term future. Rathi steel's expanding product line, which includes stainless steel reinforcement bars, S.S. wires, Pickled and/or annealed Bars and Rods (These projects are in still in planning stage) demonstrates the company's commitment to addressing the diversified needs of its customers. By collaborating with recognized downstream stainless steel manufacturers such as Bansal, KEI, Supron and a large number of recognize dealers / distributors among others, the company ensures access to well-established brands which are leaders in their segments.

The company plans to expand its portfolio with Bright Bars/Wires and a range of Stainless Steel products to gain a competitive advantage in the market.

Following the modernization project, Rathi became the first Indian company, and among the few players globally, to adopt hot charging of SS billets to make wire rods. The Company benefits from its existing integrated facility in Ghaziabad which has melting unit and rolling mill. Hot charging reduces the need for manpower and machines, for handling and charging of billets in furnace. It also reduces fuel cost in reheating and loss of scale, leading to lower carbon emissions. This translates into cost savings, better control over pricing, and improvement in margins. This initiative was completed in June 2024.

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

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

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

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

CORPORATE GOVERNANCE REPORT
THE COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

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

The Company has an active, experienced and a well-informed Board. The Board along with its Committees undertakes its fiduciary duties keeping in mind the interests of all its stakeholders and the Company's corporate governance philosophy.

The Company is in compliance with the requirements stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

BOARD OF DIRECTORS

i) Composition

The composition of the Board of Directors of the Company is in conformity with the Listing Regulations and the Companies Act, 2013 ('the Act'). As on 31st March, 2024, the Board comprised Five Directors, out of which three are Non- Executive Directors one is Non Independent Director and one Managing Director. Out of three Non-Executive Directors, all 3 are Independent Directors and woman Independent Director.

None of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees across all the public companies in which he/she is a Director. All the Directors have made the requisite disclosures regarding committee positions held by them in other companies. None of the Directors of the Company is related to each other.

Details of Directors, categories and attendance records are as under-

Name/Designation of Directors	Executive / Non-Executive / Independent	No. of Position held in other companies		No. of Board Meetings Attended	Attendance at Last AGM
		Board#	Committee		
Mr. Prem Narain Varshney (Managing Director)	ED	--	--	13	Yes
Mr. Abhishek Verma	NED (NI)	--	--	13	Yes
Mrs. Pinki Verma (Retired on 05-09-2023)	NED (I)	--	--	4	No
Mrs Surbhi Pareek	NED (I)	--	--	11	Yes
Mrs Sonika Sharma	NED (I)	--	--	11	Yes
Mrs Sangeeta Pandey	NED (I)	--	--	13	Yes

excludes directorship in Private Limited Company, Foreign Companies and Section 8 Companies

- ED (P) - Executive Director (Promoter)
- NED - Non-Executive Director
- ED - Executive Director
- NED (I) - Non-Executive Director (Independent)
- NED (NI) - Non-Executive Director (Non Independent)

i) Thirteen Board Meetings were held during the year and the gap between two meetings did not exceed one hundred and twenty days. The dates on which the said meetings were held:

16-05-2023, 30-05-2023, 10-07-2023, 12-08-2023, 05-09-2023, 09-10-2023, 11-11-2023, 16-11-2023, 12-12-2023, 18-01-2024, 14-02-2024, 22-02-2024, 27-03-2024

ii) During the year 2023-24, information as mentioned in Schedule II Part A of the SEBI Listing Regulations, has been placed before the Board for its consideration.

iii) The terms and conditions of appointment of the Independent Directors are disclosed on the website of the Company.

iv) During the year, one meetings of the Independent Directors were held on March 29, 2024. The Independent Directors, *inter-alia*, reviewed the performance of non-independent directors, Chairman of the Company and the Board as a whole.

v) The Board periodically reviews the compliance reports of all laws applicable to the Company, prepared by the Company.

vi) The details of the familiarization programme of the Independent Directors are there in the Company.

Committees of the Board

A. Audit committee

- i. The audit committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI Listing Regulations, read with Section 177 of the Act.
- ii. The terms of reference of the audit committee are broadly as under:
 - 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;
 - Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
 - Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
 - Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval.
 - Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 - Review and monitor the auditors' independence and performance, and effectiveness of audit process;
 - Examination of the financial statement and the auditors' report thereon;
 - The audit committee shall review the information required as per SEBI Listing Regulations.
- iii. The audit committee invites such of the executives, as it considers appropriate (particularly the head of the finance function), representatives of the statutory auditors and representatives of the internal auditors to be present at its meetings. The Company Secretary acts as the Secretary to the Audit Committee.
- iv. The previous Annual General Meeting ("AGM") of the Company was held on 29th September 2023 and was attended by Mr. Abhishek Verma, who was Chairman of the audit committee in FY 2022-23.

The composition of the Audit Committee and the details of meetings attended by the Directors are given below

Sr. No.	Name	Category	No. of Meetings attended
1.	Mr. Prem Narain Varshney (Member)	ED	6
2.	Mrs. Sonika Sharma (Member)	NED (I)	5
3.	Mrs. Sangeeta Pandey (Chairman)	NED (I)	6
4.	Mrs Pinky Verma (Member) Resigned on 05-09-2023	NED (I)	1

NED (I) - Non-Executive Director (Independent)

ED - Executive Director

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

During the year 2023-24, Six Audit Committee Meetings were held on 30.05.2023, 12.08.2023, 11.11.2023, 14.02.2024, 22.02.2024 and 27.03.2024. The necessary quorum was present at the meetings.

B. Nomination and Remuneration Committee:

The nomination and remuneration committee of the Company is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations, read with Section 178 of the Act.

i) Terms of reference:

This Committee shall identify the persons, who are qualified to become Directors of the Company / who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and also shall carry out evaluation of every director's performance. Committee shall also formulate the criteria for determining qualifications, positive attributes, independent of the Directors and recommend to the Board a Policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.

ii) Composition:

The Nomination and Remuneration Committee of the Company consists of Non-Executive and Independent Directors.

iii) No. of Meetings held during the year:

During the year the Committee had Four meeting i.e. on 30.05.2023, 12.08.2023, 11.11.2023 and 12.02.2024

iv) Composition, name of Members and attendance during the year:

Name of the Director	Position	No. of Meetings held in tenure	No. of Meetings Attended
Mrs. Pinky Verma (resigned on 05-09-2023)	Member	1	1
Mr. Abhishek Verma	Chairman in Q1	4	4
Mrs. Sangeeta Pandey	Chairman (in Q2-Q4)	4	4
Mrs Sonika Sharma	Member	3	3

Company Secretary was the Compliance Officer during the year under review. Compliance Officer performed the functions of monitoring the complaints received vis-à-vis share transfer and other related processes and reported them to the Board.

Compliance Officer also carried out his responsibility as liaison officer with the investors and regulatory authorities, such as SEBI, Stock Exchanges, Registrar of Companies, R.B.I. in respect of implementing laws, rules and regulations, and directives of such authorities concerning investor service and complaints.

C. Stakeholders Relationship Committee

The stakeholders' relationship committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations read with section 178 of the Act. The Committee performs following functions:

- Transfer/Transmission of shares
- Issue of Duplicate Share Certificates.
- Review of Share dematerialization and rematerialization.
- Monitoring the expeditious Redressal of Investor Grievances.
- Monitoring the performance of company's Registrar & Transfer Agent.
- All other matters related to the shares.

During 2023-24 the committee was chaired by Mrs. Sangeeta Pandey. At present the committee comprises of two Non-Executive Directors and one Executive Director. Five meetings were held on 30.05.2023, 12.08.2023, 09.10.2023, 11.11.2023 and 14.02.2024

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

The company has always ensured fair code of conduct and maintained transparency. There were no instances of non-compliance by the company, penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

In accordance with requirement of Companies Act as well as listing agreement 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.

