

RATHI BARS LIMITED

(AN ISO 9001-2008 COMPANY)



**23rd
ANNUAL REPORT
2015-2016**

BOARD OF DIRECTORS	Sh. Kamlesh Kumar Rathi (Managing Director) Sh. Anurag Rathi (WTD and CFO) Sh. Uddhav Rathi Smt. Parnika Rathi Sh. Ashok Kumar Garg (Independent Director) Sh. Binod Kumar Maheshwari (Independent Director) Sh. Vinod Kumar (Additional Director)
COMPANY SECRETARY	Smt. Tanu Chandel
STATUTORY AUDITOR	M/s A.K. Vaish & Co. (Chartered Accountants) B-101, Gateway Towers, 24, Sector-IV, Vaishali, Distt. Ghaziabad (U.P.)-201010
INTERNAL AUDITOR	M/s Deepak I. P. Agarwal & Co. (Chartered Accountants) 205, Vikasdeep Building, Laxmi Nagar Distt. Centre, Delhi-110092
SECRETARIAL AUDITORS	M/s PWR Associates (Company Secretaries) 13, Indra Vihar, Near Kingsway Camp, Delhi-110009
COST AUDITORS	M/s Avnesh Jain & Co. (Cost Accountants) 39, Adarsh Basti, Tonk Fatak, Jaipur (Raj)-302015
BANKERS	State Bank of Bikaner & Jaipur A-1/19, Safdarjung Enclave New Delhi-110029
REGISTERED OFFICE	A-24/7, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi-110044 Ph: 011-43165400, Fax: 011-40597117 E-mail: contact@rathisteels.com
WORK OFFICE	SP ₁ -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. Ph. No. 011 -2638 7281

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NOTICE

NOTICE is hereby given that Twenty Third Annual General Meeting of the Members of **M/S RATHI BARS LIMITED** will be held on Friday, **30th day of September, 2016 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:

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016 and Profit & Loss Account for the year ended on that date and the reports of the Directors and Auditors thereon:

“RESOLVED THAT the Company's audited Balance Sheet as at 31st March, 2016, the audited Profit & Loss Account and the audited Cash Flow Statement for the financial year ended on that date together with Director's and Auditor's Report thereon be and are hereby approved and adopted.”

2. APPOINTMENT OF DIRECTOR IN PLACE OF RETIRING DIRECTOR:

TO CONSIDER AND IF THOUGH FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, IF ANY, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

“RESOLVED THAT Mrs. Parnika Rathi, who retires from the office of Director by rotation in this Annual General Meeting, be and is hereby re-appointed as a Director of the Company, whose office shall be liable for retirement by rotation.”

3. APPOINTMENT OF STATUTORY AUDITORS:

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

“RESOLVED THAT pursuant to the provisions of Section 139, Section 142 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit and Auditors) rules, 2014 framed there under, as amended from time to time, M/s Gupta Verma & Sethi, Chartered Accountants, New Delhi be and are hereby appointed as the Statutory Auditor of the Company for a period of five years to hold office from the conclusion of this Annual General Meeting until the conclusion of 28th Annual General Meeting of the Company to be held in the year 2021 (subject to the ratification of their appointment at every AGM) in place of M/s A.K.Vaish & Co., Chartered Accountants, Ghaziabad, (U.P); at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

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SPECIAL BUSINESS:

4. APPOINTMENT OF MR. VINOD KUMAR AS DIRECTOR:

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

“**RESOLVED THAT** pursuant to Sub Section (1) of Section 161 of the Companies Act, 2013 and other applicable provisions of the Act, if any and articles of association of the Company, Mr. Vinod Kumar, be and is hereby appointed as director of the Company”.

5. APPOINTMENT OF MS. SONALI V CHITALKAR (DIN: 07602962) AS INDEPENDENT DIRECTOR:

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

“**RESOLVED THAT** pursuant to the provision of the Sections 149, 152 read with schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) 2015, Ms. Sonali V Chitalkar (DIN: 07602962), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 30th September 2016 upto 29th September, 2021.”

6. REVISION IN THE REMUNERATION OF MR. ANURAG RATHI, WTD AND CFO 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 provision of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), read with Companies (Appointment and Managerial Remuneration) Rules, 2014, Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded for revision in the remuneration of Mr. Anurag Rathi [DIN:00063349], Whole Time Director and CFO of the Company, from Rs. 2,00,000 (Rupees Two Lac) per month to Rs. 3,00,000 (Rupees Three Lac) per month and other terms and conditions shall remain same.”

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7. 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) plus service tax payable to Avnesh Jain & Co., Cost Accountants who is appointed as Cost Auditor of the Company to conduct Cost Audits relating to such businesses of the Company as may be ordered by the Central Government under the Act and the Rules there under, for the year ending 31st March, 2017.”

Place: New Delhi
Date: 5th September, 2016

By order of the Board of Directors
FOR RATHI BARS LIMITED
Sd/-
Kamlesh Kumar Rathi
(Managing Director)
DIN: 00112321
Address: 6, Sadhna Enclave,
New Delhi-110017

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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 24th September 2016 to 30th September, 2016 (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 M/s 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

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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 thereunder.
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 23rd Annual Report 2015-2016 is available on the Company's website, www.rathisteels.com.
17. Ms. Raveena Sharma, Company Secretary in Practice, Delhi 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

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capital of the Company as on cut-off date i.e. 23rd September, 2016.

