

RATHI BARS LIMITED

(AN ISO 9001-2015 COMPANY)



26th
ANNUAL REPORT
2018-2019

BOARD OF DIRECTORS	Sh. Kamlesh Kumar Rathi (Managing Director) Sh. Anurag Rathi (Whole Time Director and CFO) Sh. Uddhav Rathi (Director) Sh. Ashok Kumar Garg (Independent Director) Sh. Binod Kumar Maheshwari (Independent Director) Smt. Sonali V Chitalkar (Independent Director) Smt. Shikha Chakraborty (Independent Director) Sh. Rajesh Kumar Sharma (Additional Director)
COMPANY SECRETARY	Mr. Amit Kumar Mangla
STATUTORY AUDITORS	M/s Ravindra Jyoti Agarwal & Co. (Chartered Accountants) 26/203, II Floor, Shakarpur, New Delhi-110092
INTERNAL AUDITOR	Mr. Jagdish Chug, Manager- Accounts
SECRETARIAL AUDITORS	M/s Gouransh Chawla & Co. (Company Secretaries) B-805, JM Aroma, Sector-75, Noida-201304 (U.P)
COST AUDITOR	M/s Avnesh Jain & Co. (Cost Accountants) 39, Adarsh Basti, Tonk Fatak, Jaipur (Raj)-302015
BANKERS	HDFC Bank Limited Defence Colony, New Delhi-110049
REGISTERED OFFICE	A-24/7, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi-110044 Ph: 011-4316 5400 Fax: 011-4059 7117 E-mail: rathibars@hotmail.com Website : www.rathisteels.com
WORK OFFICE	SP1,-7, RIICO Industrial Area, Khushkhera, P.O. Tapukara, Distt. Alwar, Rajasthan Ph.: 01493-518836
REGISTRAR & SHARE TRANSFER AGENT	M/s MAS Services Limited, T-34, Second Floor, Okhla Industrial Area, Phase II, New Delhi-110020 Phone: 011-2638 7281-83

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NOTICE

NOTICE is hereby given that Twenty Sixth Annual General Meeting of the Members of **RATHI BARS LIMITED** will be held on **Monday, 30th September, 2019 at 10.00 A. M.** at A-24/8, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi-110044 to transact the following businesses:

ORDINARY BUSINESS:

1. ADOPTION OF STANDALONE FINANCIAL STATEMENTS TOGETHER WITH THE REPORT OF THE DIRECTORS' AND AUDITORS' THEREON:

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Ended 31st March, 2019 together with the report of the Directors' and Auditors' thereon.

2. APPOINTMENT OF DIRECTOR IN PLACE OF RETIRING DIRECTOR:

To appoint a Director in place of Mr. Uddhav Rathi (DIN: 06604905), who retires from the office of Director by rotation in this Annual General Meeting, in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

SPECIAL BUSINESS:

3. APPOINTMENT OF MS. SHIKHA CHAKRABORTY AS INDEPENDENT DIRECTOR OF THE COMPANY

TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"RESOLVED THAT Ms. Shikha Chakraborty (DIN: 08253713), who was appointed as an Additional Independent Director on the Board of Directors ('Board') of the Company with effect from 12th October, 2018, in terms of Section 161 of Companies Act 2013 and holds office up to the date of this Annual General Meeting, be and is hereby appointed as the Independent Director of the Company not liable to retire by rotation, for a period of 5 consequent years."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution."

4. RE-APPOINTMENT OF MR. BINOD KUMAR MAHESHWARI AS AN INDEPENDENT DIRECTOR OF THE COMPANY

TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and

Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, Mr. Binod Kumar Maheshwari (DIN: 00469637) who was appointed as an Independent Director of the Company at the 21st Annual General Meeting of the Company held on 30th September 2014 and who holds office of the Independent Director up to 29th September, 2019 and is eligible for being re-appointment as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation , to hold for a second term of 5 consecutive years.

5. RE-APPOINTMENT OF MR. ASHOK KUMAR GARG AS AN INDEPENDENT DIRECTOR OF THE COMPANY

TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, Mr. Ashok Kumar Garg (DIN: 00378643) who was appointed as an Independent Director of the Company at the 21st Annual General Meeting of the Company held on 30th September 2014 and who holds office of the Independent Director up to 29th September, 2019 and is eligible for being re-appointment as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation , to hold for a second term of 5 consecutive years.

6. APPROVAL OF RELATED PARTY TRANSACTIONS WITH RATHI SPECIAL STEELS LIMITED

TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 188 (1) (a) and all other applicable provisions, if any of the Companies Act, 2013 (‘Act’) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into Contracts and/or agreements with Rathi Special Steels Limited (three directors are common in both the companies) with respect to sale, purchase or supply of goods or materials, selling or otherwise disposing of at arm’s length prices up to an amount not exceeding an aggregate of Rs. 120 Crore (Rupees One Hundred Twenty Crore) per annum as per the terms and conditions set out in the draft agreement placed before the meeting and initialed by the chairman for the purpose of identification and in such form and manner as the board in its absolute discretion may deem fit and proper.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of the Company and incidental thereto, and to sign and execute all deeds, applications, documents and writing that may be required, on behalf of

the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.”

7. APPROVAL OF RELATED PARTY TRANSACTIONS WITH BHIWADI IRON PRIVATE LIMITED

TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Section 188 (1) (a) and all other applicable provisions, if any of the Companies Act, 2013 (‘Act’) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into Contracts and/or agreements with Bhiwadi Iron Private Limited (three directors are common in both the companies) with respect to sale, purchase or supply of goods or materials, selling or otherwise disposing of arm’s length prices up to an amount not exceeding an aggregate of Rs. 150 Crore (Rupees One Hundred Fifty Crore) per annum as per the terms and conditions set out in the draft agreement placed before the meeting and initialed by the chairman for the purpose of identification and in such form and manner as the board in its absolute discretion may deem fit and proper.

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

8. APPROVAL OF RELATED PARTY TRANSACTIONS WITH BALAJI STEEL ENTERPRISES

TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Section 188 (1) (a) and all other applicable provisions, if any of the Companies Act, 2013 (‘Act’) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into Contracts and/or agreements with Balaji Steel Enterprises (Proprietorship firm of Mr. Kamlesh Kumar Rathi, Managing Director) with respect to sale, purchase or supply of goods or materials, selling or otherwise disposing of at arm’s length prices up to an amount not exceeding an aggregate of Rs. 25 Crore (Rupees Twenty Five Crore) per annum as per the terms and conditions set out in the draft agreement placed before the meeting and initialed by the chairman for the purpose of identification and in such form and manner as the board in its absolute discretion may deem fit and proper.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of the Company and incidental thereto, and

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to sign and execute all deeds, applications, documents and writing that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.”

9. RATIFICATION OF COST AUDITOR’S REMUNERATION:

TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 made there under, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 25,000/- (Rupees Twenty Five Thousand Only) payable to Avnesh Jain & Co., Cost Accountants is appointed as Cost Auditor of the Company to conduct Cost Audits, as may be ordered by the Central Government under the Act and the Rules there under, for the year ending 31st March, 2020.”

By order of the Board of Directors
FOR RATHI BARS LIMITED

Place: New Delhi
Date: 5th September, 2019

Sd/-
Kamlesh Kumar Rathi
(Managing Director)
DIN: 00112321
Address: 6, Sadhna Enclave,
New Delhi-110017

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The proxy, in order to be valid and effective must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at anytime during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board resolution authorizing their representatives to attend and vote on their behalf at the meeting.
4. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slip duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
5. Pursuant to Section 91 of the Companies Act, 2013, The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2019 to 30th September, 2019 (both days inclusive).
6. As per the provision of the Companies Act, 2013, facility for making nominations is available to the members in respect of the shares held by them. Nomination Form SH-13 prescribed by Central Government can be obtained from the Company's Registrar and Transfer Agent by members holding shares in physical form. Members holding shares in electronic form may obtain Nomination form from their respective Depository Participant.
7. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with the relevant Companies (Management and Administration) Rules, 2014 and Regulation 36 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies can serve Annual reports and other communication through electronic mode to those members who have registered their email addresses either with the Company or with the depository. The members holding shares in physical form and who have not registered their email-Id are requested to register their email Id addresses with their respective Depository Participant or MAS Services Limited having its office at T-34, Second Floor, Okhla Industrial Area, Phase-II, New Delhi-110020, the Company's registrars and Share Transfer Agents.
8. Members are requested to bring their copy of the Annual Report along with the duly filled attendance slip. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting.

9. Shareholders holding shares in Electronic form are requested to bring their Client ID and DPID at the meeting for easy identification.
10. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service provided by National Depository Services Limited. Details and Instructions for e-voting are annexed to the Notice.
11. The queries, if any, on the accounts should be sent to the Company at its registered office in such a way that the Company will receive the same at least 10 days before the Annual General Meeting.
12. Relevant documents referred to in the accompanying Notice and the statement is open for inspection by the members at the registered office of the Company on all working days, during business hours up to the date of meeting.
13. The following Statutory Registers are open for inspection of Members and others at the Registered Office of the Company as prescribed in the respective sections of the Companies Act, 2013 as specified below:-
 - a. Register of contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 shall be open for inspection on all working days during business hours.
 - b. Register of Directors and Key Managerial Personnel and their shareholding under Section 170 of the Companies Act, 2013 shall be open for inspection on all working days during business hours.

The aforesaid Registers shall be kept open for inspection at the Annual General Meeting by any person attending the meeting.
14. Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking appointment/ re-appointment at the AGM, the relevant information's are furnished as **Annexure A** to the Notice. The Directors have furnished consent/ declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules there under.
15. The Securities and Exchange Board of India vide Circular ref no. MRD/DOP/CIR-05/2007 dated April 27, 2007 made PAN the Sole Identification number for all participants' transacting in the Securities Market, irrespective of the amount of transaction. In continuation of the aforesaid circular, it is hereby clarified that for Securities Market transaction and off market/private transactions involving transfer of shares of Listed Companies in physical form, it shall be mandatory for the transferee to furnish copy of PAN card to the Company/Registrar and Share Transfer Agent for registration of such transfer of shares.
16. Members may also note that the 26th Annual Report for the Financial Year 2018-2019 is available on the Company's website, www.rathisteels.com.
17. Mr. Gouransh Chawla, (Membership No. A-45390 and CP No. 16972) a practicing Company Secretary, proprietor of Gouransh Chawla & Co, has been appointed as a scrutinizer for the conduct of e-voting process in a fair and transparent manner.

18. The Scrutinizer shall, after the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
19. E-voting process is given on the back of form for e-voting passwords attached separately along with the Annual Report.
20. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date i.e. 23rd September, 2019
21. The final results including the e-voting results shall be declared at the registered office of the Company within 2 days of the conclusion of the AGM by the Chairman of the meeting shall be placed on the Company's website www.rathisteels.com.

INSTRUCTIONS FOR E-VOTING

I. Voting through electronic means

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

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

The procedure and instructions for e-voting as given in the Notice of the 26th Annual General Meeting are again reproduced hereunder for easy reference:

- I. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):**
 - a. Open e-mail and open PDF file viz. "RBL-remote e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
 - b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
 - c. Click on Shareholder-Login.
 - d. Enter the user ID and password as initial password noted in step (i) above. Click on Login.
 - e. The Password change menu will appear. Change the password with new password of your choice with minimum 8 digits/characters or a combination thereof. Note new password. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
 - f. Home page of remote e-voting will open. Click on remote e-voting: Active Voting Cycles.
 - g. Select "EVEN" (E-Voting Event Number) of "**Rathi Bars Limited**".
 - h. Now you are ready for remote e-voting as 'Cast Vote' page opens.

- i. Cast your vote by selecting appropriate option of your choice and click on “Submit” and also remember to “Confirm” when prompted.
 - j. On confirmation, the message “Vote cast successfully” will be displayed.
 - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer via e-mail to csgouranshchawla@gmail.com, with a copy marked to evoting@nsdl.co.in.
- II. In case of Members receiving Physical copy of Notice of 26th Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy)**
- a. Initial password is provided in the box overleaf.
 - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- III.** In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and remote e-voting user manual for Members available in the ‘Downloads’ section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- IV.** You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V.** The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2019.
- VI.** Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2019, may also obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA, MAS Services Limited.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- VII.** A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- VIII.** A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- IX.** Mr. Gouransh Chawla, Practicing Company Secretary (Membership No. A-45390 and CP No. 16972), proprietor of Gouransh Chawla & Co., has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

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- X. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XI. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.rathisteels.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.

By order of the Board of Directors
FOR RATHI BARS LIMITED

Place: New Delhi
Date: 5th September, 2019

Sd/-
Kamlesh Kumar Rathi
(Managing Director)
DIN: 00112321

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

ITEM NO 3: APPOINTMENT OF MS. SHIKHA CHAKRABORTY AS INDEPENDENT DIRECTOR OF THE COMPANY

Ms. Shikha Chakraborty was appointed as an Additional Independent Director of the Company with effect from 12th October, 2018, in accordance with the provisions of Section 161 and 149 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company for consecutive 5 years.