SHAREHOLDERS

i) Means of Communication

Full and complete disclosure of information regarding the Company's financial situation and performance is an important part of the Company's Corporate Governance ethics. The Company has demonstrated this commitment by sending its Shareholders a full version of its Annual Report.

The quarterly, half-yearly and annual results of the Company are published in newspapers in India which include "*The Pioneer*" and/or "*The Economic Times*" and/or "*Financial Express*" (English), and "*The Pioneer*" and/ or "*Jansatta*" (Hindi language) both editions. The results are also displayed on the BSE's website.

Website: The company's website www.rathisteelandpower.com contains a separate dedicated section "**Investor**" where shareholders information is available. The annual report of the company is also available on the website in a user-friendly and download form.

ii) Compliance Officer

Company Secretary is the compliance officer for complying with requirement of the Securities Laws and the Listing Agreements with the Stock Exchange.

iii) Insider Trading

In compliance with the SEBI regulations on prevention of insider trading, the Company has a Code on Insider Trading for its Directors, Management and designated Executives. The Code lays down guidelines, which advise them on procedures to be followed and disclosures to be made, while dealing in securities of the Company. Ms Shobhita Singh (CS) is the Compliance Officer for complying with the said code.

iv) SEBI Complaints Redress System (SCORES):

The investor complaints are processed in a centralized web based complaints redress system. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status.

v) General Body Meetings

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

Year	Venue of Meeting	Date & Time	Special Resolution Passed
2022-2023	Through VC. / OAVM	29 th September 2023, 10.00 AM	Yes
2021-2022	Through VC. / OAVM	28 th September 2022, 5.00 PM	Yes
2020-2021	Through VC. / OAVM	29 th September 2021, 5.00 PM	Yes

No Special Resolution was passed by the Company last year through Postal Ballot. None of the businesses proposed to be transacted at the ensuing AGM require passing a Special Resolution through Postal Ballot.

10. GENERAL SHAREHOLDER INFORMATION

i) Annual General Meeting: Date : 30th September 2024
Day : Monday
Time : 1.00 P.M.

Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

ii) Financial Calendar (tentative):

Board Meeting to take on record	Schedule
Results for the * Quarter ending 30 th June, 2024 * Quarter ending 30 th September, 2024 * Quarter ending 31 st December, 2024 * Quarter ending 31 st March, 2025	12 th August 2024 On or before Nov 14, 2024 On or before Feb 14, 2025 On or before May 30, 2025

iii) Book Closure Date : N.A.

iv) Listing on Stock Exchanges:

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

Name & Address of the Stock Exchanges	Stock Code
Bombay Stock Exchange Ltd. Floor 25, P J Towers, Dalal Street, Mumbai - 400 001	504903

v) Stock Market Data:

The BSE had suspended the trading of Shares due to Non-Payment of Annual Listing Fees and other charges. With Sincere efforts, Company has already completed all the requirements including payment of Listing Fee along with the other charges which ultimately resultant into revocation of suspension in trading of Company's Shares with Bombay Stock Exchange (BSE) w.e.f. 3rd July 2023.

vi) Registrar and Share Transfer Agents:

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

M/s. Mas Services Limited (Unit Rathi Steel).
T-34, Second Floor, Okhla Ind. Area,
Phase-II, New Delhi- 110020,
Ph: 011-26387281-82-83
Fax No. 011-26387384
Email: info@masserv.com

vii) Share Transfer System:

M/s Mas Services Limited are the Registrar and Transfer Agent of the Company. The meeting of Share Transfer Committee is held at least once in a fortnight. All the physical share certificates are sent to the transferees subsequent to transfer within the prescribed period.

viii) Status of Complaints/queries and their redressal as on March 31, 2024:-

During the year 2023-24, immediate action taken by RTA and Company in respect of the complaints as received by Company and /or RTA and made nil complaints on score site. As on date, no complaints are pending other than those, which are under litigation, disputes or court orders.

ix) Pending Share Transfers:

No Share transfers were pending as on March 31, 2024.

x) Dematerialization of Shares:

The Company has entered into an agreement with NSDL and CDSL for dematerialization of shares. As on March 31, 2024, a total of 30753924 Equity Shares representing 36.15% of the total paid-up capital of the Company have been dematerialized. Members are advised to get their shares converted into demat mode. The shares of the Company can be traded in demat mode only.

Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is **INE336C01016**

Number of shares held in dematerialized and physical Mode as on 31st March,2024

Particulars	Total Shares	% of Equity
Shares in dematerialized form with NSDL	9927476	11.67%
Shares in dematerialized form with CDSL	20826448	24.48%
Physical	54309079	63.85%
Total	85063003	100.00%

xi) Distribution of Shareholding:

The distribution of shareholding as on March 31, 2024 was as under:-

Range of Holding	Shareholders Number	%	No. of Shares	%
1 to 5000	11575	83.327%	15,82,479	1.860%
5001 to 10000	1192	8.581%	9,70,333	1.141%
10001 to 20000	509	3.664%	7,67,122	0.902%
20001 to 30000	154	1.109%	3,97,759	0.468%
30001 to 40000	81	0.583%	2,93,171	0.345%
40001 to 50000	88	0.634%	4,18,265	0.492%
50001 to 100000	110	0.792%	8,25,729	0.971%
100001 & above	182	1.310%	7,98,08,145	93.822%
TOTAL	13891	100.00%	8,50,63,003	100.00%

xii) Outstanding GDRs/ADRs /Warrants etc:

The Company has no outstanding GDRs/ADRs/Warrants or any convertible instruments as on March 31, 2024.

xiii) Address for Correspondence:

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

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

OTHER DISCLOSURES**Statutory Compliance**

The Company has complied with the requirements of the Stock Exchanges, SEBI and Statutory Authority on all matters related to capital markets during the last three years.

Whistleblower Policy and Vigil Mechanism

The Company has adopted a Whistleblower policy and Vigil Mechanism to provide a formal mechanism to the Directors, employees and other external stakeholders to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Conduct or Ethics policy.

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

Accounting Treatment in preparation of Financial Statements

The Company has prepared the Financial Statements in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Act / Companies Act, 1956, as applicable.

CEO / CFO Certification

The Managing Director and the Chief Financial Officer have certified to the Board in accordance with Regulation 17 (8) read with Part B of Schedule II to the Listing Regulations pertaining to CEO / CFO certification for the Financial Year ended 31st March, 2024.

Mandatory Requirements

The Company has complied with all the mandatory requirements of the Listing Regulations relating to Corporate Governance.

DECLARATION BY THE MANAGING DIRECTOR

I, Prem Narain Varshney, Managing Director of Rathi Steel and Power Limited, hereby declare that all the members of the Board of Directors and the Senior Management personnel have affirmed compliance with the Code of Conduct, applicable to them as laid down by the Board of Directors in terms of Regulation 26 (3) of the Listing Regulations for the year ended 31st March, 2024.

For Rathi Steel and Power Limited

Sd/-

Prem Narain Varshney
Managing Director
DIN: 00012709

New Delhi
04-09-2024

REPORT ON CORPORATE GOVERNANCE

(In terms of Regulation 34(3) and Schedule V(E) of SEBI (Listing and Obligation and Disclosure Requirements) Regulations, 2015

To

The Members of

RATHI STEEL AND POWER LIMITED

We have examined the compliance of conditions of Corporate Governance by RATHI STEEL AND POWER LIMITED ("**the Company**"), for the year ended on March 31, 2024, as stipulated in Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with schedule V of the same

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to 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.