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 23rd 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.nsd.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

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authorized to vote, to the Scrutinizer via e-mail to csraveena.sharma@gmail.com, with a copy marked to evoting@nsdl.co.in.

- II. In case of Members receiving Physical copy of Notice of 23rd Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy)**
 - a. Initial password is provided in the box overleaf.
 - b. Please follow all steps from Sl. No. (b) to Sl. No. (I) above, to cast vote.
- III.** In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and remote e-voting user manual for Members available in the 'Downloads' section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- IV.** You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V.** The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2016.
- 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, 2016, 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.** Ms. Raveena Sharma, Practicing Company Secretary (Membership No. ACS-41175 & CP No. 15997) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- X.** The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XI.** The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at

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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 favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- XII. The Results declared alongwith 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.

Place: New Delhi
Date: 5th September, 2016

By order of the Board of Directors
FOR RATHI BARS LIMITED
Sd/-
Kamlesh Kumar Rathi
(Managing Director)
DIN: 00112321

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

ITEM NO 4:

APPOINTMENT OF MR. VINOD KUMAR AS DIRECTOR

Mr. Vinod Kumar was appointed as Additional Director by the Board in their meeting held on 30.05.2016.

In terms of Section 161 (1) of the Companies Act, 2013 and as per Articles of Association of Company, Mr. Vinod Kumar shall hold office as additional Director only till the date of the forthcoming Annual General Meeting, but is eligible for appointment as Director. Notice has been received from a member as required by Section 160 of the Act, signifying its intention to propose the candidature of Mr. Vinod Kumar for the office of Director.

The Board considers it desirable that the Company should avail the services of Mr. Vinod Kumar as Director and accordingly re-commends the resolution at item no. 4 for approval by the members.

ITEM NO 5:

APPOINTMENT OF MS. SONALI V CHITALKAR, INDEPENDENT DIRECTOR OF THE COMPANY

Pursuant to section 149 of the companies act, 2013 and regulation 17 of the SEBI (Listing Obligation and Disclosure requirements) Regulation, 2015, the company requires one more independent Director in order to comply with the provisions and regulations above mentioned. Your Board re-commends the name of Ms.Sonali V Chitalkar (DIN: 07602962), as candidature for the Independent Director of the Company. She is having good experience in the managerial aspects of the company. Her induction as director will be contributory to the company. The Company has received necessary declaration from the proposed Independent Director under Section 149 (7) of the Companies Act, 2013, that she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Her appointment shall be made for a period of 5 years. Your Board recommends the resolution at item no.5 for approval by the members

ITEM NO 6:

REVISION IN THE SALARY OF MR. ANURAG RATHI, WTD AND CFO OF THE COMPANY:

Mr. Anurag Rathi is Whole Time Director and CFO of the Company and KMP as per Section 203 of the Companies Act, 2013. He is the promoter-Director of the Company since incorporation. He is a hard-working, intelligent and efficient managerial personal in the company. Therefore, it is necessary to reward the people doing good jobs in the interest of the company. Your Board of Directors recommends the increase of remuneration of Mr. Anurag Rathi from Rs. 2,00,000/- per month to Rs. 3, 00,000/- per month and accordingly re-commends the resolution at item no. 6 for approval by the members

ITEM NO 7:

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

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Committee, approved the appointment of M/s Avnesh Jain & Co., as the Cost Auditors of the Company to conduct Cost Audits relating to such businesses of the Company as may be ordered by the Central Government under the Act and the Rules there under for the year ending 31st March, 2017, at a remuneration of Rs 25,000/- (Rupees Twenty Five Thousand) Plus service tax as applicable.

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.

The Board has approved the remuneration Rs 25,000/- (Rupees Twenty Five Thousand) Plus service tax as applicable to M/s Avnesh Jain & Co. as the Cost Auditors and the ratification of the shareholders is sought for the same by Ordinary Resolution at Item No.7.

The resolution at Item No. 7 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 mentioned at Item No.7 of the Notice.

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, 2016

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Details of Directors seeking re-appointment /appointment 23rd Annual General Meeting as required under the Companies Act, 2013 and the Rules Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:.

PARTICULARS	Mr. Vinod Kumar
Date of Birth	02/03/1996
Date of Appointment	30/05/2016
Qualifications	Graduate
Expertise in specific functional areas	Having experience in iron & steel industry
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).	Nil
Number of meetings of the board attended during the year	Nil
Relationship with other directors and key managerial personnel	NA
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee).	Nil

PARTICULARS	Ms. Parnika Rathi
Date of Birth	15/08/1969
Date of Appointment	30/09/2014
Qualification	Graduate
Expertise in specific functional areas experience	Having rich experience in administration
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.)	Nil
Number of meetings of the board attended during the year	5
Relationship with other directors and key managerial personnel	Member of promoter Group
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	Nil

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PARTICULARS	Ms. Sonali V Chitalkar
Date of Birth	25/12/1972
Date of Appointment	Proposed to be appointed in 23rd Annual General Meeting.
Qualification	M.A.
Expertise in specific functional areas	Managerial aspects of the Company.
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.)	Nil
Number of meetings of the board attended during the year	Nil
Relationship with other directors and key managerial personnel	NA
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee)	Nil

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DIRECTOR'S REPORT

Your Directors have pleasure in presenting the Twenty Third Annual Report of your Company together with the Audited Accounts for the year ended March 31st, 2016.