The Board is of the view that the appointment of Ms. Shikha Chakraborty on the Company's Board as Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 3 for approval by the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Ms. Shikha Chakraborty herself, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

The resolution at Item No. 3 is recommended for approval by the Members.

ITEM NO 4: RE-APPOINTMENT OF MR. BINOD KUMAR MAHESHWARI AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The members of the Company at the 21st Annual General Meeting held on 30th September, 2014 had approved the appointment of Mr. Binod Kumar Maheshwari as an Independent Director of the Company, whose term is due to expire on 29th September, 2019.

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold the office for a term of up to five consecutive five years on the Board of the Company, but shall be eligible for re-appointment on passing a special resolution for another term of five consecutive years on the Board of the Company.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mr. Binod Kumar Maheshwari, it is proposed to re-appoint him for the second term for a period of five years.

The resolution at Item No. 4 is recommended for approval by the Members.

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

ITEM NO 5: RE-APPOINTMENT OF MR. ASHOK KUMAR GARG AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The members of the Company at the 21st Annual General Meeting held on 30th September, 2014 had approved the appointment of Mr. Ashok Kumar Garg as an Independent Director of the Company, whose term is due to expire on 29th September, 2019.

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As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold the office for a term of up to five consecutive five years on the Board of the Company, but shall be eligible for re-appointment on passing a special resolution for another term of five consecutive years on the Board of the Company.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mr. Ashok Kumar Garg, it is proposed to re-appoint him for the second term for a period of five years.

The resolution at Item No. 5 is recommended for approval by the Members.

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

ITEM NO 6: RELATED PARTY TRANSACTION WITH RATHI SPECIAL STEELS LIMITED

The Company is carrying business transactions with Rathi Special Steels Limited (a related party) for the sale/purchase of steel products. Pursuant to Section 188 (1) of the Companies Act, 2013, the Company can enter into business transactions at arm's length with related party only with the approval of shareholders accorded by way of a special resolution and therefore, the Board hereby proposes and recommends the business transactions to the extent of Rs. 120 Crore (Rupees One Hundred Twenty Crore) per annum, to the shareholders for their approval in the forthcoming AGM.

The resolution at Item No. 6 is recommended for approval by the Members.

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

ITEM NO 7: RELATED PARTY TRANSACTION WITH BHIWADI IRON PRIVATE LIMITED

The Company is carrying business transactions with Bhiwadi Iron Private Limited (a related party) for the sale/purchase of steel products. Pursuant to Section 188 (1) of the Companies Act, 2013, the Company can enter into business transactions with related party only with the approval of shareholders accorded by way of a special resolution and therefore, the Board hereby proposes and recommends the business transaction to the extent of Rs. 150 Crore (Rupees One Hundred Fifty Crore) per annum, to the shareholders for their approval in the forthcoming AGM.

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

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

ITEM NO 8: RELATED PARTY TRANSACTION WITH BALAJI STEEL ENTERPRISES

The Company is carrying business transactions with Balaji Steel Enterprises (a related party) for the sale/purchase of steel products. Pursuant to Section 188 (1) of the Companies Act, 2013, the Company can enter into business transactions at arm's length with related party only with the approval of shareholders accorded by way of a special resolution and therefore, the Board hereby proposes and recommends the business transactions to the extent of Rs. 25 Crore (Rupees Twenty Five Crore) per annum, to the shareholders for their approval in the forthcoming AGM.

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

Managing Director, Mr. Kamlesh Kumar Rathi is the proprietor of the firm and he is concerned or interested in the Resolution only to the extent of their shareholding.

ITEM NO 9: RATIFICATION OF COST AUDITOR'S REMUNERATION

The Company is directed under Section 148 of the Act to have the audit of its cost records conducted by a Cost Accountant in practice. The Board of your Company has, on the recommendation of the Audit Committee, approved the appointment of M/s Avnesh Jain & Co., as the Cost Auditors of the Company to conduct Cost Audits as may be ordered by the Central Government under the Act and the Rules there under for the year ending 31st March, 2020, at a remuneration of Rs. 25,000/- (Rupees Twenty Five Thousand).

M/s Avnesh Jain & Co. has furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. M/s Avnesh Jain & Co. has vast experience in the field of Cost Audit and has conducted the audit of cost records of the Company for the past several years under the provisions of the erstwhile Companies Act, 1956/2013.

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

The resolution at Item No. 9 is recommended for approval by the Members.

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

By order of the Board of Directors
FOR RATHI BARS LIMITED

Sd/-
Kamlesh Kumar Rathi
(Managing Director)
DIN: 00112321

Place: New Delhi
Date: 5th September, 2019

Details of Directors seeking re-appointment /appointment at 26th Annual General Meeting as required under the Companies Act, 2013 and Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:.

PARTICULARS	Mr. Uddhav Rathi (DIN: 06604905)
Date of Birth	26.10.1991
Date of Appointment	13.02.2014
Qualifications	Graduate
Expertise in specific functional areas	Having vast experience in iron & steel industry
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	Rathi Special Steels Limited
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee).	Stakeholders' Relationship Committee of Rathi Bars Limited
Number of meetings of the board attended during the year	Six
Relationship with other directors and key managerial personnel	Mr. Anurag Rathi – Uncle Mr. Kamlesh Kumar Rathi – Grandfather
Shareholding	8,59,330 equity shares (5.26%)

PARTICULARS	Mr. Binod Kumar Maheshwari (DIN:00469637)
Date of Birth	14.04.1950
Date of Appointment	10.01.2007
Qualifications	Graduate
Expertise in specific functional areas	Having vast experience in business segment
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	Aakarshak Synthetics Limited Creative Polypack Limited Ashish Trading and Agency Limited Park Avenue Engineering Limited

RATHI BARS LIMITED

Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee).	Audit Committee and Stakeholders' Relationship Committee of Rathi Bars Limited
Number of meetings of the board attended during the year	Seven
Relationship with other directors and key managerial personnel	Nil
Shareholding	Nil

PARTICULARS	Mr. Ashok Kumar Garg (DIN: 00378643)
Date of Birth	30.06.1949
Date of Appointment	10.01.2007
Qualifications	Graduate
Expertise in specific functional areas	Having vast experience in business segment
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	Nil
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee).	Audit Committee and Stakeholders' Relationship Committee of Rathi Bars Limited
Number of meetings of the board attended during the year	Seven
Relationship with other directors and key managerial personnel	Nil
Shareholding	Nil

PARTICULARS	Ms. Shikha Chakraborty (DIN: 08253713)
Date of Birth	01.06.1954
Date of Appointment	12.10.2018
Qualifications	Post-Graduate
Expertise in specific functional areas	Having experience in finance and HR
Directorships held in other public companies (excluding foreign companies and Section 8	Rathi Special Steels Limited

RATHI BARS LIMITED

companies)	
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee).	Nil
Number of meetings of the board attended during the year	One
Relationship with other directors and key managerial personnel	Nil
Shareholding	Nil

DIRECTORS' REPORT**TO****THE MEMBERS,**

Your Directors have pleasure in presenting the Twenty Sixth Annual Report of your Company together with audited financial statements, for the financial year ended on 31st March, 2019.

FINANCIAL RESULTS:**(Rs. In Lakhs)**

Financial Year Ended	2018-2019	2017-2018
Total Income from Operations (including GST)	40,953.24	25,225.23
Profit Before Interest, Depreciation and Tax	878.14	783.76
Less: Interest	153.82	181.69
Less: Depreciation	451.82	395.04
Profit Before Tax	273.30	207.03
Less: Provision for Tax	85.90	75.90
Profit after Tax	187.38	139.91
Balance of Profit brought forward	4,336.21	4,196.30
Balance available for appropriation	4,565.48	4,336.21

STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK:

The Company has made a profit of Rs. 187,38,649/- (After Tax) during the year in comparison of Rs. 139,91,016/- in previous year and is hopeful of maintaining and improving its positions in the future.

Your Company is in the business of manufacturing and trading of steel products such as bars, ingots etc. and continuously doing its efforts to improve the productivity and revenues of the Company in the interest of the stakeholders.

DIVIDEND:

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

SHARE CAPITAL:

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

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

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

RATHI BARS LIMITED

CHANGE IN THE NATURE OF BUSINESS:

There is no change in the nature of the business of the Company during the financial year 2018-19.

TRANSFER TO RESERVES:

Your Directors do not propose any amount of transfer to General Reserves for the financial Year ended 31.03.2019.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

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

DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):

- a) The Present Board Constitutes Mr. Kamlesh Kumar Rathi (Managing Director), Mr. Anurag Rathi (Whole-Time Director & CFO), Mr. Uddhav Rathi (Non-Executive Director), Mr. Manoj Kumar (Executive Director) Ms. Shikha Chakraborty, Ashok Kumar Garg, Binod Kumar Maheshwari and Ms. Sonali V Chitalkar (Independent Directors) of the Company.
- b) Pursuant to Section 149 of the Companies Act, 2013, Mr. Ashok Kumar Garg, Mr. Binod Kumar Maheshwari, Ms. Sonali V Chitalkar and Ms. Shikha Chakraborty are the Independent Directors of the Company.
- c) Mr. Dinesh Khaitan was appointed as additional director w.e.f 30th May, 2018 and resigned from the position of director w.e.f 14th August, 2018.
- d) Mr. Pulkit Gupta resigned from the position of Company Secretary & Compliance officer w.e.f 1st January, 2019.
- e) Ms. Shikha Chakraborty was appointed as additional Independent director w.e.f 12th October 2018.
- f) The tenure of 5 years expires in respect of Independent Directors, Mr. Binod Kumar Maheshwari and Mr. Ashok Kumar Garg and offers themselves for re-appointment. Accordingly, the Board has proposed their re-appointment pursuant to section 149(10).
- g) In accordance with the provisions of the Companies Act, 2013 and the Company's Articles of Association, Mr. Uddhav Rathi, Director of the Company, retires by rotation at the forthcoming Annual General Meeting and being eligible for re-appointment offers himself for re-appointment as Director. He has confirmed that he is not disqualified under Section 164 of the Companies Act, 2013 and is eligible to be re-appointed as Director of the Company.
- h) Ms. Sonali Arora was appointed as Company Secretary & Compliance officer on 24.04.2019 and she resigned on 25.06.2019.
- i) Mr. Amit Kumar Mangla got appointed as Company Secretary & Compliance officer on 27.07.2019.
- j) Mr. Manoj Kumar resigned from Directorship w.e.f. 27.07.2019 and Mr. Rajesh Kumar Sharma was appointed as Additional Director w.e.f. 27.07.2019.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

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

BOARD EVALUATION:

The Board of Directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

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

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

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

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 performance of the board, its committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

DISCLOSURE OF RELATIONSHIPS BETWEEN DIRECTORS INTER-SE:

Mr. Kamlesh Kumar Rathi, Mr. Anurag Rathi, and Mr. Uddhav Rathi are related to each other in accordance with Section 2 (77) of the Companies Act, 2013 and Rule 4 of the Companies (Specification of Definitions Details) Rules, 2014 but Mr. Manoj Kumar (Executive Director), Mr. Ashok Kumar Garg, Mr. Binod Kumar Maheshwari, Ms. Shikha Charkraborty and Ms. Sonali V Chitalkar are the Independent Directors of the Company, hence they are not related to the other Directors of the Company.

REMUNERATION POLICY:

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

REMUNERATION RATIO OF THE DIRECTORS/KEY MANAGERIAL PERSONNEL (KMP)/ EMPLOYEES:

RATHI BARS LIMITED

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Particulars of Employees) Rules, 1975, in respect of employees of the Company and Directors is furnished hereunder:

S. No.	Name	Designation	Remuneration paid FY 2018-19 (in lakhs)	Remuneration paid FY 2017-18 (in lakh)	Increase in Remuneration from previous year	Ratio/Times per Median of employee remuneration
1.	Kamlesh Kumar Rathi	Managing Director	NIL	25.00	NIL	-
2.	Anurag Rathi	Whole Time Director & CFO	NIL	58.00	NIL	-
3.	Pulkit Gupta*	Company Secretary	2.40	0.02	2.38	

* Mr. Pulkit Gupta resigned on 1st January, 2019.

NUMBER OF BOARD MEETINGS HELD DURING THE YEAR UNDER REVIEW:

During the Financial Year 2018-19, the Company held **Seven** board meetings of the Board of Directors as per Section 173 of Companies Act, 2013. The provisions of Companies Act, 2013 were adhered to while considering the time gap between two meetings.

For details of the meetings of the board, please refer to the corporate governance report, which forms part of this report.