In our opinion and according to the information and explanation given to us, the Company has complied with the conditions of corporate governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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.

Sd/-

Sameer Kishore Bhatnagar
Practicing Company Secretary
M. No. 30997
CoP No. 13115
UDIN: A030997F001116499

Place: New Delhi
Date: 03-09-2024

INDEPENDENT AUDITORS' REPORT

To the Members of M/s. RATHI STEEL AND POWER LIMITED

Opinion

We have audited the accompanying standalone financial statements of M/s. RATHI STEEL AND POWER LIMITED ('the company'), which comprise the balance sheet as at 31st March 2024, the statement of profit and loss (including Other Comprehensive Income) and the Statement of Cash Flows for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone financial statements")

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31st, 2024, the Profit, and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

Emphasis of the Matter

The Company has concluded debt restructuring agreement with M/s Assets Care and Restructuring Enterprises Ltd (ACRE) and OTS (one-time settlement) with Canara Bank, by adhering and paying the settlement amount in full concluding / implementing the same as per mutually agreed terms with the Lenders / banks. Thus as a result of the conclusion of debt restructuring agreements / OTS and adherence to the terms thereof, Company has become Zero debt company as at the end of the financial year under report.

Considering the measures and efforts made by the management to make the Company zero debt company as at the end of the year and further being made for long term revival of Company, these financial statements have been prepared on a going concern basis on the strength of continued support of the promoters, bankers / other lenders and signs of recovery in general economic scenario.

Management's Responsibility for the Financial Statements

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

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

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

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

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

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 'A' statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. The balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
- d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e. The matters mentioned in Emphasis of Matter above, in our opinion, shall have positive effect on the functioning of the Company.
- f. On the basis of the written representations received from directors as on 31st March 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st, March 2024 from being appointed as a director in terms of Section 164 (2) of the Act;
- g. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B” and
- 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, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial Statements – Refer Note 2 to the Notes to Accounts attached to financial statements;
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any; and
 - iii. There was no amount required to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Act and rules made there under.
 - iv. The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - v. The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - vi. Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.
 - vii. The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.
 - viii. The Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2024 which, as per the certificate of the expert provided by the management, has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software and there is no instance of the audit trail feature being tampered with. As per proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024 and will be applicable from second year onwards.

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

Sd/-

M. L. Agrawal
Proprietor

M.No.:011148

UDIN: 24011148BKBXJ8445

Place : New Delhi
Date : 30/05/2024

Annexure –A to the Independent Auditors’ Report, the Annexure referred to in our Independent Auditors’ Report to the members of the Company on the standalone financial statements for the year ended 31st March 2024, we report that: -

1. In respect of fixed assets:

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

2. In respect of inventories:

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

3. The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013 (‘the Act’). Accordingly, paragraph 3 (iii) (a), (b), and (c) of the order is not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, the Company has not granted any loans, made any investment, given any guarantee or security, secured or unsecured, to any companies, firms or other parties except surety with Sales Tax department for other Companies as covered under section 185 and 186 of the Act over and above the limits prescribed under these sections.
5. The Company has not accepted any deposits from the public and therefore, the directives issued by Reserve Bank of India and provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and rules framed there under do not apply to the Company.
6. As informed to us, the Central Government has prescribed maintenance of cost records under section 148(1) of the Companies Act, 2013 in respect of manufacturing activities of the Company. We have broadly reviewed accounts and records of the Company in this connection and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
7. (a) The Company has not been regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Custom Duty, Cess and other material statutory dues with the appropriate authorities to the extent applicable and undisputed amounts of approx. Rs. 8.82 Crores is payable in respect of provident fund, income tax, sales tax, GST, service tax, Excise Duty, Entry Tax, value added tax, cess and other material statutory dues as at 31st March 2024 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, the particulars of dues of income tax, excise duty, service tax, value added tax which have not been deposited on account of any dispute, are as follows:

Name of the Statute	Nature of Dues	Amount (in lacs)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act 1961	Addition of Cash Credits/ Expenditures	1020.31	2013-14 (AY)	Commissioner of Income Tax – Appeals
	Penalty & Late Fess	11.85	2014-15 (AY)	Commissioner of Income Tax – Appeals (TDS)
Central Excise Act,1944	Excise Duty	317.15	2005-06 to 2007-08	High Court of Odisha
		133.32	2008-09 to 2012-13	Under Appeal with CESTAT
		77.21	2006-07	Supreme Court of India
		239.61	2014-15	DGCEI New Delhi
Sales Tax Act of Various States	Sales Tax	13.70	2010-11 to 2013-14	Before Addl. Commissioner , Northern Zone, Sambalpur
		1260.80	2004-05 to 2013-14	Commercial Tax Tribunal, UP
		831.28	2013-14 to 2016-17	Additional Commissioner Grade-2, Appeal-1,UP
		12.00	2012-13	Jt. Commissioner Corporate , Appeal, Gzb UP
		1064.74	2007-08 to 2010-11	High Court Prayagraj Revision filed by department.

8. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
9. The Company has concluded debt restructuring agreement with M/s Assets Care and Restructuring Enterprises Ltd (ACRE) and OTS (One-time settlement) with Canara Bank, by adhering and paying the settlement amount in full concluding/implementing the same as per mutually agreed terms the Lenders/banks.
 - 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 in accordance with debt restructuring agreement.
 - b) According to the information and explanations given to us including confirmations received from banks and financial institutions and representation received from the management of the Company, and based on our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.
 - c) In our opinion and according to the information and explanations given to us, money was not raised by way of any loan during the current year.
 - d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, during the year under review the company has not raised any funds from banks/financial institutions.
 - e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any loan from any entity or person on account of or to meet the obligations of its subsidiaries and associates- The company has no associates and subsidiaries hence point not applicable.
 - f) According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries and associate companies. The company has no associates and subsidiaries hence point not applicable.
10. a) According to the information and explanations given to us, during the year the Company has increased its Authorised Share Capital to Rs.1,31,64,81,470/- (Rupees One Hundred Thirty-One Crore Sixty-Four Lakh Eighty-One Thousand Four Hundred Seventy Only) comprising 8,64,51,399 Equity shares having face value of Rs.10/- each and 4,51,96,748 preference shares having face value of Rs.10- each.
 - b) Company has made preferential allotment of shares of 3,55,70,522 (Three Crores Fifty-Five Lakh Seventy Thousand Five Hundred and Twenty-Two Only) Equity Shares of face value of Rs.10/- (Rupees Ten Only) each fully paid up, for cash, to be issued at a price of Rs. 32.25 (Rupees Thirty-Two and Paise Twenty-Five Only) per Equity Share, determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to Rs. 1,14,71,49,334.50. Further Company has converted 3,63,02,748 (RPS-Type 1-2,37,36,000 shares and RPS-Type 2-1,25,66,748 shares) Redeemable preference shares into 3,63,02,748 OCRPS and consequently converted into 1,81,84,370 Equity Shares and 15,05,265 OCRPS convertible into 13,00,001 equity shares within 18 months from the date of conversion into OCRPS.

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

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

20. With respect to obligations under Corporate Social Responsibility, this clause is not applicable to company for the period under report.
21. Qualifications or adverse remarks in the audit reports issued by the respective auditors in case of companies – This clause is not applicable to the Company.

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

Sd/-

M. L. Agrawal
Proprietor
M.No.:011148
UDIN: 24011148BKBNXJ8445

Place : New Delhi
Date : 30/05/2024

Annexure-B to the Independent Auditors' Report, the Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31st March 2024, we report that: -

Report on the Internal Financial Controls under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013.