FINANCIAL RESULTS:

Financial Year Ended	2015-2016 (Rs.)	2014-2015 (Rs.)
Gross Revenue	2,28,49,30,454.00	2,64,65,49,254.00
Profit Before Interest, Depreciation and Tax	8,69,01,020.00	10,68,13,398.00
Less: Interest	2,48,88,318.00	3,71,21,316.00
Less: Depreciation	4,74,81,207.00	5,98,41,167.00
Profit Before Tax	1,45,31,495.00	98,50,915.00
Less: Provision for Tax	(3,93,747.00)	75,33,309.00
Profit after Tax	1,49,25,242.00	23,17,606.00
Balance of Profit brought forward	39,50,02,830.00	39,31,27,711.00
Balance available for appropriation	40,99,28,072.00	39,50,02,830.00

STATE OF COMPANYS' AFFAIRS AND FUTURE OUTLOOK:

The Company has made a profit of Rs. 1,49,25,242/- (After Tax) during the year in comparison of Rs. 23,17,606/- 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 good 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.

CHANGE IN THE NATURE OF BUSINESS:

There is no change in the nature of the business of the Company during the financial year 2015-16.

TRANSFER TO RESERVES:

Your Directors do not propose any amount of transfer to General Reserves for the financial Year ended 31.03.2016.

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.

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DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):

- a) The Present Board Constitutes Mr. Kamlesh Kumar Rathi (Managing Director), Mr. Anurag Rathi (CFO & Whole-Time Director), Mr. Uddhav Rathi and Mrs. Parnika Rathi (Directors) of the Company.
- b) Pursuant to Section 149 of the Companies Act, 2013, Mr. Ashok Kumar Garg and Mr. Binod Kumar Maheshwari are the Independent Directors of the Company.
- c) During the period under review, Mr. Kamlesh Kumar Rathi re-appointed as Managing Director and Mr. Anurag Rathi appointed as Whole Time Director and Ms. Shruti Thakur, Company Secretary, resigned from the Company and Ms. Tanu Chandel, Company Secretary, appointed as Company Secretary.
- d) In accordance with the provisions of the Companies Act, 2013 and the Company's Articles of Association, Mrs. Parnika Rathi, Director of the Company retires by rotation at the forthcoming Annual General Meeting and being eligible for re-appointment. She has confirmed that she is not disqualified under Section 164 of the Companies Act, 2013 and is eligible to be re-appointed as Director of the Company.

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 composition and structure, effectiveness of board 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, Mrs. Parnika 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

RATHI BARS LIMITED

(Specification of Definitions Details) Rules, 2014 but Mr. Ashok Kumar Garg and Mr. Binod Kumar Maheshwari 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:

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 here under:

S. No.	Name	Designation	Remuneration paid FY 2015-16 (in lakhs)	Remuneration paid FY 2014-15 (in lakh)	Increase in Remuneration from previous year	Ratio/Times per Median of employee remuneration
1.	Anurag Rathi	WTD/CFO	18.00	24.00	-	12.87 times
2.	Shruti Thakur	Company Secretary	1.23 (7months)	-	-	1.13 times
3.	Tanu Chandel	Company Secretary	0.36 (2months)	.	.	1.16 times

NUMBER OF BOARD MEETINGS HELD DURING THE YEAR UNDER REVIEW:

During the Financial Year 2015-16, the Company held **Five** board meetings of the Board of Directors as per Section 173 of Companies Act, 2013 which is summarized below. 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 65220.750 MT Steel Bars (Including trading purchase 15232.780 MT) and 33695.015 MT Ingots/Billets as against production of 60927.670 MT Steel Bars (NIL Trading Purchase) and 24855.910 MT Ingots/Billets during the corresponding period of last year.

DECLARATION BY INDEPENDENT DIRECTORS:

Mr. Binod Kumar Maheshwari & Mr. Ashok Kumar Garg 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.

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VIGIL MECHANISM/WHISTLE BLOWER POLICY:

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

AUDIT COMMITTEE AND ITS COMPOSITION:

As per Section 177(2) and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the composition of Audit Committee as on 31st March, 2016 is as follows:

NAME	DESIGNATION	CATEGORY
Mr. Ashok Kumar Garg	Chairman	Independent Director
Mr. Binod Kumar Maheshwari	Member	Independent Director
Mr. AnuragRathi	Member	Executive Director/CFO

There are no qualifications, reservations or adverse remarks in the Audit Report.

AUDITORS:

STATUTORY AUDITORS:-

M/s A K Bansal & Co., Chartered Accountant, Ghaziabad retires in the ensuing AGM and pursuant to Section 139(2) of the Companies Act, 2013, it is proposed to appoint M/s Gupta Verma & Sethi, Chartered Accountant, New Delhi, in place of M/s A K Vaish Co., Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of 28th Annual General Meeting of the Company to be held in the year 2021 (subject to the ratification of their appointment at every AGM).

AUDITOR'S REPORT:

The Auditors' Report for financial year 2015-16 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 has appointed M/s PWR Associates (CP-4717, FCS-5431), Company Secretaries, Delhi to undertake the secretarial audit of the Company.

SECRETARIAL AUDITOR'S REPORT:

The Secretarial Auditors' Report for financial year 2015-16 is annexed herewith as Annexure B.

INTERNAL AUDITORS:

M/s Deepak IP Agrawal & Co., Chartered Accountants, performs the duties of internal auditors of the Company and their report is reviewed by the audit committee from time to time.