OPERATIONAL REVIEW:

During the year, your Company had produced 94643.430 MT Steel Bars (Including trading purchase 15485.210 MT) and 58131.27 MT Ingots/Billets as against production of 63417.785 MT Steel Bars (including trading purchase of 4203.210 MT) and 41508.405 MT Ingots/Billets during the corresponding period of last year.

DECLARATION BY INDEPENDENT DIRECTORS:

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

CORPORATE SOCIAL RESPONSIBILITY:

The Companies Act, 2013 introduced the concept of CSR pursuant to Section 135 while the eligibility criteria doesn't cover your Company however, the CSR is an integral part of the Company's activities and the Company carries on Corporate Social Responsibility through Rathi Education Society since inception.

VIGIL MECHANISM/WHISTLE BLOWER POLICY:

RATHI BARS LIMITED

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

AUDIT COMMITTEE AND ITS COMPOSITION:

As per Section 177(2) and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the composition of Audit Committee as on 31st March, 2019 is as follows:

NAME	DESIGNATION	CATEGORY
Mr. Ashok Kumar Garg	Chairman	Independent Director
Mr. Binod Kumar Maheshwari	Member	Independent Director
Mr. Anurag Rathi	Member	Whole-Time Director/CFO

AUDITORS:

STATUTORY AUDITORS:-

Members of the Company at the AGM held on 29th September, 2018 approved the appointment of M/s Ravindra Jyoti Agarwal & Co., Chartered Accountants, Delhi (FRN.:003569C), as statutory auditors of the Company for a period of five years commencing from the conclusion of 25th AGM held on September, 29, 2018 until the conclusion of 30th AGM of the Company to be held in the year 2023.

AUDITORS' REPORT:

The Auditors' Report for financial year 2018-19 does not contain any qualification, reservation or adverse remark and therefore do not call for any further comments. The Auditors' Report is enclosed with the financial statements in this Annual Report.

SECRETARIAL AUDITORS:-

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014, the Company appointed M/s Gouransh Chawla & Co., Company Secretaries (CP-16972, ACS-45390), Company Secretaries, Noida, to undertake the secretarial audit of the Company.

SECRETARIAL AUDITORS' REPORT:

The Secretarial Auditors' Report for financial year 2018-19 is annexed herewith as **Annexure A** which is self-explanatory and doesn't require comments of the Directors on the same.

RATHI BARS LIMITED

INTERNAL AUDITOR:

Mr. Jagdish Chugh, Accounts Manager, performs the duties of internal auditor of the Company and his report is reviewed by the audit committee from time to time.

ANNUAL RETURN:

The extract of annual return in Form MGT-9 as required under section 92(3) of the Companies Act, 2013 is placed on the website of the Company. The web address is www.rathisteels.com

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

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

S.No.	Name of Party	Particulars of Investments	Nature	Purpose for which it shall be used	Amount (in Rs)
1.	Hindustan Motors Ltd.	Purchase of Shares	Investment	Revenue generation	6,67,110.41
2.	Jai Prakash Associates Ltd	Purchase of Shares	Investment	Revenue generation	12,74,836.89
3.	IDBI Limited	Purchase of Shares	Investment	Revenue generation	1,75,066.21
4.	Reliance Industries Ltd	Purchase of Shares	Investment	Revenue generation	19,62,633.95
5.	Reliance Power Ltd	Purchase of Shares	Investment	Revenue generation	1,65,082.80
6.	Mohan Finance Limited	Purchase of Shares	Investment	Revenue generation	16,779.00
7.	Ushita Trading Limited	Purchase of Shares	Investment	Revenue generation	1,78,965.00
8.	Nagesh Investment Limited	Purchase of Shares	Investment	Revenue generation	1,12,408.00
9.	Limitex Investment Limited	Purchase of Shares	Investment	Revenue generation	43,665.00
10.	Ecowave Infotech Limited	Purchase of Shares	Investment	Revenue generation	13,974.00
11.	Twenty First Century (I) Ltd	Purchase of Shares	Investment	Revenue generation	39,474.00
12.	Quest Finance Services Limited	Purchase of Shares	Investment	Revenue generation	12,657.00
13.	Jindal Steel & Power Limited	Purchase of Shares	Investment	Revenue generation	6,200.00
14.	National Saving Certificates	Purchase of Securities	Investment	Revenue generation	6,405.00
TOTAL					46,74,897.26

INDUSTRIAL RELATIONS:

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

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

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

STATUS OF LISTING:

The Company's shares are listed at Bombay Stock Exchange Ltd. The Company has paid the listing fees to the Stock Exchange, Mumbai for the year 2018-2019. The Company's shares are currently traded in compulsory DEMAT Segment in BSE.

PUBLIC DEPOSITS:

Your Company has not invited or accepted any deposits from the Public during the year and there were no unpaid and unclaimed deposits as on March 31, 2019. Hence, no information is required to be appended to this report in terms of Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank of India Directions, 1998).

PARTICULARS OF EMPLOYEES:

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

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

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

A) CONSERVATION OF ENERGY:

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

Some of the energy conservation steps taken are as follow:

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

During the year under review, the Company has consumed 87.480 MT steam coal, 4,58,50,422 units of Electricity and 19,400 litre of Diesel.

B) TECHNOLOGY ABSORPTION:

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

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

During the year under review:

Foreign Exchange Earned:	NIL
Foreign Exchange Outgo:	INR 29,05,247/-(Previous Year INR 4,23,672/-)

CORPORATE GOVERNANCE:

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

RELATED PARTY TRANSACTIONS:

Related party transactions that were entered during the financial year were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. Transactions with related parties entered by the Company in the normal course of business are periodically placed before the Audit Committee for its omnibus approval and the particulars of contracts entered during the year as per Form AOC-2 is enclosed as **Annexure-B**.

DIRECTOR'S RESPONSIBILITY STATEMENT:

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

- i) in the preparation of the annual accounts for the Financial Year 2018-19, the applicable accounting standards have been followed along with proper explanations relating to material departures;
- ii) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the State of Affairs of the Company at the end of the financial year 31st March, 2019 and of the Profit & Loss of the Company for that period;
- iii) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) the Directors had prepared the annual accounts on a going concern basis;

- v) the Directors have laid down internal financial controls to be followed in the Company and that such internal financial controls are adequate and were operating effectively;
- vi) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

BUSINESS RISK MANAGEMENT:

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

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

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

Business risk, inter-alia, further includes financial risk, political risk, fidelity risk, legal risk etc. As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same.

INTERNAL FINANCIAL CONTROL:

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

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

The Company has less than 10 female employees in the company and therefore, no separate committee has been constituted as required under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. However, the Board of Directors is very vigilant on the same issue and any complaint is strictly handled by the Board. The Company did not receive any complaint during the year 2018-19.

ACKNOWLEDGEMENT:

Your Directors take this opportunity to offer their sincere thanks to the various Departments of the Central and State Governments, Bankers to the Company, all customers, dealers, suppliers and contractors for their

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continuous, valued assistance and support. Your directors also wish to place on record their appreciation for dedicated services rendered by all officers, staff and workers of the company at all levels.

By order of the Board of Directors
FOR RATHI BARS LIMITED

Place: New Delhi

Date: 5th September, 2019

Sd/-

Kamlesh Kumar Rathi
(Managing Director)

DIN: 00112321

Sd/-

Anurag Rathi
(WTD and CFO)

DIN: 00063345

FORM No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2019

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

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

CIN: L74899DL1993PLC054781
Authorized Capital: Rs. 18.00 Crore

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Rathi Bars Limited. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Rathi Bars Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information/representations provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit.

We hereby report that in our opinion, the Company has during the audit period covering the financial year ended on March 31, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Rathi Bars Limited for the financial year ended on March 31, 2019 according to the provisions of:

- (i) The Companies Act, 2013 and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the audit period)
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;- (Not applicable to the Company during the audit period)

- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period)
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the audit period)

(vi) The other laws as applicable specifically on the Company:

1. Air (Prevention and Control of Pollution) Act, 1981 and the rules and standards made there under.
2. Water (Prevention and Control of Pollution) Act, 1974 and Water (Prevention and Control of Pollution) Rules, 1975
3. Environment Protection Act, 1986 and the rules, notifications issued there under.
4. Factories Act, 1948 and allied State Laws.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (effective w.e.f. 01.07.2015);
- (ii) The Listing Agreements entered into by the Company with BSE Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015;

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

1. That the Company has filed all the requisite forms, returns, documents and resolutions with the Ministry of Corporate Affairs, New Delhi prescribed under the Act and rules made there under.
2. That the Board has duly met 7 (Seven) times i.e. on 30th May 2018, 14th August, 2018, 03rd September, 2018, 12th October, 2018, 12th November, 2018, 14th February 2019, and 30th March, 2019 during the year. Audit Committee also met 6 (six) times on 30th May, 2018, 14th August, 2018, 03rd September, 2018, 12th November, 2018, 14th February, 2019, and 30th March, 2019; Nomination and Remuneration Committee duly met 4 (Four) times on 30th May, 2018, 03rd September, 2018, 12th October, 2018 and 14th February 2019; Stakeholders Relationship Committee duly met once on 03rd September, 2018 during the year and Independent Directors met once on 30th March, 2019.
3. The Company was not required to deposit the unclaimed amounts pending for more than seven years to the Investor Education and Protection Fund pursuant to Section 125 of the Companies Act, 2013.
4. The Company has Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee as per the provisions of the Companies Act, 2013;
5. The Company Secretary resigned on 01st January, 2019 and no Company Secretary was appointed till 31st March, 2019.

6. No Managerial Remuneration has been paid to the Executive Directors during the year.
7. That the shares of the Company are in dematerialized form with the depositories and an agreement between the Company and the Depository has been entered initially in the year 2007 and amended/ revised from time to time;

We further report that:

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent 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 operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

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

Place: Noida
Date: 5th September, 2019

Sd/-
ACS Gouransh Chawla
(Proprietor)
Gouransh Chawla & Co
ACS No: 45390
C P No.: 16972

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

'Annexure 1 to the Secretarial Audit Report'

To,

The Members
Rathi Bars Limited
New Delhi

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Noida
Date: 5th September, 2019

Sd/-
ACS Gouransh Chawla
(Proprietor)
Gouransh Chawla & Co
ACS No: 45390
C P No.: 16972

FORM NO. AOC -2

(Pursuant to Clause (h) of Section 134 (3) of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis:

SI.No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Nil
b)	Nature of contracts/arrangements/transaction	Nil
c)	Duration of the contracts/arrangements/transaction	Nil
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Nil
e)	Justification for entering into such contracts or arrangements or transactions'	Nil
f)	Date of approval by the Board	Nil
g)	Amount paid as advances, if any	Nil
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	Nil

2. Details of contracts or arrangements or transactions at Arm's length basis:

SI. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Rathi Special Steels Ltd.
b)	Nature of Relationship	Common Management (Group Company)
c)	Nature of contracts/arrangements/transaction	Purchase and sale of goods
d)	Duration of the contracts/arrangements/ transaction	To the extent of Rs. 50.00 crore per year and/or change in the terms of the agreement.
e)	Salient terms of the contracts or arrangements or transaction including the value, if any	Sale and purchase of billets, ingots and/or steels bars at arm's length to the extent of Rs. 50 crore per year
f)	Justification for entering into such contracts or arrangements or transactions	Easy availability of goods and quality/payment assurance
g)	Date of approval by the Board	03.09.2018
h)	Amount paid as advances, if any	NA

RATHI BARS LIMITED

3. Details of contracts or arrangements or transactions at Arm's length basis:

Sl. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Bhiwadi Iron Private Limited.
b)	Nature of Relationship	Common Management (Group Company)
c)	Nature of contracts/arrangements/transaction	Purchase and sale of goods
d)	Duration of the contracts/arrangements/ transaction	To the extent of Rs. 120.00 crore per year and/or change in the terms of the agreement.
e)	Salient terms of the contracts or arrangements or transaction including the value, if any	Sale and purchase of billets, ingots and/or steels bars at arm's length to the extent of Rs. 120 crore per year
f)	Justification for entering into such contracts or arrangements or transactions	Easy availability of goods and quality/ payment assurance
g)	Date of approval by the Board	03.09.2018
h)	Amount paid as advances, if any	NA

MANAGEMENT DISCUSSION AND ANALYSIS

OPERATIVE VIEW

The operating and financial review is intended to convey the Management's perspective on the financial and operating performance of the Company at the end of Financial Year 2018-19. This report should be read in conjunction with the Company's financial statements, the schedules and notes thereto and the other information included elsewhere in the Integrated Report. The Company's financial statements have been prepared in compliance with the requirements of the Companies Act, 2013, the guidelines issued by the Securities and Exchange Board of India (SEBI).