We have audited the internal financial controls over financial reporting of Rathi Steel and Power Limited ("the Company") as of 31st March, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial controls over financial reporting is a process designed to provided reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and

dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorization of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2024, based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on audit of Internal Financial Controls Over Financial Reporting issued by ICAI.

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

Sd/-
M. L. Agrawal
Proprietor
M.No.:011148
UDIN: 24011148BKBNXJ8445

Place : New Delhi
Date : 30/05/2024

RATHI STEEL AND POWER LIMITED
CIN L27109DL1971PLC005905
BALANCE SHEET AS AT 31 ST MARCH, 2024

(Amount in Lacs)

Particulars	Note No.	As at 31 March 2024	As at 31 March 2023
ASSETS			
(1) Non - Current Assets			
(a) Property, Plant and Equipment	2	7034.51	6590.61
(b) Capital work - in - progress		0.00	0.00
(c) Financial assets			
(i) Non Current Investments	3	10.81	15.71
(ii) Other financial assets	4	350.70	350.70
(d) Other non - current assets	5	100.52	126.52
Deffered Tax Assests		7290.97	7290.97
Total Non- Current Assets		14787.51	14374.51
(2) Current Assets			
(a) Inventories	6	2959.17	3507.34
(b) Financial assets			
(i) Trade receivables	7	1626.43	808.91
(ii) Cash and cash equivalents	8	650.28	121.94
(iii) Other financial assets	9	1705.77	1372.83
(c) Other current assets	10	221.15	278.19
Total Current Assets		7162.80	6089.21
TOTAL ASSETS		21950.31	20463.72
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity share capital	11	9546.23	7650.49
(b) Other Equity	12	2760.81	-10041.14
Total Equity		12307.04	-2390.65
LIABILITIES			
(1) Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	13	0.00	6323.34
(b) Provisions	14	200.04	208.68
(c) Other Long Term Liabilites	15	2082.81	2768.95
(d) Other non current liability		0.00	0.00
Total Non- Current Liabilities		2282.85	9300.97
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	16	0.00	1357.07
(ii) Trade payables	17	6422.42	5833.19
(b) Other current liabilities	18	907.97	6329.58
(c) Provisions	19	30.03	33.56
Total Current Liabilities		7360.42	13553.40
TOTAL EQUITY AND LIABILITIES		21950.31	20463.72

The accompanying Notes are an integral part of the financial statements

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

Sd/-
Abhishek Verma
Director
DIN: 08104325

Sd/-
P.N.Varshney
Managing Director
DIN: 00012709

Sd/-
M.L.Agrawal
(Proprietor)
M. No. 011148
UDIN: 2401148BKBXJ8445

Sd/-
Shobhita Singh
Company Secretary

Sd/-
Rakesh Kumar
CFO

Place : New Delhi
Dated : 30.05.2024

RATHI STEEL AND POWER LIMITED

CIN L27109DL1971PLC005905

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31 ST MARCH, 2024

(Amount in Lacs)

Particulars	Note No.	2023-2024	2022-2023
Revenue from operations	20	49282.56	72654.66
Other income	21	345.76	102.32
Total Income		49628.32	72756.98
Expenses			
Cost of material consumed	22	36577.88	60953.78
Purchases of Stock-in-Trade			
Changes in inventories of Finished goods and Work - in -progress	23	929.11	-2183.86
Employee benefit expense	24	951.29	681.45
Finance Costs	25	1173.57	1210.31
Depreciation & amortization expense		874.29	832.52
Other Expenses	26	8745.13	10037.43
Total Expenses		49251.26	71531.63
Profit before exceptional items & tax		377.06	1225.35
Less : Extra Ordinary / Exceptional Items	27	-1983.65	-7521.82
Profit/(Loss) before tax		2360.71	8747.17
Less: Tax expenses			
(1) Current tax			
of Current year		0.00	0.00
of Earlier years		7.30	24.89
(2) Deferred tax			
of Current year		0.00	0.00
of Earlier years		0.00	0.00
Total Tax Expenses		7.30	24.89
Profit after tax	A	2353.40	8722.28
Other Comprehensive Income			
Other Comprehensive Income/ Expenses net of taxes expenses item that will not be reclassified to profit or loss		11.03	42.26
Total Other Comprehensive Income for the year	B	11.03	42.26
Total Comprehensive Income for the year	(A+B)	2364.43	8764.54

The accompanying Notes are an integral part of the financial statements

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

Sd/-
Abhishek Verma
Director
DIN: 08104325

Sd/-
P.N.Varshney
Managing Director
DIN: 00012709

Sd/-
M.L.Agrawal
(Proprietor)
M. No. 011148
UDIN: 24011148BKBXJ8445

Sd/-
Shobhita Singh
Company Secretary

Sd/-
Rakesh Kumar
CFO

Place : New Delhi
Dated : 30.05.2024

RATHI STEEL AND POWER LIMITED
CIN L27109DL1971PLC005905
NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH 2024

Note 2 : Property, Plant and Equipment

(Amount in Lacs)

PARTICULARS	G R O S S B L O C K				D E P R E C I A T I O N				N E T B L O C K	
	As at 01.04.2023 (Rs.)	Addition during the year (Rs.)	Sales/ Adjustment (Rs.)	As at 31.03.2024 (Rs.)	Upto 31.03.2023 (Rs.)	Adjustment (Rs.)	For the Year (Rs.)	Total Upto 31.03.2024 (Rs.)	As at 31.03.2024 (Rs.)	As at 31.03.2023 (Rs.)
FIXED ASSETS										
Land Freehold	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Land Leasehold	244.98	0.00	0.00	244.98	0.00	0.00	0.00	0.00	244.98	244.98
Boundary Wall	1.74	0.00	0.00	1.74	1.38	0.00	0.00	1.38	0.35	0.35
Building	332.83	0.00	0.00	332.83	191.65	0.00	10.41	202.06	130.77	141.18
Plant & Machinery	17923.51	1307.15	0.00	19230.66	11751.05	0.00	855.58	12606.63	6624.03	6172.46
Furniture Fixtures	61.06	0.12	0.00	61.18	57.66	0.00	0.15	57.81	3.37	3.40
Office Equipment	57.28	5.38	0.00	62.66	42.60	0.00	4.15	46.75	15.91	14.68
Vehicles	171.26	2.47	0.00	173.73	162.88	0.00	1.15	164.03	9.70	8.38
Computers	68.47	3.06	0.00	71.53	63.29	0.00	2.85	66.14	5.40	5.18
TOTAL	18861.13	1318.18	0.00	20179.31	12270.51	0.00	874.29	13144.80	7034.51	6590.61
Previous Year	18174.88	686.24	0.00	18861.12	11437.99	0.00	832.52	12270.51	6590.61	

(Amount in Lacs)

3 NON CURRENT INVESTMENTS

Particulars			As at		As at	
			March 31, 2024		March 31, 2023	
Non Trade Investments	Face Value	No. of Shares	Value	No. of Shares	Value	
Quoted						
<u>Equity Instruments (At FVOCI)</u>						
Bank of Baroda	2	635	0.29	635	0.29	
State Bank of India	1	-	0.00	7,980	4.90	
Focus Industrial Resources Ltd	10	2,400	0.20	2,400	0.20	
BOB Pioneer PSU Mid Cap - Equity Plan	10	1,00,000	10.00	1,00,000	10.00	
Total Value of Quoted Investments			10.49		15.39	
Unquoted						
Moradabad Syntex Ltd	10	20000	0.00	20000	0.00	
First Financial Services Ltd	10	1,000	0.10	1,000	0.10	
Lynx Traders & Export Ltd	10	3,350	0.34	3,350	0.34	
Total Value of Unquoted Investments			0.44		0.44	
Less : Provision for diminution in Value			0.12		0.12	
			10.81		15.71	
Fair Market Value of Qouted Investments			21.52		57.65	
Fair Value of Unquoted Investments (Net of Provision)			0.32		0.32	
Total			21.84		57.97	
Other Comprehensive Income not to be reclassified to P & L account			11.03		42.26	