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EXTRACT OF ANNUAL RETURN:

In compliance with Section 92(3), Section 134 (3) (A) and Rule 12(1) of the Companies (Management and Administration) Rules, 2014 the extract of the Annual Return have been annexed with this board report in Form MGT-9 as Annexure -C.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

During the year under review, the Company has not advanced any loans or given guarantees but made investments in equity shares and mutual funds of various schemes in order to increase the returns of the Company in the interest of stakeholders out of surplus funds available to the Company from time to time. Details of investment as on 31.03.2016 or as follows :

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.	EcowaveInfotech 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	Purchase of Shares	Investment	Revenue generation	6,200.00
14.	Birla Sun Life Saving Fund-G	Mutual Funds	Investment	Revenue generation	400,00,000.00
15.	Franklin India Ultra Term Bond- G	Mutual Funds	Investment	Revenue generation	150,00,000.00
16.	Franklin India Ultra Term Bond- G	Mutual Funds	Investment	Revenue generation	150,00,000.00
17.	ICICI Prudential Flexi Income Plan-G	Mutual Funds	Investment	Revenue generation	200,00,000.00
18.	UTI Treasury Advantage Fund-G	Mutual Funds	Investment	Revenue generation	200,00,000.00
19.	ICICI Prudential Top 100 Fund	Mutual Funds	Investment	Revenue generation	15,00,000.00

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20.	ICICI Prudential Value Discovery Fund	Mutual Funds	Investment	Revenue generation	14,00,000.00
21.	Franklin India Ultra Term Bond- G	Mutual Funds	Investment	Revenue generation	1,50,000.00
22.	Franklin India Ultra Term Bond- G	Mutual Funds	Investment	Revenue generation	4,80,000.00
23.	National Saving Certificates	National Saving Certificate	Investment	Revenue generation	6,045.00
Total Amount					11,82,04,897.00

INDUSTRIAL RELATIONS:

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

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

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

STATUS OF LISTING

The Company's shares are listed at Bombay Stock Exchange Ltd. The Company has paid the listing fees to the Stock Exchange, Mumbai for the year 2015-2016.

The Company's shares are currently traded in compulsory DMAT 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, 2016. 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.

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- 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 1954.01 MT steam coal and 4, 87,68, 174 units of Electricity.

B) TECHNOLOGY ABSORPTION:

The Company is using technology, which is best available in the Steel Industry 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 7, 11,497(Previous Year INR 7, 82,850)

CORPORATE GOVERNANCE:

A report on Corporate Governance, a Certificate from the Statutory Auditors of the company M/s. A K Vaish & 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-D

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 2015-16, 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 2016 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

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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.

ACKNOWLEDGEMENTS:

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 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

Sd/-

Sd/-

Place: New Delhi

Kamlesh Kumar Rathi

Anurag Rathi

Date: 05.09.2016

(Managing Director)

(Whole-Time Director cum CFO)

DIN: 00112321

DIN: 00063345

FORM No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2016

[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

Authorised 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, 2016 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, 2016 according to the provisions of:

- (i) The Companies Act, 2013 and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;(Not applicable to the Company during the audit period)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

RATHI BARS LIMITED

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;(Not applicable to the Company during the audit period)
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the audit period)
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;- (Not applicable to the Company during the audit period)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - (Not applicable to the Company during the audit period)
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period)
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the audit period)
 - (vi) The other laws as applicable specifically on the Company
1. Air (Prevention and Control of Pollution) Act, 1981 and the rules and standards made thereunder.
 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 thereunder.
 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 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 5 (five) times i.e. on 30.05.2015, 06.06.2015 (Adjourned), 13.08.2015, 01.09.2015, 14.11.2015 and 13.02.2016 during the year. Audit Committee also met 5 (five) times on 30.05.2015, 06.06.2015 (Adjourned), 13.08.2015, 01.09.2015, 14.11.2015 and 13.02.2016; and Nomination and Remuneration Committee duly met 2 (Two) times on 01.09.2015 and 13.02.2016 during the year.
3. The Company was not required to deposit the unclaimed amounts pending for more than seven years to the Investor Education and Protection Fund pursuant to Section 205 of the Companies Act, 1956.
4. The Company has Audit Committee, Nomination and Remuneration Committee, Stakeholders

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Relationship Committee as per the provisions of the Companies Act, 2013;

5. 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 except compliance of Regulation 17 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. 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: Delhi

Date: 05/09/2016

Sd/

Poonam Wadhwa

(Proprietor)

PWR Associates

FCS No: 5431

C P No.:4717

RATHI BARS LIMITED

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: Delhi
Date: 05/09/2016

Sd/
Poonam Wadhwa
(Proprietor)
PWR Associates
FCS No: 5431
C P No.:4717

**FORM No. MGT-9
EXTRACT OF ANNUAL RETURN
[Pursuant to Section 92(3) of the Companies Act, 2013 and
Rule 12(1) of the Companies (Management and Administration) Rules, 2014]**

I. REGISTRATION AND OTHER DETAILS:

i)	CIN:	L74899DL1993PLC054781
ii)	Registration Date	10.08.1993
iii)	Name of the Company:	Rathi Bars Limited
iv)	Category/ Sub-Category of the Company:	Public Limited Company having share Capital
v)	Address of Registered Office:	A-24/7, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi- 110044
vi)	Contact Details:	011-43165400
vii)	Whether listed Company or Not	Yes
viii)	Name, Address and Contact details of Registrar and Transfer Agent, if any:	MAS Services Limited T-34, Second Floor, Okhla Industrial Area, Phase II, New Delhi-110020 Ph: 011-26387281-83

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

S. No.	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the Company
1	Manufacture & Trading of Steel Bars, Ingots/Billets	241	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: N.A.