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

STEEL INDUSTRY

The Year 2018-19, witnessed a slowdown in global growth, primarily due to the decline in trade and manufacturing activity across most industrial sectors, increased trade tensions among major economies, tightening of financial conditions and policy uncertainty in economies.

Despite this slowdown, global steel demand showed resilience and grew 2.1%, supported by some recovery, in investment activities and improved performance of emerging markets and developing economies.

In the coming year, global steel demand is expected to witness a gradual recovery, though at a slower pace, owing to risk of uncertainty over the trade environment.

Ministry of steel organized a Conclave on-Capital Goods in Steel Sector: Manufacture in India" in Bhubaneswar, Odisha on 23.10.2018. The Conclave is an initiative to promote domestic capacity and capability building and manufacturing of capital goods in steel sector.

INDIAN ECONOMY

India ranks 2nd largest in the world ranking for production of crude steel, producing over 106 Million Tones over the year.

India is also the 3rd largest consumer of finished steel followed by preceded by China and USA.

In India, steel demand in the first half of the financial year was more stable than in the second half and there has been a distinct decline in the automotive sector and other sectors in the second half of the year. One of the key issues has been the credit flow in the system and we hope that structural policy actions will be undertaken to ensure that increased credit flow is restored and private investment is encouraged to revive the economy.

However, there is a significant potential for increase in steel demand in India in the long term given that per capita steel consumption in 2018 was less than one-third of the world average. Various government initiatives, including 'Make in India' projects, increased spending on infrastructure and increased focus on rural development are likely to support increase in domestic demand for steel, providing opportunities for domestic steel players

OUTLOOK

The Indian Economy is likely to grow at around 7% over the next decade. As GDP growth and steel consumption growth have displayed a strong correlation in the recent past, steel demand is likely to increase at around 6-7%. The Central Government is likely to implement key structural reforms and infrastructure development projects for the foreseeable future.

STATUTORY COMPLIANCE

The Managing Director and the Whole time Director & CFO (Finance& Corporate) make a declaration at each Board Meeting regarding compliance with provisions of various statutes after obtaining confirmation from respective departments of the Company. The Company Secretary ensures compliance with all corporate laws and listing rules applicable to the Company.

RISK MANAGEMENT

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

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company maintains a formal system of Internal Control to ensure efficient and effective utilization of resources, operational effectiveness, statutory/regulatory compliances. The Internal Audit team monitors and evaluates the efficacy and adequacy of internal control systems in the Company, Based on the report of internal audit function, process owners undertake corrective action(s) in their respective area(s) and thereby strengthen the controls. Significant audit observations and corrective action(s) thereon are presented to the Audit Committee.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

During the year under review, the Company recorded a profit after tax of 187.38 lakhs (previous year: 139.91 lakhs). The basic and diluted earnings per share for the Financial Year 2018-19 were at 1.15 per share (previous year: basic: 0.86 per share, diluted: 0.86 per share)

CORPORATE GOVERNANCE REPORT

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

The Directors of the Company are pleased to present the Corporate Governance Report for the Financial Year 2018-19. The Shareholders and Investors of the Company will find the information informative and useful.

Company's policies on the Corporate Governance and due compliance report on specific areas wherever applicable for the year ended 31st March, 2019 are given hereunder divided into the following areas:

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:-

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

The Company is in compliance with the requirements stipulated regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as applicable, with regard to corporate governance.

BOARD OF DIRECTORS:-

A. Composition and Size of the Board

The Composition of the Board is in conformity with Regulation 17(1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Section 149 of the Companies Act, 2013.

The composition of the Board of Directors as at 31st March 2019 is as follows:

Name	Designation	Executive / Non-executive / Independent
Sh. Kamlesh Kumar Rathi	Managing Director	Executive
Sh. Anurag Rathi	Whole-Time Director & CFO	Executive
Sh. Uddhav Rathi	Director	Non-Executive
Sh. Manoj Kumar	Director	Executive
Smt. Shikha Chakraborty	Additional Director	Independent Director
Sh. Ashok Kumar Garg	Director	Independent Director
Sh. Binod Kumar Maheshwari	Director	Independent Director
Smt. Sonali V Chitalkar	Director	Independent Director

B. Board meetings held during the year

The Board meets at least once in a quarter to consider, amongst other business, the quarterly performance of the Company and its financial results. The Board held seven meetings during the financial year 2018-19 on 30th May 2018, 14th August 2018, 03rd September, 2018, 12th October 2018, 12th November, 2018, 14th February 2019, and 30th March, 2019 and the gap between two meetings doesn't exceed 4 months as per listing

RATHI BARS LIMITED

regulations. All the relevant information needed for taking decisions by the Board is made available to the Directors at the meetings.

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

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

The details are as under:

S. No.	Name of Directors	No. of Board Meetings attended	Attendance at last AGM	Number of Directorship in Other public companies(s)(*)		Total Number of committee positions held in other public companies as on 31.03.2019		Shareholding(Ordinary shares of Rs. 10/- each)
				Chairman	Member	Chairman	Member	
1.	Mr. Kamlesh Kumar Rathi	7	YES	1	2	Nil	Nil	8,18,387 (5.01%)
2.	Mr. Anurag Rathi	5	YES	-	2	Nil	Nil	12,16,751 (7.45%)
3.	Mr. Uddhav Rathi	6	YES	-	2	Nil	Nil	8,59,330 (5.26%)
4.	Mr. Ashok Kumar Garg	7	NO	-	-	Nil	Nil	Nil
5.	Mr. Binod Kumar Maheshwari	7	NO	1	4	Nil	Nil	Nil
6.	Ms. Sonali V Chitalkar	2	NO	-	-	Nil	Nil	Nil
7.	Mr. Manoj Kumar	2	NO	-	-	Nil	Nil	Nil
8.	Ms. Shikha Chakraborty	1	NO	-	-	Nil	Nil	Nil

* Excludes directorship in associates, private, foreign and Section 8 Companies.

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

Mr. Uddhav Rathi retires by rotation and re-appointed as director of the Company in the AGM. Term of Independent Directors Mr. Binod Kumar Maheshwari and Mr. Ashok Kumar Garg expires on 29th September, 2019 and they offer themselves for re-appointment for a term of 5 years. Whereas Mr. Pulkit Gupta joined as Company Secretary and Compliance Officer on 30th March, 2018 and resigned on 01st January, 2019.

D. Code of conduct for Board Members and Senior Management

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

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

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

E. Disclosure of relationship between Directors inter-se:

Mr. Kamlesh Kumar Rathi, Mr. Anurag Rathi, Mr. Uddhav Rathi are related to each other being the members of the same family and Mr. Binod K Maheshwari, Mr. Ashok Kumar Garg, Ms. Sonali V Chitalkar and Ms. Shikha Chakraborty are Independent Directors and Mr. Manoj Kumar (Executive Director) do not relate to other Directors or inter-se.

F. Policy of Familiarization Programme:

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

G. Key Board Qualifications, Expertise and Attributes:

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

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

BOARD COMMITTEES

AUDIT COMMITTEE:

The Audit Committee of the Company is constituted as per Regulation 18 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 to review the Internal Audit Systems and it comprises of Independent Directors in compliance of the respective Regulation. Shri. Ashok Kumar Garg, is the Chairman of the Committee, Shri. Anurag Rathi and Shri. Binod Kumar Maheshwari are the members of the Committee. Finance Manager/CFO and Statutory Auditors are the invitees to the meeting. The terms of reference of this Committee cover the matters specified for Audit Committees under Regulation 18 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as well as in Section 177 of the Companies Act, 2013. There were Six Audit Committee Meetings held during the year.

ATTENDANCE OF EACH DIRECTOR AT THE AUDIT COMMITTEE MEETINGS:

Name of the Director	Number of Audit Committee meetings held	Number of Audit Committee Meetings attended
Mr. Ashok Kumar Garg - Chairman	6	6
Mr. Binod K Maheshwari -Member	6	6
Mr. Anurag Rathi - Member	6	4

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

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

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

NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee of the Company is constituted as per Regulation 19 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 to give recommendation to the Board regarding appointment/ re-appointment of the Board of Directors and Independent Directors and to evaluate the performance of them and it comprises of Independent Directors and non- executive directors in compliance of the respective Regulation.

The terms of reference of this Committee cover the matters specified for Nomination and Remuneration Committee under Regulation 19 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as well as in Section 178 of the Companies Act, 2013. Four Meetings of the respective committee were held during the year to consider the appointment of Mr. Dinesh Khaitan and Ms. Shikha Chakraborty as additional Director.

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

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

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

S. No.	Name	Nature of Directorship	Designation in Committee	Attendance in remuneration/ NCR committee	Number of NRC meetings attended
1	Mr. B. K. Maheshwari	Independent Director	Chairman	Yes	4
2	Mr. Ashok Kumar Garg	Independent Director	Member	Yes	4
3	Mr. Uddhav Rathi	Non-Executive Director	Member	Yes	4

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

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

1. Criteria of selection of Non-Executive Directors

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

2. Remuneration

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

2.5.1 FIXED PAY:

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

2.5.2 MINIMUM REMUNERATION:

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

2.6 Remuneration to Non-Executive/ Independent Director:-

2.6.1 REMUNERATION:

No remuneration is paid to the Non-executive directors of the company.

2.6.2 SITTING FEES:

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

STAKE-HOLDER'S RELATIONSHIP COMMITTEE:

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

The details of composition of the Committee are as under:

S. No.	Name	Nature of Directorship	Designation in Committee
1.	Mr. Uddhav Rathi	Director	Chairman
2.	Mr. B. K. Maheshwari	Independent Director	Member
3.	Mr. Ashok Kumar Garg	Independent Director	Member

Mr. Pulkit Gupta, Company Secretary was the Compliance Officer of the Company, who resigned from 1st January, 2019 and in the absence of Company Secretary, Mr. Jagdish Chugh, Accounts Manager was appointed as Compliance Officer.

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

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

INDEPENDENT DIRECTOR'S MEETING:

During the year under review, the Independent directors met on 30th March, 2019, inter-alia to discuss:

- 1) Review the performance of Non-Independent Directors and the Board as a whole;
- 2) Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties;
- 3) Review the performance of Chairperson of the company, taking into account the views of executive directors and non-executive directors.

PERFORMANCE EVALUATION:

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

RELATED PARTY TRANSACTIONS:

All transactions entered into with Related Parties during the financial year were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (AS-18) has been made in the notes to the Financial Statements.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website, www.rathisteels.com.

PREVENTION OF INSIDER TRADING:

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

DISCLOSURES:

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 SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, a vigil mechanism has been adopted by the board of directors and accordingly a whistle blower policy has been formulated with a view to provide a mechanism for employees of

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the Company to approach Internal Auditor or Chairman of the Audit Committee of the Company to report any grievance. A link to such policy is also provided in the website of the Company.

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

The Board has obtained certificates/disclosures from Key Management Personnel confirming they do not have any material financial and commercial interest in transactions with the Company at large.

COMPLIANCE WITH ACCOUNTING STANDARDS:

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

The Company has paid a fee of Rs. 1,15,000 (Rupees One Lakh Fifteen Thousand) to the Statutory Auditor of the Company for all his services including statutory audit.

GENERAL BODY MEETINGS:

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

For the Year	Location	Day and Date	Time	No. of Special Resolutions passed
2017-2018 (AGM)	A-24/8, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi-110044	Saturday, 29 th September, 2018	10:00 AM	3
2016-2017 (AGM)	A-24/8, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi-110044	Friday, 29 th September, 2017	10:00 AM	3
2015-2016 (AGM)	A-24/8, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi-110044	Friday, 30 th September, 2016	10:00 AM	1

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

The Company's shareholders have passed no resolution through postal ballot during the Financial Year 2018-2019 and there is no resolution proposed to be passed through postal ballot in the ensuing Annual General Meeting.

MEANS OF COMMUNICATION:

The quarterly, half-yearly and yearly un-audited/Audited financial results of the Company were published in leading newspapers viz. Veer Arjun (Hindi) and Pioneer (English). Half-yearly results are not sent to each shareholder's address as a matter of economy. Annual Report is sent to all the shareholders and made available

RATHI BARS LIMITED

at the time of AGM and submitted to BSE from where Annual report can be downloaded free of cost in PDF format.