4 OTHER FINANCIAL ASSETS

Particulars			As at		As at	
			March 31, 2024		March 31, 2023	
Security Deposit			350.70		350.70	
			350.70		350.70	

5 OTHER NON CURRENT ASSETS

Particulars			As at		As at	
			March 31, 2024		March 31, 2023	
Trade Receivable and Advance recoverable in cash or kind or for value to be received						
a) Unsecured - Considered Good			100.52		126.52	
b) Unsecured - Considered Doubtful				-	-	
Less : Provision for Bad & Doubtful						
c) Miscellaneous Expenses to the Extent not Written off/back			0.00		0.00	
			100.52		126.52	

6 INVENTORIES

Particulars			As at		As at	
			March 31, 2024		March 31, 2023	
Raw Material			959.94		786.51	
Work-in-progress			0.00		0.00	
Finished Goods			1399.45		2328.56	
Stores & Spares			564.31		355.09	
Fuel & Oils			35.47		37.18	
			2959.17		3507.34	

7 TRADE RECEIVABLES

Particulars	As at		As at
	March 31, 2024		March 31, 2023
(Unsecured)			
Considered Good	127.29		729.88
Considered Doubtful	38.51		83.52
Less: Provision for doubtful Debts	-4.49		-4.49
Others	1465.12		0.00
	1626.43		808.91

8 CASH AND CASH EQUIVALENTS

Particulars	As at		As at
	March 31, 2024		March 31, 2023
<u>Balance With Banks</u>			
- On Current account	547.55		22.60
Cash on Hand	9.17		20.24
Deposits (Original maturity of less than 3 months.)	78.68		64.22
Interest accrued on Deposits	14.88		14.88
	650.28		121.94

9 OTHER FINANCIAL ASSETS

Particulars	As at		As at
	March 31, 2024		March 31, 2023
Balance with Statutory/ Government Authorities	626.84		482.67
Trade advances	22.16		22.92
Less : Provision for doubtful	-3.38		-3.38
Advance recoverable in cash or kind or for value to be received	996.31		806.78
Security Deposits	63.84		63.84
	1705.77		1372.83

10 OTHER CURRENT ASSETS

Particulars	As at		As at
	March 31, 2024		March 31, 2023
Prepaid Expenses	5.08		5.84
Advance Income Tax / Tax Deducted At Source	216.07		272.35
	221.15		278.19

11 EQUITY SHARE CAPITAL

Particulars	As at		As at
	March 31, 2024		March 31, 2023
Authorized Share Capital			
8,64,51,399 Equity shares, Rs. 10- par value (31 March 2024: 8,64,51,399 equity shares Rs. 10- each) (1 April 2023: 320,00,000 equity shares Rs. 10- each)	8645.14		3200.00
4,51,96,748 Preference shares, Rs. 10- par value (31 March 2024: 4,51,96,748 Preference Shares Rs. 10- each) (1 April 2023: 580,00,000 Redeemable Preferential Shares Rs. 10- each)	4519.67		5800.00
	13164.81		9000.00
Issued, Subscribed and Fully Paid Up Shares			
85063003 Equity shares, Rs. 10- par value fully paid up (31 March 2024: 85063003 equity shares Rs. 10- each) (1 April 2023: 31308111 equity shares Rs. 10- each)	8506.30		3130.81
10399265 Preference Shares , Rs. 10- par value fully paid (31 March 2024: 8894000 Redeemable Preference Shares Rs.10/-each) (31 March 2024: 1505265 OCRP Shares Rs.10/-each) (1 April 2023: 45196748 Redeemable Preferential Shares Rs. 10- each)	1039.93		4519.67
	9546.23		7650.49

Note (a):The reconciliation of the number of equity shares outstanding at the beginning and at the end of reporting period 31-03-2024:

Particulars	As at 31st March, 2024		As at 31st March, 2023	
	No. of Shares	Amount	No. of Shares	Amount
Number of shares at the beginning	3,13,08,111	3130.81	3,13,08,111	3130.81
Add: Shares issued during the year	5,37,54,892	5375.49	-	0.00
Less : Shares bought back (if any)	-	0.00	-	0.00
Number of shares at the end	8,50,63,003	8506.30	3,13,08,111	3130.81

Note (b):The reconciliation of the number of redeemable preference shares outstanding at the beginning and at the end of reporting period 31-03-2024:

Particulars	As at 31st March, 2024		As at 31st March, 2023	
	No. of Shares	Amount	No. of Shares	Amount
Number of shares at the beginning	4,51,96,748	4519.67	4,51,96,748	4519.67
Add: Shares issued during the year	-	0.00	-	0.00
Less : Shares bought back (if any)/ Converted in Equity Share	3,47,97,483	3479.75	-	0.00
Number of shares at the end *	1,03,99,265	1039.93	4,51,96,748	4519.67

* Number of Preference Shares as at 31/03/2024 includes RPS : 8894000 Shares & OCRPS : 1505265 Shares

Note : Terms/rights attached to equity shares

The Company has issued two class of shares referred to as equity shares and Preference Shares (RPS and OCRPS). The Equity Shares are having a par value of Rs.10 per share whereas par value for each Preference Shares is Rs.10/-. Every holder of Equity Share is entitled to one vote per share in respect of all matters submitted to vote in the shareholders meeting. Preference Shares, voting rights of the persons holding shall be in accordance with the provisions of section 47 and other applicable provisions, if any, of the Companies Act,2013, in respect of every resolution placed before the Company which directly affect the rights attached to the shares. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the assets of the Company, RPS shall be non-participating in surplus of funds and OCRPS shall be non -participating in surplus assets and profits, on winding up, which may remain after the entire capital has been paid. The Preference Shares (RPS) shall become due for redemption after 10 years from the date of issue or extension at a premium of Rs.20/- of the issue price and each OCRPS shall at the option of the OCRPS holder would be converted into such number of equity shares of the Company arrived by dividing the redemption amount payable to the OCRPS holders with the Conversion Price, within 18 months. In case OCRPS are not converted within 18 months, then they shall be redeemed within a period of 10 years. Redeemable Preference shares are entitled to carry a coupon rate of 1% on non-cumulative basis and payable upon declaration of dividend by the Company on the paid up capital.

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

Name of the shareholder	As at 31st March, 2024		As at 31st March, 2023	
	No. of shares held	% held	No. of shares held	% held
(A) Equity Shares				
Archit Securities Private Limited	2,11,86,867	24.91%	40,35,223	12.89%
Pradeep Kumar Rathi	80,21,351	9.43%	75,04,988	23.97%
(B) Preference Shares				
(i) Redeemable Preference Shares				
Char Investment and Trading Limited	64,54,000	62.06%	64,54,000	14.28%
Lenzing Poly Packs Limited	24,40,000	23.46%	24,40,000	5.40%
(ii) OCR Preference Shares				
Archit Securities Private Limited	15,05,265	14.47%	2,31,16,220	51.15%

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

Name of the shareholder	As at 31st March, 2024		As at 31st March, 2023		Variation%	
	No. of shares held	% held	No. of shares held	% held	31-03-2024	31-03-2023
(A) Equity Shares						
Pradeep Kumar Rathi	80,21,351	9.43%	75,04,988	23.97%	-14.54%	0%
Udit Rathi	1256594	1.48%	7,40,231	2.36%	-0.88%	0%
Archit Securities Private Limited	2,11,86,867	24.91%	40,35,223	12.89%	12.02%	0%
DBG Leasing & Housing Limited	38,32,472	4.51%	38,32,472	12.24%	-7.73%	0%
(B) Preference Shares						
Char Investment and Trading Limited	64,54,000	62.06%	64,54,000	14.28%	47.78%	0%
Lenzing Poly Packs Limited	24,40,000	23.46%	24,40,000	5.40%	18.06%	0%
Archit Securities Private Limited	15,05,265	14.47%	2,31,16,220	51.15%	-36.68%	0%

Note- Statements of Changes in Equity

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

* Refer note 20 for changes in equity.