[No. of Companies for which information is being filled]

S. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of Shares Held	Applicable Section
1	--	--	--	--	--

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Categorywise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01April2015]				No. of Shares held at the end of the year[As on 31March2016]				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1)Indian									

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a) Individual/ HUF	44,58,686	0	44,58,686	27.30	44,58,686	0	44,58,686	27.30	0
b) Central Govt.	0	0	0	0	0	0	0	0	+
c) State Govt.	0	0	0	0	0	0	0	0	+
d) Bodies Corp.	51,83,702	0	51,83,702	31.74	51,83,702	0	51,83,702	31.74	0
e) Banks / FI	0	0	0	0	0	0	0	0	+
f) Any other	0	0	0	0	0	0	0	0	+
Sub total (A) (1):	96,42,388	0	96,42,388	59.04	96,42,388	0	96,42,388	59.04	0
(2) Foreign									
a) NRIs + Individuals	0	0	0	0	0	0	0	0	+
b) Other – Individuals	0	0	0	0	0	0	0	0	+
c) Bodies Corp.	0	0	0	0	0	0	0	0	+
d) Banks / FI	0	0	0	0	0	0	0	0	+
e) Any Other	0	0	0	0	0	0	0	0	+
Sub total (A) (2):	0	0	0	0	0	0	0	0	+
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	96,42,388	0	96,42,388	59.04	96,42,388	0	96,42,388	59.04	0
B. Public Shareholding									
1. Institutions	+	+	+	+	+	+	+	+	+
a) Mutual Funds	0	0	0	0	0	0	0	0	+
b) Banks / FI	0	0	0	0	0	0	0	0	+
c) Central Govt	0	0	0	0	0	0	0	0	+
d) State Govt(s)	0	0	0	0	0	0	0	0	+
e) Venture Capital Funds	0	0	0	0	0	0	0	0	+
f) Insurance Companies	0	0	0	0	0	0	0	0	+
g) FIs	0	0	0	0	0	0	0	0	+
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	+
i) Others (specify)	0	0	0	0	0	0	0	0	+

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Sub total (B)(1):	0	0	0	0	0	0	0	0	0	+
2. Non Institutions										
a) Bodies Corp.	5,86,303	0	5,86,303	3.59	3,45,510	0	3,45,510	2.12	+1.47	
i) Indian	+	+	+	+	+	+	+	+	+	+
ii) Overseas	+	+	+	+	+	+	+	+	+	+
b) Individuals										
i) Individual shareholders holding nominal share capital upto Rs. 1 Lakh upto Rs. 2 Lakh	44,87,796	38	44,87,834	27.48	47,31,837	28.98	47,31,837	28.98	+1.50	
ii) Individual shareholders holding nominal share Capital in excess of Rs 1 lakh excess of Rs 2 lakh	13,35,107	1,06,500	14,41,607	8.83	13,00,623	1,06,500	14,07,123	8.62	+0.21	
c) Others (specify)										
(c+i) NRI/OCB	1,38,576	0	1,38,576	0.85	132110	0	1,32,110	0.81	+0.04	
(c+ii)+clearing member	33,649	0	33,649	0.21	71,351	0	71,351	0.44	+0.23	
Sub total (B)(2):	65,81,431	1,06,538	66,87,969	40.95	65,81,431	1,06,538	66,87,969	40.95	+0.00	
Total Public Shareholding (B)=(B)(1)+(B)(2)	65,81,431	1,06,538	66,87,969	40.95	65,81,431	1,06,538	66,87,969	40.95	+	
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	+	
Grand Total (A+B+C)	1,62,23,819	1,06,538	1,63,30,357	100.00	1,62,23,819	1,06,538	1,63,30,357	100.00	+	

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ii) Shareholding of Promoter's (Including Promoter Group) Shareholding -

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Kamlesh K Rathi	4,78,402	2.93	-	4,78,402	2.93	-	-
2	Anurag Rathi	10,45,649	6.40	-	1012104	6.20	-	-0.20
3	Parnika Rathi	9,76,108	5.98	-	9,76,108	5.98	-	-
4	Uddhav Rathi	6,50,739	3.99	-	6,50,739	3.99	-	-
5	Anurag Rathi (HUF)	507500	3.11	-	507500	3.11	-	-
6	Pushpa Rathi	739038	4.53	--	739038	4.53	-	-
7	Nandita Rathi	61250	0.38	-	61250	0.38	-	-
8	Advika Rathi	-	0.00	-	16773	0.10	-	+0.10
9	Devanshi Rathi	-	0.00	-	16772	0.10	-	+0.10
10	Bhuwneshwari Leasing and Finance Private Limited	275625	1.69	-	275625	1.69	-	-
11	Eleventh Hour Leasing And Finance Pvt Limited	371875	2.28	-	371875	2.28	-	-
12	Maryada Holding Private Limited	171675	1.05	-	171675	1.05	-	--
13	Parnika Investments Private Limited	669375	4.10	-	669375	4.10	--	-
14	Pranika Leasing And Finance Private Limited	264250	1.62	-	264250	1.62	-	-
15	Rathi Overseas Private Limited	656250	4.02	-	656250	4.02	--	-
16	Vasudev Exports Private Limited	510475	3.13	-	510475	3.13	-	-
17	Sarveshwar Cereals P Ltd	657825	4.03	-	657825	4.03	-	-
18	AmritKrishi Farms Private Limited	463250	2.84	-	463250	2.84	-	-
19	Rathi Breweries Private Limited	432445	2.65	-	432445	2.65	-	-