GENERAL SHAREHOLDERS INFORMATION:

Annual General Meeting

Day, Date and Time : Monday, 30th September, 2019 at 10.00 A. M.
Place : A-24/8, Mohan Co-operative Industrial Estate,
New Delhi-110044

Financial Calendar

Financial Year : 01st April, 2018 to 31st March, 2019
First Quarter Results : 14th August, 2018
Second Quarter Results : 12th November, 2018
Third Quarter Results : 14th February, 2019
Fourth Quarter Results : 30th May, 2019
Annual General Meeting for the year ending March 31, 2018 : 29th September, 2018

Book Closure : 22nd-29th September, 2018
Dividend Payment Date : NA

Listing on Stock Exchanges : Bombay Stock Exchange Ltd.
Floor 25, P J Towers, Dalal Street,
Mumbai-400 001

Stock Code : 532918
Demat ISIN Numbers in NSDL & CDSL : INE575101016

STOCK MARKET DATA:

Market Price Data as compared to closing Sensex during 2018-2019:

Market Price Data

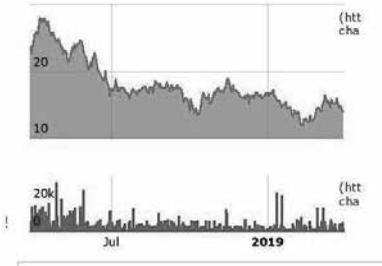
Bombay Stock Exchange		
Month	High(Rs.)	Low(Rs.)
April 18	29.40	21.90
May 18	25.50	20.80
June 18	23.70	16.15
July 18	19.90	15.60
Aug. 18	21.80	15.10
Sept. 18	18.90	14.25

Market Price Data

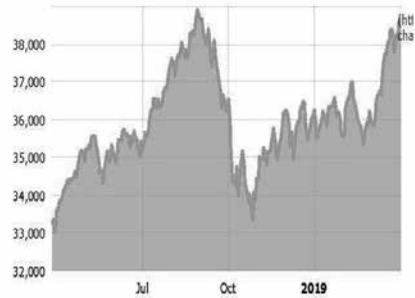
Bombay Stock Exchange		
Month	High(Rs.)	Low(Rs.)
Oct. 18	17.75	12.75
Nov. 18	21.00	16.00
Dec. 18	18.35	14.30
Jan. 19	17.70	12.10
Feb. 19	15.75	11.30
Mar. 19	16.70	13.65

RATHI BARS LIMITED

1. PERFORMANCE IN COMPARISON TO BROAD-BASED INCIDES:



Rathi Bars-Market Price-Index



BSE Index-18-19

2. DISTRIBUTION SCHEDULE AS ON 31.03.2019

SHAREHOLDING	NO.OF SHARE-HOLDERS	%AGE	NO.OF SHARES	%AGE TO TOTAL
Upto-5000	5406	73.631	1049437	6.426
5001-10000	1049	14.288	810190	4.961
10001-20000	509	6.933	728617	4.462
20001-30000	131	1.784	338369	2.072
30001-40000	47	0.64	170986	1.047
40001-50000	47	0.64	218262	1.337
50001-100000	76	1.035	536084	3.283
100001-Above	77	1.049	1247842	76.412
TOTAL	7342	100.00	16330357	100.00

3. PHYSICAL/NSDL/CDSL -SUMMARY REPORT AS ON 31.03.2019:

PARTICULARS	HOLDERS	SHARES	PERCENTAGE (%)
PHYSICAL	8	1,07,098	0.66%
NSDL	4246	1,37,36,826	84.12%
CDSL	3153	24,86,493	15.23%
TOTAL	7404	1,63,30,357	100.00

4. SHAREHOLDING PATTERN AS ON 31.03.2019:

CATEGORY	NO. OF HOLDERS	NO. OF SHARES	PERCENTAGE % OF HOLDING
PROMOTER& PROMOTER GROUP	22	1,04,53,112	64.01%
NBFCs REGISTERED WITH RBI	1	98	0.00%
CLEARING MEMBER	24	34,453	0.21%
NON-RESIDENT INDIAN	52	1,52,821	0.94%
BODIES CORPORATE	43	1,44,770	0.89%
INDIVIDUALS	7200	55,45,103	33.95%
TOTAL	7342	1,63,30,357	100.00

5. DEMATERIALISATION OF SHARES:

The Company's shares are currently trading in compulsory DEMAT Segment at BSE.

6. OUTSTANDING GDRs/ADRs OR WARRANTS OR ANY CONVERTIBLE INSTRUMENT, CONVERSION DATES AND LIKELY IMPACT ON EQUITY:

There are no outstanding GDRs/ADRs or warrants or any other convertible instrument as on 31.03.2019.

7. COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES :

The above mentioned clause is not applicable on the Company.

8. RELATED PARTY TRANSACTIONS:

All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 during the

RATHI BARS LIMITED

financial year were on arm's length basis and do not attract the provisions of section 188 of the Companies Act, 2013. There were no materially significant transactions with Related Parties during the year.

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

9. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE :

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

10. PLANT LOCATION :

SP 1-7, RIICO Industrial Area, Khushkhera (Bhiwadi), P.O.Tapukra-301707, Distt. Alwar, Rajasthan

11. REGISTER & SHARE TRANSFER AGENT :

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

12. VIGIL MECHANISM POLICY :

The Vigil Mechanism Policy adopted by the Company is in line with section 177(9) and (10) of the Companies Act, 2013 and SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, which is a mandatory requirement and has been posed on the Company's website, <http://www.rathisteels.com/>

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

No funds were raised by the Company through Preferential allotment or by way of Qualified Institutions Placement during the financial year, 2018-19.

14. LIST OF CREDIT RATINGS OBTAINED :

The list of credit rating(s) obtained by the Company along with revisions thereto during the financial year, 2018-19 is furnished below:

S.No.	Rating Agency	Credit Rating	During F.Y.
1.	CRISIL	BBB	2018-19
2.	CRISIL	BBB	2019-20

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

- No. of claims filed during the financial year : 0
- No. of complaints disposed off during the financial year : 0

RATHI BARS LIMITED

c) No. of complaints pending as on 31.03.2019 : 0

16. ADDRESS FOR CORRESPONDENCE:

Shareholders correspondence may be addressed to:

<i>The Registrar & Transfer Agent -</i> MAS Services Limited, T-34, Second Floor, Okhla Industrial Area, Phase II New Delhi-110020 Ph:011-26387281-83 Email:sm@masserv.com	<i>The Company -</i> Rathi Bars Limited, A-24/7, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi-110044 Ph: 011-43165400 Email:rathibars@hotmail.com
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16. SHARE TRANSFER SYSTEM:

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

17. CERTIFICATE FROM PRACTICING COMPANY SECRETARIES:

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

By order of the Board of Directors
FOR RATHI BARS LIMITED

Place: New Delhi
Date: 5th September, 2019

Sd/-
Kamlesh Kumar Rathi
(Managing Director)
DIN: 00112321

Sd/-
Anurag Rathi
**(Whole-Time Director
cum CFO)**
DIN: 00063345

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

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

Sir,

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Rathi Bars Limited** having CIN L74899DL1993PLC054781 and having registered office at A-24/7, Mohan Cooperative Industrial Estate, New Delhi-110044 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me / us by the Company & its officers, I/We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment
1	Kamlesh Kumar Rathi	00112321	10.08.1993
2	Anurag Rathi	00063345	01.10.2015
3	Uddhav Rathi	06604905	13.02.2014
4	Manoj Kumar	08055317	25.01.2018
5	Binod Kumar Maheshwari	00469637	10.01.2007
6	Ashok Kumar Garg	00378643	10.01.2007
7	Sonali V Chitalkar	07602962	30.09.2016
8	Shikha Chakraborty	08253713	12.10.2018

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

For **Gouransh Chawla & Co.**
Company Secretaries

Sd/-
Gouransh Chawla
Practicing Company Secretary
ACS No: 45390
C P No.: 16972
Date: 5th September, 2019

Ravindra Jyoti Agarwal & Co.
CHARTERED ACCOUNTANTS

26/203, II FLOOR, SHAKARPUR
DELHI-110002

Dear Members,
Rathi Bars Limited
New Delhi.

Auditors' Certificate on Corporate Governance

We have examined the compliance of conditions of Corporate Governance by Rathi Bars Limited for the year ended on March 31, 2019, as required by Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) regulations, 2015.

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

On the basis of our review and according to the information and explanation given to us, the Company has complied with the conditions of Corporate Governance as stipulated as per Regulation 17-27 of SEBI (Listing Obligations & Disclosure Requirements) regulations, 2015 :

On the basis of records maintained of the Investors'/ Shareholders' Grievance cum Share Transfer Committee of the Company information provided by the management, we state that no investor grievance(s) is/are pending for a period exceeding one month against the Company.

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

For Ravindra Jyoti Agarwal & Co.
Chartered Accountants
Firm Registration No. 003569C

Place: New Delhi
Date: 5th September, 2019

Sd/-
Sameer Jain
Partner
Membership No: 512653

DECLARATION

TO WHOMSOEVER IT MAY CONCERN

This is to confirm that the Company has adopted a Code of Conduct according to Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for its employees including the Managing Director and Executive Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors and Independent Directors. These codes are available on the Company's website.

I confirm that the Company has in respect of the year ended March 31, 2019 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.

Place: New Delhi
Date: 5th September, 2019

Sd/-
Kamlesh Kumar Rathi
(Managing Director)
DIN:00112321

COMPLIANCE CERTIFICATE

TO WHOMSOEVER IT MAY CONCERN

We, Kamlesh Kumar Rathi, Managing Director & Anurag Rathi, Whole Time Director & CFO, of Rathi Bars Limited, to the best of our knowledge and belief, certify to the Board of Directors of the Company as required Regulation 17(8) read with Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that:

- (a) We have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:
 - i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal control for financial reporting and that they have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee :-
 - i) Significant changes in internal control over financial reporting during the year;
 - i) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - ii) Instances of significant fraud of which they have become aware and the Involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: New Delhi

Date: 5th September, 2019

Sd/-

Kamlesh Kumar Rathi

DIN:00112321

(Managing Director)

Sd/-

Anurag Rathi

DIN: 00063345

(Whole Time Director & CFO)

INDEPENDENT AUDITOR'S REPORT**To the Members of RATHI BARS LIMITED****Report on the Standalone Financial Statements**

We have audited the accompanying standalone Ind AS financial statements of Rathi Bars Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2019, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and summary of the significant accounting policies and other explanatory information (herein after referred to as "standalone Ind AS financial statements")

Management's Responsibility for the Standalone 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 of these standalone Ind AS financial statements that give a true and fair view of the state of affairs, profit/ loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the Order issued under section 143(11) of the Act.

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the

RATHI BARS LIMITED

Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019 and its profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in term of sub-section (11) of section 143 of the Act (hereinafter referred to the "order"), we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
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 purpose of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.
 - e. On the basis of written representations received from the Directors as on March 31, 2019, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of Section 164(2) of the Act.
 - f. with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B', and
 - g. with respect to the other matters to the included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors), 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 standalone Ind AS financial statements.
 - ii. In our opinion and as per the information and explanations provides to us, the Company has not entered into any long-term contracts including derivative contracts, requiring provision under applicable laws or accounting standards, for material foreseeable losses, and

RATHI BARS LIMITED

- iii. There has been no delay in transferring the amounts, required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. The disclosures regarding details of specified bank notes held and transacted during 8 November 2016 to 30 December 2016 has not been made since the requirement does not pertain to financial year ended 31 March 2019.

Place: New Delhi
Date: 15.05.2019

For Ravindra Jyoti Agarwal & Co.
Chartered Accountants
F.R.No: 003569C

Sd/-
Sameer Jain
Partner
M.No. 512653

Ravindra Jyoti Agarwal & Co.

CHARTERED ACCOUNTANTS

26/203, II Floor, Shakarpur

Delhi – 110002

Ph: 011-47553427

ANNEXURE “A” TO THE INDEPENDENT AUDITORS’ REPORT ON THE STANDALONE IND AS FINANCIAL STATEMENT:

The Annexure referred to in Independent Auditor’s Report to the members of the Company on the standalone financial statements for the year ended 31 March 2019, we report that:

- 1.1 The company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- 1.2 All the fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
- 1.3 According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the company.
2. The inventories have been physically verified at reasonable intervals by the management and no material discrepancies were noticed on such physical verification.
3. As informed to us, the company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act. Accordingly the sub-clauses (a), (b) and (c) are not applicable to the company.
4. According to the information and explanations given to us, the Company has complied with the provision of Section 185 and 186 of the Act, with respect to the loans and investment made.
5. The Company has not accepted any deposits from the public.
6. We have broadly reviewed the books of account maintained by the Company pursuant sub-section (1) of Section 148 of the Companies Act, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.
- 7.1 The company is generally regular in depositing undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities and we have been informed that there are no arrears of outstanding statutory dues as at the last day of the financial year under audit for a period of more than six months from the date they became payable.
- 7.2. According to the information and explanations given to us the following disputed dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess have not been deposited by the company at March 31, 2019 in as much as the disputed demands are pending in appeal before appropriate authority concerned at various level.