Previous Reporting Period					
Balance at the beginning of the current reporting period		Changes in Equity Share Capital due to prior period error	Related Balance at the beginning of the previous reporting period	Changes in Equity Share Capital during the previous year	Balance at the end of the previous reporting period
Equity Shares	31308111	-	-	-	31308111
Preference Shares	45196748	-	-	-	45196748

RATHI STEEL AND POWER LIMITED

CIN L27109DL1971PLC005905

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH 2024

(Amount in Lacs)

Particulars		AS AT 31.03.2024		AS AT 31.03.2023		AS AT 31.03.2022
NOTE - 12 OTHER EQUITY						
(i) Reserve & Surplus						
(a) Revaluation Reserve		190.26		190.26		190.26
(b) Capital Reserve		5.21		5.21		5.21
(c) Securities Premium Account						
As Per Last Balance Sheet	10809.23		10809.23		10809.23	
Add: Received during the year	15694.53		0.00		0.00	
Less : Premium on Redemption of RPS	6521.66					
Balance		19982.10		10809.23		10809.23
(d) General Reserve						
As Per Last Balance Sheet		14674.64		7814.37		7814.37
Add: Credited on account of Waiver of Term Loan by Lenders		1275.68		6860.27		0.00
(e) Retained Earning						
As Per Last Balance Sheet	-35720.48		-44442.76		-40793.91	
(Add)/ Less: Loss for the current year	2353.40		8722.29		-3648.86	
Total (e)	0.00	-33367.08	0.00	-35720.48	0.00	-44442.76
Closing Balance		2760.81		-10041.14		-25623.69

13 BORROWINGS

Particulars	As at		As at
	March 31, 2024		March 31, 2023
Secured			
From Bank / ARC			
Term Loans	0.00		4950.41
Working Capital Term Loans	0.00		718.75
Funded Interest Term Loans	0.00		654.18
From Others			
Finance / Lease Obligations	0.00		0.00
	0.00		6323.34

14 PROVISIONS

Particulars	As at		As at
	March 31, 2024		March 31, 2023
Provision for Employee Benefits			
-Gratuity	200.04		208.68
	200.04		208.68

15 OTHER LONG TERM LIABILITIES

Particulars	As at		As at
	March 31, 2024		March 31, 2023
Unsecured Loans	161.04		61.04
Sundry Creditors for Capital Goods	41.30		52.30
Other Term Liabilities	868.90		1889.20
Trade Deposits from Dealers	1011.57		766.41
	2082.81		2768.95

16 BORROWINGS

Particulars	As at		As at
	March 31, 2024		March 31, 2023
Secured From Bank / ARC			
Working Capital Facilities (Including L/c Bills Crystallised)	0.00		1357.07
	0.00		1357.07

17 TRADE PAYABLES

Particulars	As at		As at
	March 31, 2024		March 31, 2023
Trade Payables	6422.42		5833.19
	6422.42		5833.19

18 OTHER CURRENT LIABILITIES

Particulars	As at		As at
	March 31, 2024		March 31, 2023
Statutory Dues Payable	60.58		336.14
Advances From Customers	356.85		332.13
Other Payable	490.54		951.31
Current Maturities of Long Term Debt / Lease Obligations	0.00		4710.00
	907.97		6329.58

19 PROVISIONS

Particulars	As at		As at
	March 31, 2024		March 31, 2023
Provisions for Employee Benefits			
- For Bonus	12.38		28.64
- For Leave encashment	17.65		4.92
	30.03		33.56

20 REVENUE FROM OPERATIONS (Amount in Lacs)

Particulars	2023-24	2022-2023
Sale of Products	48064.70	59897.59
Sale of Services	679.17	2753.79
<u>Other Operating Revenue</u>		
Others Operating Revenue	538.69	10003.28
	49282.56	72654.66

21 OTHER INCOME

Particulars	2023-24	2022-2023
Interest Income	25.13	37.59
Net gain on sale of Fixed Assets	1.30	0.00
Dividend income from equity	0.94	2.88
Commission Received	36.00	0.00
Provision no longer required, written back	5.04	0.00
Sundry Balance Written Back (Net)	233.24	14.29
Insurance Claims Received	0.00	11.48
Bad Debts Recovered	0.00	36.08
Profit on Sale of Investments	44.11	0.00
	345.76	102.32

22 COST OF MATERIALS CONSUMED

Particulars	2023-24	2022-2023
Inventory at the beginning of the year	786.51	2211.09
Add: Purchases during the year	36751.31	59529.20
	37537.82	61740.29
Less: Inventory at the end of the year	959.94	786.51
	36577.88	60953.78

23 CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS

Particulars	2023-24	2022-2023
<u>Inventories at the end of the year</u>		
Finished Goods	1399.45	2328.56
Work In Progress	0.00	0.00
	1399.45	2328.56
<u>Inventories at the beginning of the year</u>		
Finished Goods	2328.56	144.70
Work In Progress	0.00	0.00
	2328.56	144.70
Increase/(decrease) in Stock	929.11	-2183.86

24 EMPLOYEE BENEFIT EXPENSES

Particulars	2023-24		2022-2023
Salaries, Wages and Bonus	902.66		638.57
Contribution to Provident and other fund	32.10		27.42
Staff Welfare Expenses	16.53		15.46
	951.29		681.45

25 FINANCE COST

Particulars	2023-24		2022-2023
Interest on Loans	0.00		0.00
Other Borrowing Costs			
Bank Charges & Processing Fees/Finance Charges	1173.57		1210.31
	1173.57		1210.31

26 OTHER EXPENSES

Particulars	2023-24		2022-2023
A. Manufacturing Expenses			
Consumption of Stores & Spares	2409.77		3242.60
Power & Fuel	5466.26		5672.49
Conversion Charges Paid	70.68		33.17
Repair & Maintenance			
Plant & Machinery	45.47		110.31
Building	0.00		3.50
Others	21.02		46.15
B. Selling Expenses			
Freight Outward	301.19		41.70
Advertisement and Sales & Promotion Expenses	21.65		4.79
Testing Charges	14.42		15.30
C. Administrative Expenses			
Directors Salary	1.80		2.83
Insurance Charges	15.78		15.69
Legal & Professional Charges	138.18		227.17
Miscellaneous Expenses	78.17		509.98
Vehicle Running & Maintenance	2.70		4.23
Postage, Telegram & Telephone	4.11		3.19
Printing & Stationery	3.75		5.53
Rates, Taxes & fee	0.20		0.67
Rent	14.18		12.81
Travelling & Conveyance Expenses	131.80		81.32
Auditors' Remuneration	4.00		4.00
	8745.13		10037.43

27 EXTRA ORDINARY / EXCEPTIONAL ITEMS

Particulars	2023-24		2022-2023
Waiver of Short Term Borrowings from Lenders	-1983.65		-7521.82
	-1983.65		-7521.82

(Rs. in Lacs)