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iii) Change in Promoters' (Including Promoter Group) Shareholding

S. No	Name of Share holders	Shareholding at the beginning of the year		Cumulative Share -holding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Anurag Rathi				
	At the beginning of the year	10,45,649	+6.40		
	Decrease in Shareholding during the year (Transfer)	16,773 16,772	-0.10 -0.10	10,28,876 10,12,104	6.30 6.20
	At the end of the year	10,12,104	6.20	10,12,104	6.20
2	Advika Rathi				
	At the beginning of the year	-	0.00		
	Increase in Shareholding during the year (Transfer)	16,773	+0.10	16,773	+0.10
	At the end of the year	16,773	+0.10	16,773	+0.10
3	Devanshi Rathi				
	At the beginning of the year	-	0.00		
	Increase in Shareholding during the year (Transfer)	16,772	+0.10	16,772	+0.10
	At the end of the year	16,772	0.10	16,772	0.10

iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):

S. No	For Each of the Top 10 Shareholders	Date	Shareholding at the beginning of the year		Cumulative Share-holding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Dheeraj Kumar Lohia		2,10,596	1.29	2,10,596	1.29
	At the beginning of the year					
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):		-	-	-	-
	At the end of the year		2,10,596	1.29	2,10,596	1.29
2.	Rajasthan Global Securities Limited		2,02,293	1.23	2,02,293	1.239
	At the beginning of the year					
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase	10/07/2015 07/08/2015 14/08/2015	11,262 5,302 500			

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	/decrease (e.g. allotment / transfer / bonus/ sweat equity etc):Transfer	04/12/2015 18/12/2015 25/12/2015 31/12/2015 08/01/2016 15/01/2016 29/01/2016 05/02/2016 12/02/2016	279 175 9,529 1,574 -5,584 -46,243 -25,048 -5,000 -32,000			
	At the end of the year		1,17,039	0.72	1,17,039	0.72
3.	Raj Kumar Lohia At the beginning of the year		1,71,807	1.05	1,71,807	1.05
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):		-	-	-	-
	At the end of the year		1,71,807	1.05	1,71,807	1.05
4.	V L Narasimhan At the beginning of the year		1,06,500	0.65	1,06,500	0.65
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):		-	-	-	-
	At the end of the year		1,06,500	0.65	1,06,500	0.65
5.	Thyagarajan Gurumurthy At the beginning of the year		1,00,009	0.61	1,00,009	0.61
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):Transfer	17/04/2015 01/05/2015 15/05/2015 22/05/2015 29/05/2015 05/06/2015 10/07/2015 31/07/2015 07/08/2015 23/09/2015 30/09/2015 09/10/2015 16/10/2015 20/11/2015 25/12/2015	800 5,000 2,151 90 6,910 4,200 -400 4,480 -9,081 7 5,000 1,993 -5,000 -3,071 -2737			
	At the end of the year		1,10,351	0.68	1,10,351	0.68
6.	Chitranjan Baid At the beginning of the year		25,000	0.15	25000	0.15
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):Transfer	08/01/2016 22/01/2016	40,000 3,500			
	At the end of the year		68,500	0.419	68,500	0.419
7.	Kalpna Gupta At the beginning of the year		66,284	0.40	66,284	0.40
	Date wise Increase / Decrease in	29/05/2015	450	0.40	66,284	0.40

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	Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):Transfer	19/06/2015 26/06/2015 30/06/2015 18/09/2015 31/12/2015 08/01/2016	1,696 1,884 2,546 2,000 465 4,800			
	At the end of the year		69,595	0.43	69,595	0.43
8.	Nirmala Devi Lohia At the beginning of the year		6,707		6,707	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):Transfer	17/04/2015 29/01/2016 19/02/2016	3,564 5,000 50,000			
	At the end of the year		65,271		65,271	
9.	Sonal Lohia At the beginning of the year		22,737	0.14	22,737	0.14
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):Transfer	17/07/2015 24/07/2015 07/08/2015 14/08/2015 21/08/2015 04/09/2015 01/10/2015 23/10/2015 30/10/2015 20/11/2015 04/12/2015 18/12/2015 31/12/2015 29/01/2016	6,000 4,695 65,409 27,161 2,790 5,000 4,300 9,094 325 6,185 7,596 13,724 18,467 9,572			
	At the end of the year		2,03,055	1.24	2,03,055	1.24
10.	Sharad Kanayalal Shah At the beginning of the year		44,487	0.27	44,487	0.27
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):Transfer	08/05/2015 15/05/2015	6,805 5,200			
	At the end of the year		56,492	0.35	56,492	0.35

i) Shareholding of Directors and Key Managerial Personnel:

S.N.	Shareholding of each Director and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Share -holding during the year	
		No. of shares	% of total shares of the co.	No. of shares	% of total shares of the co
1.	Kamlesh Kumar Rathi At the beginning of the year	4,78,402	2.93	-	-
	Date wise Increase in Shareholding during the year specifying the reasons for increase:	-	-	-	-
	At the end of the year	4,78,402	2.93	4,78,402	2.93