Name of Statute	Nature of Dues	Amount (Rs in Lacs)	Period to which the matter relates	Forum where dispute is pending
The Income Tax Act	Penalty	23.96	A.Y. 2009-10	CIT (Appeal), Delhi
The Income Tax Act	Penalty	2.72	A.Y. 2010-11	CIT (Appeal), Delhi

RATHI BARS LIMITED

The Income Tax Act	Penalty	0.97	A.Y. 2011-12	CIT (Appeal), Delhi
The Income Tax Act	Penalty	0.99	A.Y. 2012-13	CIT (Appeal), Delhi
The Income Tax Act	Penalty	1.43	A.Y. 2013-14	CIT (Appeal), Delhi
The Income Tax Act	Penalty	0.62	A.Y. 2014-15	CIT (Appeal), Delhi
The Income Tax Act	Penalty	12.22	A.Y. 2015-16	CIT (Appeal), Delhi
The Income Tax Act	Income Tax	77.54	A.Y. 2009-10	ITAT, New Delhi
The Income Tax Act	Income Tax	8.83	A.Y. 2010-11	ITAT, New Delhi
The Income Tax Act	Income Tax	3.13	A.Y. 2011-12	ITAT, New Delhi
The Income Tax Act	Income Tax	3.21	A.Y. 2012-13	ITAT, New Delhi
The Income Tax Act	Income Tax	4.64	A.Y. 2013-14	ITAT, New Delhi
The Income Tax Act	Income Tax	2.01	A.Y. 2014-15	ITAT, New Delhi
The Income Tax Act	Income Tax	20.37	A.Y. 2015-16	ITAT, New Delhi
The Central Excise Act	Excise Duty & Penalty	52.90	2011 -2012	CESTAT, New Delhi

8. According to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowing to a financial institution or bank.
9. According to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year.
10. In our opinion and according to the information and explanations given to us, no fraud by the company or on the company by its officers or employees has been noticed or reported during the course of our audit.
11. Based upon the audit procedures performed and according to the information and explanations given to us, the company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the act.
12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company.
13. According to the information and explanations given to us and based on our examination 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 details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debenture during the year.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the company has not entered in to non-cash transactions with directors or persons connected with him.

RATHI BARS LIMITED

16. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act , 1934.

Place: New Delhi
Date: 15.05.2019

For Ravindra Jyoti Agarwal & Co.
Chartered Accountants
F.R.No: 003569C

Sd/-
Sameer Jain
Partner
M.No. 512653

ANNEXURE “B” TO THE INDEPENDENT AUDITORS’ REPORT :

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

We have audited the internal financial controls with reference to financial statements of Rathi Bars Limited (“the Company”) as of 31 March 2019 in conjunction with our audit of the standalone Ind AS 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 with reference to financial statements 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 (the “Guidance note”) 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 the timely preparation of reliable financial information, as required under the Act.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards 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 ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, 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 standalone Ind AS 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 with reference to financial statements..

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain

RATHI BARS LIMITED

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: New Delhi
Date: 15.05.2019

For Ravindra Jyoti Agarwal & Co.
Chartered Accountants
F.R.No: 003569C

Sd/-
Sameer Jain
Partner
M.No. 512653

RATHI BARS LIMITED

Standalone Audited Statement of Assets & Liabilities

Particulars	Notes	As at 31 March,2019 Rs	As at 31 March,2018 Rs
ASSETS			
Non-current assets			
(a) Property, plant and equipment	3	36,37,52,192	25,40,47,527
(b) Capital work-in-progress		9,86,68,319	11,30,29,560
(c) Financial assets			
-Investments	4	46,74,897	46,74,897
(d) Deferred Tax Assets (Net)		-	-
(e) Other non-current Assets			
-Investment in Gold / Silver	5	10,58,755	5,51,600
Sub-total - Non-Current Assets		46,81,54,163	37,23,03,584
Current assets			
(a) Inventories	6	12,68,02,162	10,16,35,475
(b) Financial assets			
-Investments		-	-
-Trade receivables	7	49,71,00,308	40,35,16,000
-Cash and cash equivalents	8	13,78,809	8,02,507
-Loans & Advances	9	17,01,64,373	21,42,81,534
(c) Current Tax Assets (net)		-	-
(d) Other Current Assets	10	35,80,018	32,09,770
Sub-total - Current Assets		79,90,25,670	72,34,45,286
TOTAL - ASSETS		1,26,71,79,833	1,09,57,48,870
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share capital	11	16,33,03,570	16,33,03,570
(b) Other equity	12	63,51,19,318	61,47,51,149
Sub-total - Equity		79,84,22,888	77,80,54,719
LIABILITIES			
Non-current liabilities			
(a) Financial liabilities			
-Borrowings	13	5,68,29,619	1,16,71,003
(b) Provisions	14	2,43,704	22,26,504
(c) Deferred tax liabilities (net)		4,50,26,894	4,04,03,482
(d) Other non-current liabilities		-	-
Sub-total - Non-current liabilities		10,21,00,217	5,43,00,989
Current liabilities			
(a) Financial liabilities			
-Borrowings	15	23,04,66,284	11,13,62,957
-Trade payables	16	10,37,85,654	9,11,19,980
(b) Other current liabilities	17	2,86,81,246	6,03,62,317
(c) Provisions	18	37,23,544	5,47,908
(d) Current tax liabilities (net)		-	-
Sub-total - Current liabilities		36,66,56,728	26,33,93,162
TOTAL - EQUITY AND LIABILITIES		1,26,71,79,833	1,09,57,48,870

General Information	1
Significant Accounting Policies & Notes on Accounts	2

As per our report of even date attached
For Ravindra Jyoti Agarwal & Co.
Chartered Accountants
F.R. No: 003569C

Sd/- Sameer Jain Partner Membership No. 512653	Sd/- Sonali Arora (Company Secretary) Membership No. A56039	Sd/- Anurag Rathi (Whole Time Director and CFO) DIN No: 00063345	Sd/- Kamlesh Kumar Rathi (Managing Director) DIN No: 00112321
----------------------------------------------------------------	-----------------------------------------------------------------------------	----------------------------------------------------------------------------------	-------------------------------------------------------------------------------

Place : New Delhi
Date : 15.05.2019

RATHI BARS LIMITED

Statement of Profit and Loss for the Year ended 31st March, 2019

Particulars	Note No.	For the Year ended	For the Year ended
		31 March,2019	31 March,2018
		Rs	Rs
1 Revenue			
(a) Revenue from Operations (Including excise duty)	19	4,09,53,24,078	2,52,25,23,233
(b) Other Income	20	34,71,452	43,91,390
Total Revenue		4,09,87,95,530	2,52,69,14,623
2 Expenses			
(a) Cost of Materials consumed	21	2,57,04,55,606	1,58,27,29,266
(b) Purchase of stock-in-trade		89,76,70,812	27,00,00,179
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	22	(4,95,85,227)	2,29,94,011
(d) Excise duty		-	5,60,71,128
(e) Employee benefits expense	23	9,59,97,136	7,43,28,467
(f) Finance Costs	24	1,53,82,041	1,81,69,210
(g) Depreciation and amortisation expense		4,51,82,783	3,95,04,162
(h) Other expenses	25	49,63,62,790	44,15,37,111
Total Expenses		4,07,14,65,941	2,50,53,33,534
3 Profit / (Loss) before exceptional items and Tax(1-2)		2,73,29,589	2,15,81,089
4 Exceptional Items			
5 Profit / (Loss) before tax (3 - 4)		2,73,29,589	2,15,81,089
6 Tax expense*			
(a) Current Tax		39,67,528	42,23,000
(b) Deferred tax (Refer Note-2 item 3g of notes of accounts)		46,23,412	33,67,073
(c) Excess Provision of Earlier Years Tax Written off		-	-
7 Net Profit / (Loss) for the period from Continuing		1,87,38,649	1,39,91,016
8 Profit & Loss from Discontinuing Operation		-	-
9 Tax Expenses from Discontinuing operation		-	-
10 Profit / (Loss) from Discontinuing Operation after Tax (8-9)		-	-
11 Net Profit / (Loss) for the period (7 + 10)		1,87,38,649	1,39,91,016
12 Other Comprehensive Income			
A i Items that will not be reclassified to Profit or Loss		-	-
ii Income Tax relating to items that will not be reclassified to Profit or Loss		-	-
B i Items that will be reclassified to Profit or Loss		-	-
ii Income Tax relating to items that will be reclassified to Profit or Loss		-	-
Total Comprehensive Income (11+12)			
13 Earnings Per Share (EPS) (of Rs. 10/- each)			
(a) Basic and diluted (EPS) (in Rs.)		1.15	0.86
General Information	1		
Significant Accounting Policies & Notes on Accounts	2		

As per our report of even date attached

For Ravindra Jyoti Agarwal & Co.

Chartered Accountants

F.R. No: 003569C

For and on behalf of the Board of Directors

Sd/-

Sameer Jain

Partner

Membership No. 512653

Sd/-

Sonali Arora

(Company Secretary)

Membership No. A56039

Sd/-

Anurag Rathi

(Whole Time Director and CFO)

DIN No: 00063345

Sd/-

Kamlesh Kumar Rathi

(Managing Director)

DIN No: 00112321

Place : New Delhi

Date : 15.05.2019

RATHI BARS LIMITED

Statement of Changes in Equity for the year ended 31st March 2019

A. EQUITY SHARE CAPITAL

Particulars	(Amount in Rs.) Balance
As at 1st April, 2017	16,33,03,570.00
Changes in equity share capital during the year	-
As at 31st March, 2018	16,33,03,570.00
Changes in equity share capital during the year	-
As at 31st March, 2019	16,33,03,570.00

Particulars	(Amount in Rs.)			
	Reserve and Surplus	Securities Premium Account	Reserve for deferred taxes	Total
Balance as on 01 April, 2017	41,96,29,771	17,85,71,425	25,58,937	60,07,60,133
i Add/Less : Changes in Accounting Policy or	-	-	-	-
Restated balance at 01 April, 2017	41,96,29,771	17,85,71,425	25,58,937	60,07,60,133
i Add/Less : Total Comprehensive Income for	-	-	-	-
ii Dividends	-	-	-	-
iii Transfer to Retained Earnings	1,39,91,016	-	-	1,39,91,016
iv Any Other Change	-	-	-	-
Balance as on March 31, 2018	43,36,20,787	17,85,71,425	25,58,937	61,47,51,149
i Add/Less : Changes in Accounting Policy or	-	-	-	-
Restated balance at 01 April, 2018	43,36,20,787	17,85,71,425	25,58,937	61,47,51,149
i Add/Less : Total Comprehensive Income for	-	-	-	-
ii Dividends	-	-	-	-
iii Transfer to Retained Earnings	1,87,38,649	-	-	1,87,38,649
iv Any Other Change	41,88,457	-	-25,58,937	16,29,520
Balance as on March 31, 2019	45,65,47,893	17,85,71,425	-	63,51,19,318

As per our report of even date attached
For Ravindra Jyoti Agarwal & Co.
Chartered Accountants
F.R. No: 003569C

For and on behalf of the Board of Directors

Sd/-
Sameer Jain
Partner
Membership No. 512653

Sd/-
Sonali Arora
(Company Secretary)
Membership No. A56039

Sd/-
Anurag Rathi
(Whole Time Director and CFO)
DIN No: 00063345

Sd/-
Kamlesh Kumar Rathi
(Managing Director)
DIN No: 00112321

Place : New Delhi
Date : 15.05.2019

RATHI BARS LIMITED

Cash Flow statement for the year ended 31st March, 2019

(Amount in Rs)

S. No:	Particulars	Year Ended 31.03.2019	Year Ended 31.03.2018
A	Cash Flow from operating activities:		
	Profit Before Taxation	27329589	21581089
	Adjustments for:		
	Depreciation	45182783	39504162
	Interest and Financial Charges	15382041	18169210
	Misc. Expenditure written off	-	-
	Pre-operative Expenses	-	-
	Loss / (Profit) on Mutual Fund	-	-
	Interest Income & Others	(1893979)	(1523515)
	Dividend Income	(15600)	(14300)
	Operating Profit before working capital changes	85984834	77716646
	Decreased (Increase) in Trade Receivables	(93584309)	(20866383)
	Decreased (Increase) in Inventories	(25166687)	50600865
	Decreased (Increase) in Loan & Advances	43746913	10556632
	Increase (Decrease) in Current Liabilities and Provisions	(15839761)	(17726445)
	Cash Generated from operations	(4859010)	100281315
	Income Tax paid	(3967528)	(4223000)
	Net cash provided by operating activities	(8826538)	96058315
B	Cash flow from investing activities:		
	Proceeds from sale of fixed assets	3357239	-
	Sale / (Purchase) of Investments	(507155)	(551600)
	Sale / (Purchase) of Fixed assets and Capital Work in	(143883446)	(58425737)
	Profit / (Loss) on Mutual Fund	-	-
	Income from Interest	1893979	1523515
	Income from Dividend	15600	14300
	Net cash used in investing activities	(139123783)	(57439522)
C	Cash Flow from Financing Activities		
	Proceeds from Share Capital (Including Premium)	-	-
	Unclaimed Share Application Money Refundable	-	-
	Increase / (Decrease) in Reserves & Surplus	1629520	-
	Increase in Long Term Borrowing (Net)	54094560	(1180547)
	Increase in Short Term Borrowing (Net)	119103327	(21941623)
	Increase (Decrease) in Unsecured Loan	-1,09,18,744	-
	Interest Paid	(15382041)	(18169210)
	Net Cash used in Financing Activities	148526622	(41291380)
D	Net increase (decrease) in cash and cash equivalents	576301	(2672587)
E	Cash and Cash Equivalent at the begning of the year	802507	3475094
F	Cash and Cash Equivalent at the end of the year	1378808	802507

As per our report of even date attached

For Ravindra Jyoti Agarwal & Co.