	YEAR ENDED 31.03.2024	YEAR ENDED 31.03.2023
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit Before Taxation and Extra Ordinary Items	377.06	1,225.35
Adjustments for :		
Depreciation	874.29	832.52
(Profit)/ Loss on Sale of Assets	(1.30)	-
Insurance Claim Received	-	(11.48)
Interest Paid	1,168.65	1,206.15
Bad Debts Recovered	-	(36.08)
Misc. Balance written back	(233.24)	(14.29)
Dividend income	(0.94)	(2.88)
Miscellaneous Income	(36.00)	-
Interest income	(25.13)	(37.59)
Operating profit before working capital changes:	2,123.39	3,161.70
Adjustments for:		
Increase in Trade receivables	(817.52)	(128.48)
(Increase)/Decrease in inventories	548.17	(1,008.65)
(Increase)/Decrease in Loans & Advances and other assets	(249.89)	148.81
Increase in Current Liabilities and Other Long Term Liabilities	(1,165.86)	862.67
Extra Ordinary Items / Bad Debts	1,983.65	7,521.82
Cash Generated from Operation	2,421.94	10,557.87
Less: Income Tax paid (net)	7.30	24.89
Net cash from operating activities:	2,414.64	10,532.98
B. CASH FLOW FROM INVESTMENT ACTIVITIES		
Purchase of Fixed Assets	(1,318.18)	(686.24)
Change in Capital Work in Progress	-	-
Dividend income	0.94	2.88
(Profit)/ Loss on Sale of Assets / Investments	1.30	-
Assets discarded	4.90	-
Misc. Balance written back	233.24	14.29
Insurance Claim	-	11.48
Bad Debts Recovered/ Misc Income	-	36.08
Commission Received	36.00	-
Interest income	25.13	37.59
Net cash used in investing activities :	(1,016.67)	(583.92)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Share Capital	11,068.62	-
Increase in General Reserves on account of Waiver of Long Term Borrowings	1,275.68	6,860.27
Receipt/ Waiver Short Term Borrowings	(6,323.34)	(9,492.06)
Increase/(Decrease) in Long Term Borrowing	(4,710.00)	(840.00)
Increase/(Decrease) in Short Term Borrowing	(1,357.07)	(5,958.03)
Increase/(Decrease) in Dealers Security	245.16	754.84
Increase/(Decrease) in Unsecured loans	100.00	(76.99)
Interest Paid (including borrowing costs capitalised)	(1,168.65)	(1,206.15)
Net cash used in Financing activities :	(869.61)	(9,958.13)
Net increase/(Decrease) in cash and cash equivalents	528.34	(9.07)
Opening cash and cash equivalents	121.94	131.01
Closing cash and cash equivalents	650.28	121.94

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

Sd/-
Abhishek Verma
Director
DIN:08104325

Sd/-
P N Varshney
Managing Director
DIN:00012709

Sd/-
M.L.Agrawal
(Proprietor)
M. No. 011148
UDIN: 24011148BKBXJ8445

Sd/-
Shobhita Singh
Company Secretary

Sd/-
Rakesh Kumar
CFO

PLACE : NEW DELHI
DAT 30.05.2024

1. COMPANY INFORMATION

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

2. SIGNIFICANT ACCOUNTING POLICIES

a) Basis of Preparation of Financial Statements:

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

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

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

b) Use of Estimates:

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

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

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

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

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

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

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

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

Provisions and Contingencies

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

d) Current v/s non-current classification

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

- Expected to be realized or intended to be sold or consumed in the normal operating cycle;

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

All other assets are classified as non-current.

A liability is current when:

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

All other liabilities are classified as non-current.

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

e) Revenue Recognition

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

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

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

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

Dividend income is accounted for on receipt of payment.

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

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

f) Impairment of non-financial assets

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

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

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

g) Impairment of Financial Assets

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

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

h) Inventories:

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

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

i) Cash and cash Equivalents

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

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

Cash Flow Statement

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

j) PROPERTY, PLANT AND EQUIPMENT

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

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

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

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

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

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

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

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

k) Investments

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

l) Borrowing Costs

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

m) Current Tax and Deferred Tax:

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

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

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

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

n) Retirement benefits

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

o) Foreign exchange transactions

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

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

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

A contingent liability is disclosed when:

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

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

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

NOTES ON ACCOUNTS:

1. COMMITMENTS:

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

2. CONTINGENT LIABILITIES:

A. No provision has been made for:

- a. Outstanding effective Bank Guarantees and Counter Guarantees given by the Company Rs.40,17,112/-.
- b. Outstanding Letter of Credit Rs. -NIL- (Rs. NIL)
- c. VAT / Sales Tax liability for various years in respect of which the Company has filed appeals with higher authority amounts to Rs.21,17,77,388/-. Most of the demands have been stayed by concerned authorities and the Company is confident to get relief. Further, Cases which have been awarded in favor of the Company against which department has filed appeals /revision petition amounts to Rs.10,64,73.573/.

- d. Excise/Service tax cases pending with various statutory authorities being disputed principal amount Rs.7,67,29,699/-. The Company is Confident to get relief and chances of any liability is very remote.
- e. Civil/Recovery suits and Labour cases pending against the Company not acknowledged as debt –Rs.12,48,10,916/-.
- f. As per Sales Agreement between GAIL and Company for Gas, GAIL has been raising demand in relation to annual take or pay deficiency which the Company has disputed on numerous occasions. After representation by the company, a Settlement Advisory Committee (“SAC”) has been appointed under the GAIL Conciliation Rules 2010 with mutual consent of both parties to settle the dispute. The company is quite confident to get the dispute settled, and liability, if any, arises may not have material effect on the financial position of the Company.

B. Income Tax and Sales Tax Assessments:

- a. Assessing officer (TDS has imposed penalty and late fees towards delay in TDS deposited and late fees for issuance of relevant forms during FY 2013-14 and raised demand of Rs.1184600/-.
- b. Assessing officer passed order u/s 147 r.w.s. 144B of Income Tax Act with addition of Rs.10,20,31,713/ was made in relation to AY 2013-14. Further the same has been adjusted with carry forwarded losses by the Authority.

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

- c. Additional liability, if any, in respect of pending assessments / appeals of Income Tax, compounding application, would be provided for on completion of assessments / disposal of appeals.
- d. Additional demand, if any, in respect of pending assessment of Sales Tax / VAT / Entry Tax would be known only on completion of the assessments.

3. SEGMENTAL REPORTING:

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

4. FOREIGN CURRENCY TRANSACTIONS:

Expenditure in Foreign Currency:

- a. Raw material purchase (CIF) Rs.58,54,21,625/ (Rs. 26,45,82,873/-)
- b. Capital Goods (CIF) – Rs. NIL (Rs. NIL)
- c. Stores Purchased (CIF)- Rs.1,10,60,294/- (Rs.4,05,14,999/-)

Earning in Foreign Currency (FOB):

Finished goods sale Rs. Nil (Rs. Nil).

Details of Consumption of Imported and Indigenous items

Rs. in lacs

Particulars	Imported				Indigenous			
	2023-24	%	2022-23	%	2023-24	%	2022-23	%
Materials	5854.22	16.00%	2645.83	4.34%	30723.67	84.00%	58307.95	95.66%
Stores and Spares	110.60	4.59%	405.15	12.50%	2299.17	95.41%	2837.45	87.50%

5. PAYMENT TO AUDITORS:

- a. Audit Fee – Rs.4,00,000/- (Rs.4,00,000).
- b. Certification Fees – Rs.92000/- (Rs. 11000).

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

7. Interest / Penalty, if any on delayed payments of statutory dues (Excise, GST, PF/ESI etc.) will be provided for as and when ascertained / determined by the concerned authority.