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2.	Anurag Rathi At the beginning of the year	10,45,649	6.40		
	Decrease in Shareholding during the year (Transfer)	16,773 16,772	-0.10 -0.10	10,28,876 10,12,104	6.30 6.20
	At the end of the year	10,12,104	6.20	10,12,104	6.20
3.	Parnika Rathi At the beginning of the year	9,76,108	5.97	-	-
	Date wise Increase in Shareholding during the year specifying the reasons for increase:	-	-	-	-
	At the end of the year	9,76,108	5.97	9,76,108	5.97
4.	Uddhav Rathi At the beginning of the year	6,50,739	3.98	-	-
	Date wise Increase in Shareholding during the year specifying the reasons for increase:	-	-	-	-
	At the end of the year	6,50,739	3.98	6,50,739	3.98

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial year.				
i) Principal Amount	28,29,80,588	2,53,68,744	-	30,83,49,332
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	3,15,422	-	-	3,15,422
Total (i+ii+iii)	28,32,96,010	2,53,68,744	-	30,86,64,754
Change in Indebtedness during the Financial year				
* Addition	-	-	-	-
* Reduction	-6,29,59,331	1,44,50,000	-	-7,74,09,331
Net Change	-6,29,59,331	-1,44,50,000	-	-7,74,09,331
Indebtedness at the end of the Financial year				
i) Principal Amount	22,02,06,809	1,09,18,744	-	23,11,25,553
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	1,29,870	-	-	1,29,870
Total (i+ii+iii)	22,03,30,679	1,09,18,744	-	23,12,55,423

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VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Anurag Rathi(WTD)			
1	Gross salary				18,00,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	18,00,000	-	-	18,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total (A)	18,00,000			18,00,000
	Ceiling as per the Act	42,00,000			42,00,000

B. Remuneration to other Directors:

SN.	Particulars of Remuneration	Name of Directors				Total (Rs.)
		-----	----	----	---	
1	Independent Directors					
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (1)					
2	Other Non-Executive Directors	Parnika Rathi				
	Fee for attending board committee meetings					
	Commission					
	Others(Working as Asst Mgr-HRD)	9,00,000				9,00,000
	Total (2)	9,00,000				9,00,000
	Total (B)=(1+2)	9,00,000				9,00,000
	Total Managerial Remuneration					
	Overall Ceiling as per the Act	Nil				Nil

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

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		158500		158500
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission				
	- as % of profit				
	Others, specify...				
5	Others, please specify				
	Total		158500		158500

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties/punishments/compounding of offences for the year ended March 31, 2016.

By order of the Board of Directors
FOR RATHI BARS LIMITED

Place: New Delhi
Date: 05.09.2016

Sd/-
Kamlesh Kumar Rathi
(Managing Director)

DIN: 00112321

Sd/-
Anurag Rathi
(Whole-Time Director
cum CFO)

DIN: 00063345

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 arms length transaction under third proviso thereto.

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

Sl.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:

Sl. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	M/s Rathi Special Steels Ltd.
b)	Nature of Relationship	Common Management (Group Company)
c)	Nature of contracts/arrangements/transaction	Purchase and sale of goods
c)	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.
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	1155.06 (in Lakhs) at prevailing market prices and at arm's length
e)	Justification for entering into such contracts or arrangements or transactions	Easy availability of goods and quality/payment assurance
e)	Date of approval by the Board	30.05.2014
f)	Amount paid as advances, if any	NA

RATHI BARS LIMITED

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 2015-16. 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

During the year, global steel demand stood at 1.5 billion tonnes, a decline of approximately 2.5% compared to the previous year. This drop has cast a shadow on the global growth. The steel demand in China was lower by 5.4% as compared to Financial Year 2014-15. Current forecasts suggest that the demand would fall by 4% in Financial Year 2016-17 and by 3% in Financial Year 2017-18. Also, the demand was significantly lower in other countries such as - Brazil by 16.7%, USA by 10.6%, Russia by 8.4% and Japan by 7%. For Financial Year 2015-16, the global crude steel production stood at 1,622.8 million tonnes, a decline of 2.8% compared to the previous year.

The Indian steel industry is the third largest producer of crude steel, only behind China and Japan. In India, the growth in production was driven by capacity expansion from approximately 80 million tonnes in Financial Year 2010-11 to 110 million tonnes in Financial Year 2014-15, a CAGR growth of 8%. During Financial Year 2015-16, the total steel demand stood at 80 million tonnes growing at 4.5% over the previous year. During the year, India continued to witness significant level of imports to the tune of 10 million tonnes as against 13 million tonnes last year, while initiatives like the safeguard duty and minimum import price have provided some relief to predatory pricing being followed by the exporting countries. Steel demand in Europe grew by 2.3% to 150 metric tonnes (2014: 4.7%), mainly due to growth in the automotive sector. In 2015, the EU became a net importer of steel, for the first time since 2008. The increase was mainly fulfilled by imported steel from China.

Statutory Compliance

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

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 2015-16. 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, 2016 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 under Clause 49 of the Listing Agreements and 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.