Chartered Accountants

F.R. No: 003569C

For and on behalf of the Board of Directors

Sd/-

Sameer Jain

Partner

Membership No. 512653

Sd/-

Sonali Arora

(Company Secretary)

Membership No. A56039

Sd/-

Anurag Rathi

(Whole Time Director and CFO)

DIN No: 00063345

Sd/-

Kamlesh Kumar Rathi

(Managing Director)

DIN No: 00112321

Place : New Delhi

Date : 15.05.2019

RATHI BARS LIMITED

NOTE-1

General Information

Rathi Bars Limited, a steel rolling mill, was set-up at Khushkhera, Distt. Alwar, Rajasthan with a view to meet the growing requirement of reinforcement steel bars for construction. The company is engaged in the manufacturing of reinforcement steel bars (TMT) & Low Carbon Billets.

NOTE-2

BASIS OF PREPARATION, MEASUREMENT AND SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Preparation, Measurement :

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements.

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

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES:

a. Basis of Accounting:

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

b. Revenue Recognition:

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

c. Property, Plant & Equipment:

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

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

RATHI BARS LIMITED

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

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

Capital work-in-progress:

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

Intangible Assets :

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

d. Depreciation:

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

e. Financial Assets & Financial Liabilities:

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

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

f. Inventories:

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

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

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

g. Provisions:

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

h. Cash and Cash Equivalents:

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

i. Retirement and other Employee Benefits:

i) Defined Contribution Plan

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

ii) Defined Benefit Plan

RATHI BARS LIMITED

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

j. Taxation:

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

k. Contingent Liabilities:

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

2. Notes on Accounts:

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

b. Current Liabilities & Provisions:

- i) Sundry creditors includes Rs 5.84 lacs (31st March, 2018: Rs 6.67 lacs) due to Small Scale Industrial Undertakings (SSI Units) as identified by the Company and relied upon by the auditors.
- ii) The company has not received any intimation from "Suppliers" regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid/payable as required under the said Act have not been given.

c. Payment to Auditors in respect of:

	Year ended on 31st March, 2019	Year ended on 31st March, 2018
A Audit Fees	Rs 1,00,000.00	Rs 1,15,000.00
B Fee for Limited Review	Rs 15,000.00	Rs 15,000.00
C Out of Pocket Expenses	Rs 10,000.00	Rs 10,000.00

RATHI BARS LIMITED

d. Expenditure in Foreign Currency:

	Year ended on 31 st March, 2019	Year ended on 31 st March, 2018
Store & Spares	----	Rs. 58,545.00
Tour & Travelling	Rs. 29,05,247.00	Rs. 3,65,127.00

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

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

List of Related Parties and relationship:

1. Key Managerial Person:

- Kamlesh Kumar Rathi (Managing Director)
- Pulkit Gupta (Company Secretary till 31-12-2018)

2. Close members of Key Managerial Person:

- Pushpa Rathi
- Vanshika Rathi
- Parnika Rathi
- Devanshi Rathi
- Manvi Rathi

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

- Rathi Special Steels Ltd
- Bhiwadi iron Pvt Ltd
- Khushkhera Steels Pvt Ltd

Transaction with Related Parties :

Description	Rs in Lacs					
	Key Management Personnel		Close Family Members (relative)		Enterprises controlled by key management personnel & their relatives	
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
Purchase of goods	-	-	-	-	18,927.43	10,207.77
Sale of goods	-	-	-	-	4,452.84	2,918.44
Expense of service received	167.56	-	-	-	-	8.59
Income from service rendered	-	-	-	-	7.43	7.04
Remuneration paid	2.40	85.48	83.10	2.00	-	-
Training & Development	-	-	90.80	-	-	-

f. Earning Per Share (EPS):

i Profit after taxation as per Profit and Loss Account (in Rs)

Year ended
on 31st March, 2019
1,87,38,649.00

RATHI BARS LIMITED

ii	Weighted Average number of equity shares outstanding	1,87,38,649.00
iii	Basic and Diluted earnings per share (in Rs)	1.15

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

<u>Particulars</u>	<u>As on 31.03.2019 (Amt. in Rs)</u>	<u>As on 31.03.2018 (Amt. in Rs)</u>
Depreciation	4,76,13,082	4,06,56,726
Carried Forward unabsorbed depreciation & Losses	(25,86,168)	(2,53,244)
	<u>4,50,26,894</u>	<u>4,04,03,482</u>

- h.** The fair market value in respect of quoted shares as on 31-03-2019 Rs.19,54,260/- The Market Value of the shares which are not found quoted on the stock exchange as on 31-03-2019 are not known, hence the value of the total investment Rs. 46,68,852/- stated in the financial results is considered fair market value.

i. Contingent liabilities not provided for:

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

	Year ended on 31st March, 2019	Year ended on 31st March, 2018
Central Excise Matters	Rs 52.90 Lacs	Rs. 52.90 Lacs
Income Tax Matters	Rs. 162.64 Lacs	---

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

RATHI BARS LIMITED

4. QUANTITATIVE INFORMATION :

A. PRODUCTION & PURCHASE

Particulars	As at	
	31.03.2019	31.03.2018
1. Licensed Capacity		
Steel Bars	100000.000 MT	100000.000 MT
Ingot / Billets	68500.000 MT	68500.000 MT
2. Actual Production & Purchase		
Steel Bars*	94643.430 MT	63417.785 MT
Billets / Casting **	58131.270 MT	41508.405 MT
TOTAL	152774.700 MT	104926.190 MT

*94643.430 M.T. Includes 15485.210 M.T. Trading Purchase of Steel Bars (Previous Year: 4203.210 M.T.)

**58131.270 M.T. Includes 1886.470 M.T. Trading Purchase of Steel Bars

B. STOCKS

Particulars	Opening Stock				Closing Stock			
	As at 01.04.2018		As at 01.04.2017		As at 31.03.2019		As at 31.03.2018	
	QTY. (in MT)	AMOUNT (in Rs)						
Steel Bars	799.860	27380008	1620.180	50247210	1946.610	75515374	799.860	27380008
Billets / Casting	70.975	2098447	66.725	1933016	119.685	4144452	70.975	2098447
TOTAL	870.835	29478455	1686.905	52180226	2066.295	79659826	870.835	29478455

C. DESPATCH

Particulars	As at 31.03.2019		As at 31.03.2018	
	QTY. (in MT)	AMOUNT (in Rs)	QTY. (in MT)	AMOUNT (in Rs)
Steel Bars*	93496.680	3719638550	64238.105	2309495496
Billets / Casting **	58082.560	118676232	41504.155	87079246
Scrap, Commission etc		257009296		125948491
TOTAL	151579.240	4095324078	105742.260	2522523233

*93496.680 M.T. Includes 15456.670 M.T. Trading Sale of Steel Bars (Previous Year: 4204.420 M.T.)

** 58082.560 M.T. Includes 54708.360 M.T. Used For Capative Consumption (Previous Year: 39646.755 M.T.)

RATHI BARS LIMITED

D. CONSUMPTION

Particulars	As at 31.03.2019		As at 31.03.2018	
	QTY. (in MT)	AMOUNT (in Rs)	QTY. (in MT)	AMOUNT (in Rs)
Ingots / Billets*	81339.580	960879788	61228.485	649219626
Scrap/Sponge Iron**	60526.003	1609575818	44443.196	933509640
Stores & Spares		54728885		50403657
TOTAL	141865.583	2625184491	105671.681	1633132923

* 81339.580 MT Includes 54708.360 MT used as captive consumption (Previous Year 39575.765 MT)

**60526.003 MT Includes 1212.390 MT used as captive consumption (Previous Year 735.000 MT)

As per our report of even date attached
For Ravindra Jyoti Agarwal & Co.
Chartered Accountants
F.R. No: 003569C

For and on behalf of the Board of Directors

Sd/-
Sameer Jain
Partner
Membership No. 512653

Sd/-
Sonali Arora
(Company Secretary)
Membership No. A56039

Sd/-
Anurag Rathi
(Whole Time Director and CFO)
DIN No: 00063345

Sd/-
Kamlesh Kumar Rathi
(Managing Director)
DIN No: 00112321

Place : New Delhi
Date : 15.05.2019

Note-3
Non Current Assets - Property, plant and equipment

Particulars	GROSS BLOCK			DEPRECIATION				NET BLOCK			
	As at 01.04.2018 RS	Addition RS	Deletion RS	As at 31.03.2019 RS	Up to 31.03.2018 RS	Addition RS	Retained Earnings RS	Deduction RS	Up to 31.03.2019 RS	As at 31.03.2019 RS	As at 31.03.2018 RS
	Leashold Land	39,21,141			39,21,141	-		-		-	39,21,141
Building	4,43,63,941			4,43,63,941	2,77,87,342	19,60,457	-		2,97,47,799	1,46,16,142	1,65,76,599
Plant & Machinery	56,60,08,006	15,30,18,320	1,79,19,450	70,11,06,876	33,65,26,229	4,14,79,696	-	1,50,64,396	36,29,41,529	33,81,65,347	22,94,81,777
Tubewell	2,22,080			2,22,080	2,10,974	-	-		2,10,974	11,106	11,106
Furniture	16,42,330	27,966		16,70,296	9,14,082	1,92,497	-		11,06,579	5,63,717	7,28,248
Vehicle	2,00,82,033	51,98,401	48,32,860	2,04,47,574	1,67,53,377	15,50,133	-	43,30,675	1,39,72,835	64,74,739	33,28,656
	63,62,39,531	15,82,44,687	2,27,52,310	77,17,31,908	38,21,92,004	4,51,82,783	-	1,93,95,071	40,79,79,716	36,37,52,192	25,40,47,527
CWIP	11,30,29,560	12,77,95,105	14,21,56,346	9,86,68,319	-	-	-	-	-	9,86,68,319	11,30,29,560
Total	74,92,69,091	28,60,39,792	16,49,08,656	87,04,00,227	38,21,92,004	4,51,82,783	-	1,93,95,071	40,79,79,716	46,24,20,511	36,70,77,087
Previous Year	69,08,43,354	13,52,58,190	7,68,32,453	74,92,69,091	34,26,87,842	3,95,04,162	-	-	38,21,92,004	36,70,77,087	34,81,55,512

RATHI BARS LIMITED

Note (4)

Non-Current Assets - Financial Assets - Investments

Particulars	As at 31 March,2019	As at 31 March,2018
	Rs	Rs
Investment		
Trade, Quoted:		
Equity shares	46,68,852	46,68,852
Non Trade, Unquoted:		
Govt. Securities		
National Saving Certificates	6,045	6,045
	46,74,897	46,74,897

Note (5)

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

Particulars	As at 31 March,2019	As at 31 March,2018
	Rs	Rs
Other non-current assets		
Investment in Gold / Silver	10,58,755	5,51,600
	10,58,755	5,51,600

Note (6)

Current Assets - Inventories

Particulars	As at 31 March,2019	As at 31 March,2018
	Rs	Rs
Inventories		
Finished goods	7,96,59,826	2,94,78,455
Raw material	2,09,40,204	5,65,84,780
Stores & spares	1,84,71,487	74,47,031
Coal	55,50,677	53,49,097
Scrap	21,79,968	27,76,112
	12,68,02,162	10,16,35,475

RATHI BARS LIMITED

Note (7)

Current assets - Financial Assets -Trade receivables

Particulars	As at 31 March,2019	As at 31 March,2018
	Rs	Rs
Trade receivables (Unsecured and considered good unless stated otherwise)		
Outstanding for a period exceeding six months from the due date	2,45,39,194	2,26,78,980
Other receivables	47,25,61,114	38,08,37,020
	49,71,00,308	40,35,16,000

Note (8)

Current assets - Financial Assets -Cash and cash equivalents

Particulars	As at 31 March,2019	As at 31 March,2018
	Rs	Rs
Cash and cash equivalents		
a Cash in hand	13,40,687	7,40,399
b Balances with scheduled banks in current accounts		
in current account	38,122	62,108
Unclaimed share application money		
	13,78,809	8,02,507