8. The MSME status of creditors is not in knowledge of the Company as per available records even after adequate efforts, hence information is not given.

9. During the previous years in order to optimize the Ghaziabad unit operation, Company did job work for other parties.
10. **CONCLUSION FOR RESTRUCTURING OF SECURED DEBTS:** During the period under report Company has concluded debt restructuring agreement with M/s Assets Care and Restructuring Enterprises Ltd (ACRE) and OTS (one-time settlement) with Canara Bank, by adhering and paying the settled amount in full concluding / implementing the same as per mutually agreed terms with the Lenders / banks.

The effect of conclusion and reduction of such liabilities are represented in the respective financial statements under the head Reserves and Surplus, extra-ordinary item in the Profit and loss account. To that extent, financial statements for the current / previous year has been recasted, regrouped and rearranged wherever necessary.

Thus as a result of the conclusion of debt restructuring agreements / OTS and adherence to the terms thereof, Company has become Zero debt company as at the end of the financial year under report.

11. **EARNINGS PER SHARE (EPS):**

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

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

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

Particulars	Year Ended on 31.03.2024	Year Ended on 31.03.2023
Profit/(Loss) attributable to the Equity Shareholders (Rs.) (A)	235340323	872228662
Profit/(Loss) Cash attributable to the Equity Shareholders (Rs.) (B)	322768959	955480254
Weighted average number of Equity Shares Outstanding during the year (C)	85063003	31308111
Nominal Value of Share (Rs.)	10	10
Earnings Per Share (Rs.) (A)/(C)	2.77	27.86
Earnings Per Share (Cash) (Rs.) (B)/(C)	3.79	30.52

The company has not incurred loss during the year ended on March 31st, 2024, however as on that date the company's current liabilities exceed its current assets by Rs. 1,97,61,567.00 and company's net worth has turned into positive at the end of the year after long period. Company has fully concluded its debt restructuring agreements / OTS entered in earlier years and adherence to the terms thereof, Company has become Zero debt company as at the end of the financial year under report. Company is making further efforts to maximize the operating levels / minimize the costs, and there has been steady improvement in reference to last couple of years. Further the Company is exploring various refinancing options with prospective Lenders / Investors to meet the working capital and long term financial requirements.

Considering the measures and efforts made by the management to make the Company zero debt company as at the end of the year and further being made for long term revival of Company, these financial statements have been prepared on a going concern basis on the strength of continued support of the promoters, bankers / other lenders and signs of recovery in general economic scenario.

12. **RELATED PARTY DISCLOSURE:**

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

a) **Individuals**

b) **Key Managerial Personnel**

Shri P.N. Varshney
Smt. Shobhita Singh
Shri Rakesh Kumar

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

(Rs)

Particulars	Key Managerial Personnel	Individuals
Paid for rendering of services	909115.00	NIL

13. TRADE PAYABLES AGEING SCHEDULE

a. Current Year (FY 2023-24)

(Rs.)

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

*out of disputed dues amount of Rs.11194145 has been settled.

b. Previous Year (FY 2022-23)

(Rs.)

Sr. No	Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years
(i)	MSME	N.A.	N.A.	N.A.	N.A.
(ii)	Others	469574408	1553573	1653805	88956578
(iii)	Disputed dues – MSME	N.A.	N.A.	N.A.	N.A.
(iv)	Disputed dues – others	0	0	0	21580929
		469574408	1553573	1653805	110537507

14. TRADE RECEIVABLE AGEING SCHEDULE:

a. Current Year (FY 2023-24)

(Rs.)

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

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

b. Previous Year (FY 2022-23)

(Rs.)

Sr. No.	Particulars	Less than 6 Months	6 month to 1 year	1-2 years	2-3 years	More than 3 years
(i)	Undisputed – Considered Goods	72988535	0	0	0	0
(ii)	Undisputed – Considered Doubtful	0	0	0	8351557	0
(iii)	Disputed – Considered Goods	0	0	0	0	12651973
(iv)	Disputed – Considered Doubtful	0	0	0	0	0
	Total	72988535	0	0	8351557	12651973

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

16. Capital Work-in Progress (CWIP) : N I L

17. Intangible assets under development : N I L

18. SOLVENCY

	Ratio Analysis in %	2023-24	2022-23	Explanations, if any
a	Current Ratio	0.97	0.45	Decrease in current liability
b	Debt-Equity Ratio	0.00	3.19	Discharge of Restructuring & OTS liabilities
c	Debt Service Coverage Ratio	0.46	0.47	Discharge of Restructuring & OTS liabilities
d	Return on Equity Ratio	0.19	3.65	Increase in Shareholders Nos
e	Inventory Turnover Ratio	14.58	23.04	Better Inventory management
f	Trade Receivables Turnover Ratio	40.47	97.57	Decrease in Revenue
g	Trade Payables Turnover Ratio	5.72	10.21	Better in payments to vendors

	Ratio Analysis in %	2023-24	2022-23	Explanations, if any
h	Net Capital Turnover Ratio	-249.39	-9.73	Decrease in current liabilities
i	Net Profit Ratio	0.05	0.12	Due to decrease in revenue
j	Return on Capital Employed	0.24	1.44	Due to decrease in revenue
k	Return on Investment	102	269	Increase in Market Value

19. Surety given for others, amount not ascertained as company has not maintained any such records.
20. "The Company has increased its authorized share capital of the Company to Rs. 1,31,64,81,470/- (Rupees One Hundred Thirty-One Crores Sixty-Four Lakhs Eighty-One Thousand Four Hundred and Seventy only) divided into 8,64,51,399(Eight Crores Sixty-Four Lakhs Fifty-One Thousand Three Hundred and Ninety-Nine only) Equity Shares of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 86,45,13,990 (Rupees Eighty-Six Crores Forty-Five Lakhs Thirteen Thousand Nine Hundred and Ninety only) and 4,51,96,748 (Four Crores Fifty-One Lakhs Ninety- Six Thousand Seven Hundred and Forty- Eight only) Preference Shares of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 45,19,67,480/- (Rupees Forty-Five Crores Nineteen Lakhs Sixty- Seven Thousand Four Hundred and Eighty only).
21. Company has converted Redeemable preference shares into OCRPS and consequently in Equity Shares (pursuant to section 102 of the Companies Act,2013 read with rules made thereunder ("the Act") and SEBI (ICDR) Regulations) and in compliance to the "Special Resolution" under section 42,48 and 62(1) (C) of the Companies Act,2013, read with rules made thereunder, and Regulation 160 of the SEBI- ICDR Regulations, approved in EGM of shareholders held during the year, out of which 1505265 of OCRPS converted from RPS-Type- 2 are yet to be converted.
22. Redemption period of Redeemable Preference Shares (RPS Type -1) issued to M/s Char Investment and Trading Ltd and M/s Lenzing Poly Packs Limited is extended to March 31,2034 and have become non- cumulative.
23. Company have not paid any dividend on Preference Shares during the year. Its waived off being converted into OCRPS or extended. Even for future years, shares are non-cumulative.
24. Company has revised its Income Tax Returns for preceding previous year to comply with law and avoid any unforeseen litigation.
25. The amount of Stores consumed during the financial year includes the value of stores issued for repair and maintenance.
26. Previous year figures have been regrouped or recast wherever necessary.

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

Sd/-
Abhishek Verma
Director
DIN-08104325

Sd/-
P N Varshney
Managing Director
DIN-00012709

Sd/-
M.L. Agrawal
Proprietor
M. No. 011148
UDIN:24011148BKBNXJ8445

Sd/-
Shobhita Singh
Company Secretary

Sd/-
Rakesh Kumar
CFO

Place: New Delhi
Dated: 30.05.2024