Note (9)

Current assets - Financial Assets -Loans and advances

Particulars	As at 31 March,2019	As at 31 March,2018
	Rs	Rs
Loans and advances (Unsecured and considered good unless stated otherwise).		
a Advance recoverable in cash or in kind	10,53,03,117	13,15,03,324
b Balance with excise and other statutory authorities		
Advance Tax & TDS	30,35,538	3,50,35,584
Excise Duty Recoverable	1,91,95,777	2,00,61,717
Service Tax credit receivable	1,26,058	1,26,058
MAT Credit Entitlement	68,37,647	31,02,825
VAT Credit Receivable	49,75,552	49,75,552
GST Credit Receivable	4,37,215	6,98,565
c Security deposits	3,02,53,469	1,87,77,909
	17,01,64,373	21,42,81,534

Note (10)

Current assets - Financial Assets -Other Current Assets

Particulars	As at 31 March,2019	As at 31 March,2018
	Rs	Rs
Other Current Assets		
Insurance Claim Recoverable	28,26,149	28,26,149
Prepaid expenses	7,53,869	3,83,621
	35,80,018	32,09,770

RATHI BARS LIMITED

Note (11)

Equity - Equity Share Capital

Particulars	As at 31 March,2019	As at 31 March,2018
	Rs	Rs
(a) Authorised Share Capital		
1,80,00,000 Equity Shares of Rs 10 each	18,00,00,000	18,00,00,000
(Previous Year : 1,80,00,000 Equity Shares of Rs10 each)		
(b) Issued, Subscribed & Paid-up		
1,63,30,357 Equity Shares (Previous Year : 1,63,30,357 Equity Shares) of Rs 10 each Called-up and Fully Paid-up.	16,33,03,570	16,33,03,570
	16,33,03,570	16,33,03,570

Terms / rights attached to equity shares

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

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

Particulars	Percentage of Share Holding As at 31 March, 2019	No. of Shares As at 31 March, 2019	Percentage of Share Holding As at 31 March, 2018	No. of Shares As at 31 March, 2018
Equity shares				
Sh. Anurag Rathi	7.45%	1216751	7.45%	1216751
Smt. Parnika Rathi	6.05%	988109	6.05%	988109
Sh. Kamlesh Kumar Rathi	5.01%	818387	5.01%	818387
Sh. Uddhav rathi	5.26%	859330	5.26%	859330
		3882577		3882577

Note (12)

Equity - Other Equity

Particulars	As at 31 March,2019	As at 31 March,2018
	Rs	Rs
Other Equity		
a Profit & loss account		
Opening Balance	43,36,20,787	41,96,29,771
Add- Surplus as per Profit & loss A/C	1,87,38,649	1,39,91,016
	45,23,59,436	43,36,20,787
Add- MAT Credit	41,88,457	
	45,65,47,893	43,36,20,787
b Securities Premium Account	17,85,71,425	17,85,71,425
c Reserve for deferred taxes	-	25,58,937
	63,51,19,318	61,47,51,149

Note (13)

Non Current Liabilities - Financial Liabilities - Borrowings

Particulars	As at 31 March,2019	As at 31 March,2018
	Rs	Rs
Borrowings		
a Term Loan		
HDFC Bank Ltd., New Delhi.(Against Equitable Mortgage of land & Building, Exclusive Charge on Plant & Machineries & guaranteed by Executive Directors)	5,20,20,000	-
b Automobile Loans (Secured by Hypothecation of relevent Vehicle)		
HDFC Bank	44,86,329	-
Kotak Mahindra Prime Ltd.	3,23,290	4,84,585
SBBJ Car Loan A/c	-	1,55,643
BMW India Financial Services Pvt. Ltd.	-	1,12,031
c Unsecured Loans (Interest Free)		
Security deposits	-	1,09,18,744
	5,68,29,619	1,16,71,003

RATHI BARS LIMITED

Note (14)

Non Current Liabilities -Provisions

Particulars	As at 31 March,2019	As at 31 March,2018
	Rs	Rs
Provisions		
Provision for Leave Encashment	2,04,017	4,16,587
Provision for Gratuity	39,687	18,09,917
	2,43,704	22,26,504

Note (15)

Current Liabilities - Financial Liabilities -Borrowings

Particulars	As at 31 March,2019	As at 31 March,2018
	Rs	Rs
Borrowings		
a Working Capital Limits		
HDFC Bank Ltd. (Secured by hypothecation of stock & Book debts and Guaranteed by Executive Directors)	21,99,03,501	10,92,13,457
b Term Loan		
HDFC Bank Ltd., New Delhi.(Against Equitable Mortgage of land & Building, Exclusive Charge on Plant & Machineries & guaranteed by Executive Directors)	91,80,000	
c Automobile Loans (Secured by Hypothecation of relevent Vehicle)		
Kotak Mahindra Prime Ltd.	161295	146226
HDFC Bank (Auto Loan)	955393	
SBI (Formerly known as SBBJ) Car Loan A/c	154064	743891
BMW India Financial Services Pvt. Ltd.	112031	1259383
	23,04,66,284	11,13,62,957

Note (16)

Current Liabilities - Financial Liabilities - Trade payables

Particulars	As at 31 March,2019	As at 31 March,2018
	Rs	Rs
Trade payables		
a Due to Micro and Small Enterprises (See Notes on Accounts- , Note-2, item 3b (i))	5,84,496	6,66,687
b Due to Others	10,32,01,158	9,04,53,293
	10,37,85,654	9,11,19,980

RATHI BARS LIMITED

Note (17)

Current Liabilities - Other current liabilities

Particulars	As at 31 March,2019	As at 31 March,2018
	Rs	Rs
Other current liabilities		
Advance received from customers	49,81,218	80,20,338
Statutory dues (including provident fund and tax deducted at source)	1,58,64,456	4,66,43,915
Unclaimed share application money refunds		
Other payables (including employee dues & Dues with in one year)	78,35,572	56,98,064
	2,86,81,246	6,03,62,317

Note (18)

Current Liabilities - Provisions

Particulars	As at 31 March,2019	As at 31 March,2018
	Rs	Rs
Provisions		
Provision for Leave Encashment	16,17,495	57,002
Provision for Gratuity	21,06,049	4,90,906
	37,23,544	5,47,908

Note (19)

Revenue - Revenue from operations (Including excise duty)

Particulars	Year	Year
	2018-19	2017-18
	Rs	Rs
Revenue from operations (Including excise duty)		
Sale of Steel Bars	3,71,96,38,550	2,30,94,95,496
Sale of Billets / Casting	11,86,76,232	8,70,79,246
Other operating revenues	25,70,09,296	12,59,48,491
	4,09,53,24,078	2,52,25,23,233

Note (20)

Revenue - Other Income

Particulars	Year	Year
	2018-19	2017-18
	Rs	Rs
Other Income		
Interest received on deposits	18,93,979	15,23,515
Miscellaneous Receipts	15,77,473	28,67,875
	34,71,452	43,91,390

RATHI BARS LIMITED

Note (21)

Expenses - Cost of materials consumed

Particulars	Year	
	2018-19	2017-18
	Rs	Rs
Cost of materials consumed		
a Ingots / Billets		
Opening stock	-	12,15,385
Add: Purchases	96,08,79,788	64,80,04,241
Less: Closing stock	-	-
material consumed	(I) 96,08,79,788	64,92,19,626
b Scrap / Sponge Iron		
Opening stock	5,65,84,780	8,34,53,544
Add: Purchases	1,57,39,31,242	90,66,40,876
Less: Closing stock	2,09,40,204	5,65,84,780
material consumed	(II) 1,60,95,75,818	93,35,09,640
Total Material Consumed	(I + II) 2,57,04,55,606	1,58,27,29,266

Note (22)

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

Particulars	Year	
	2018-19	2017-18
	Rs	Rs
Changes in inventories		
a OPENING STOCK		
Finished goods	2,94,78,455	5,21,80,226
Scrap	27,76,112	30,68,352
	(I) 3,22,54,567	5,52,48,578
b CLOSING STOCK		
Finished goods	7,96,59,826	2,94,78,455
Scrap	21,79,968	27,76,112
	(II) 8,18,39,794	3,22,54,567
c (Increase) / Decrease in stocks	(I - II) (4,95,85,227)	2,29,94,011

Note (23)

Expenses - Employee benefits expense

Particulars	Year	
	2018-19	2017-18
	Rs	Rs
Employee benefits expense		
a contribution to provident fund and other funds	13,71,816	19,84,092
b Employees welfare	35,01,248	24,55,256
c Production contract Expenses	4,75,99,608	3,80,93,215
d Salaries, wages, bonus & other allowances	4,35,24,464	3,17,95,904
	9,59,97,136	7,43,28,467

RATHI BARS LIMITED

Note (24)

Expenses - Finance costs

Particulars	Year	Year
	2018-19	2017-18
	Rs	Rs
Finance costs		
Interest on :		
Cash Credit	1,39,43,787	1,59,47,208
Term Loan	8,06,028	5,31,672
Others	1,21,933	3,33,782
Bank Charges	5,10,293	13,56,548
	1,53,82,041	1,81,69,210

Note (25)

Expenses - Other expenses

Particulars	Year	Year
	2018-19	2017-18
	Rs	Rs
Other expenses		
Administrative charges	53,250	79,425
Advertisement & Selling Expenses	4,50,903	6,06,878
Auditor's fees	1,00,000	1,25,000
Books & periodicals	6,999	5,192
Corporate Social responsibility	7,03,500	4,29,600
Directors salary	-	83,00,000
Freight & cartage	2,63,74,965	26,33,107
General expenses	17,06,643	17,93,910
Generator Running Expenses	77,448	3,13,601
Insurance	19,97,562	30,62,997
Legal & professional charges	44,37,885	52,64,192
Listing Expenses	2,95,000	2,51,250
Loss on sale of Fixed Assets	4,52,238	-
Postage expenses	1,57,232	1,09,353
Power and Fuel	36,43,44,976	34,36,22,006
Printing & stationery	4,63,785	5,59,878
Rates, taxes & fees	12,85,313	18,53,893
Rent	1,42,79,200	88,300
Repair and Maintenance:		
Plant & Machinery	62,70,169	25,62,263
Buildings	4,98,223	5,01,052
Others	8,44,028	8,89,385
Sales Promotion	62,04,328	90,55,568
Security service charges	9,12,573	4,89,521
Stores and Spares Consumed	5,47,28,885	5,04,03,657
Telephone expenses	7,98,728	10,59,932
Travelling & conveyance	55,88,949	40,74,838
Vehicles repair & maintenance	33,30,008	34,02,313
	49,63,62,790	44,15,37,111

RATHI BARS LIMITED

RATHI BARS LIMITED

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

Ph.: +91-11-43165400, Fax: +91-11- 40597117

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

CIN: L74899DL1993PLC054781

FORM NO MGT-11

PROXYFORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule19 (3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s):	
Registered Address :	
EmailId:	
FolioNo/Client ID:	
DPID:	

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

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

As my / our proxy to attend and vote (on a poll) for me /us and on my/our behalf at the 26th Annual General Meeting of the Company, to be held on Monday, 30th September, 2019 at 10.00 A.M. at A-24/8, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi-110044 and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTION NO.

ORDINARY BUSINESS

- Adoption of Standalone Financial Statements together with the Report of Directors' and Auditors' thereon.
- Appointment of Director in place of retiring Director.

SPECIAL BUSINESS

- Appointment of Ms. Shikha Chakraborty as Independent Director of the Company.
- Re-appointment of Sh. Binod Kumar Maheshwari as an Independent Director of the Company.
- Re-appointment of Sh. Ashok Kumar Garg as an Independent Director of the Company.
- Approval of Related Party Transactions with Rathi Special Steels Limited.
- Approval of Related Party Transactions with Bhiwadi Iron Private Limited.
- Approval of Related Party Transactions with Balaji Steel Enterprises
- Ratification of Cost Auditors Remuneration.

Signed this day of ____ 2019.

Signature of the Shareholder

Signature of Proxy holder(s).....



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

RATHI BARS LIMITED

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CIN: L74899DL1993PLC054781

ATTENDANCE SLIP

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

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

Shareholder/Proxy holder/Joint holder	DPID*	Client ID*	Folio	No. of Shares held

I hereby record my presence at the 26th Annual General Meeting of the Company, to be held on Monday, 30th September, 2019 at 10.00 a.m. at A-24/8, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi-110044.

SIGNATURE OF THE

SHAREHOLDER OR PROXY _____

NOTES:

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

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

WAY TO THE NEAREST METRO STATION



if undelivered please return to

RATHI BARS LIMITED

A-24/7, Mohan Co-op. Industrial Estate,
Mathura Road, New Delhi-110044