A. Composition and Size of the Board

The Composition of the Board is in conformity with Regulation 17 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 2016 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
Smt. Parnika Rathi	Director	Non-Executive
Sh. Ashok Kumar Garg	Independent Director	Independent Director
Sh. Binod Kumar Maheshwari	Independent 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 5 meetings during the financial year 2015-16 on 30th May 2015, 06th June, 2015 (Adjourned), 13th August, 2015, 01st September, 2015, 14th November, 2015 and 13th February 2016 and the gap between two meetings doesn't exceed 4 months as per listing 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

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incompliance 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(*)		Total Number of committee positions held in other public companies as on 31.03.2016		Shareholding(Ordinary shares of Rs. 10/- each)
				Chairman	Member	Chairman	Member	
1.	Mr. Kamlesh Kumar Rathi	5	YES	1	1	Nil	0	478402 (2.93%)
2.	Mr. Anurag Rathi	5	YES	0	2	Nil	0	1012104 (6.20%)
3.	Ms. Parnika Rathi	5	YES	-	-	Nil	0	976108 (5.98%)
4.	Mr. Uddhav Rathi	5	YES	-	1	Nil	2	650739 (3.98%)
5.	Mr. Ashok Kumar Garg	5	NO	-	-	Nil	0	Nil
6.	Mr. Binod Kumar Maheshwari	5	NO	1	4	Nil	0	Nil

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

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

Shri Kamlesh Kumar Rathi was reappointed as Managing Director of the Company and Mr. Anurag Rathi was appointed Whole Time Director in addition to CFO and Mr Uddhav Rathi who retire by rotation was reappointed in AGM. There is no other change in the Management of the Company

D. Code of conduct for Board Members and Senior Management

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

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

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

E. Disclosure of relationship between Directors inter-se:

Mr. Kamlesh Kumar Rathi, Mr. Anurag Rathi, Mr. Uddhav Rathi and Ms. Parnika Rathi are related to each other being the members of the same family and Mr. Binod K Maheshwari and Mr. Ashok

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Kumar Garg are Independent Directors and does not relate to other Directors or inter-se.

F. Policy of Familiarisation 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.

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 B. K. 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 Five 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	5	5
Mr. Binod Kumar Maheshwari -Member	5	5
Mr. Anurag Rathi - Member	5	5

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

Statutory audit, internal audit, 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

RATHI BARS LIMITED

the Board regarding appointment/ re-appointment of the Board of Directors and Independent Directors and to evaluate the performance of them and it comprises of Independent Directors and non- executive directors in compliance of the respective Regulation.

The terms of reference of this Committee cover the matters specified for Nomination and Remuneration Committee under Regulation 19 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as well as in Section 178 of the Companies Act, 2013. Three Meetings of the respective committee were held during the year to consider the re-appointment of Mr. Kamlesh Kumar Rathi as Managing Director and Mr. Anurag Rathi as Whole Time Director and appointment of Ms. Shruti Thakur and Smt. Tanu Chandel as Company Secretary.

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
1	Mr. B. K. Maheshwari	Independent Director	Chairman	3
2	Mr. Ashok Kumar Garg	Independent Director	Member	3
3	Mr. Uddhav Rathi	Non-Executive Director	Member	3

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

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

1. Criteria of selection of Non-Executive Directors

- 1.1. Letter of appointment shall be issued based on the recommendations of the Committee on the basis of the guidelines for the same under the Companies Act, 2013 or the Company Internal policy.
- 1.2. The Committee shall identify and ascertain the integrity, qualification, expertise and experience for appointment to the position of Directors, KMPs & Senior Management.
- 1.3. A potential candidate should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee shall review qualifications, expertise and experience, as well as the ethical and moral qualities

RATHI BARS LIMITED

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 make recommendations to the Board concerning any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the Company subject to the provision of the law and their service contract.
- 1.8. The Committee shall recommend any necessary changes to the Board.

2. Remuneration

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

2.5.1 FIXED PAY:

The MD and/or Dy. Managing 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

RATHI BARS LIMITED

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.

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

2.6.1 REMUNERATION:

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and with the provisions of Companies Act, 2013 along with the rules made there under.

2.6.2 SITTING FEES:

The Non- Executive/ Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the limits prescribed under Companies Act 2013.

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 Registrar and Share Transfer Agent handle the investor grievances in consultation with the secretarial department of the Company. The Registrar has 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

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 received one complaint during the year which was resolved and there is no pending complaint as on date.

INDEPENDENT DIRECTOR'S MEETING:

During the year under review, the Independent directors met on 13.02.2016, inter-alia to discuss:

- 1) Review the performance of Non-Independent Directors and the Board as a whole;

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- 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.

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 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

RATHI BARS LIMITED

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.

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
2014-2015 (AGM)	A-24/8, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi-110044	Wednesday, 30 th September, 2015	10:00 AM	3
2013-2014 (AGM)	A-24/8, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi-110044	Tuesday, 30 th September, 2014	10:00 AM	1
2012-2013 (AGM)	A-24/7, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi-110044	Monday, 30 th September, 2013	10:00 AM	Nil

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 2015-2016 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 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 : Friday, 30th September, 2016 at 10.00 A. M.
Place : A-24/8, Mohan Co-operative Industrial Estate, New Delhi-110044

Financial Calendar

Financial Year : 01st April, 2015 to 31st March, 2016
First Quarter Results : 13th August, 2015
Second Quarter Results : 14th November, 2015
Third Quarter Results : 13th February, 2016
Fourth Quarter Results : 30th May, 2016
Annual General Meeting for the year ending March 31, 2016 : 30th September, 2016

RATHI BARS LIMITED

Book Closure	: 24 th -30 th September, 2016
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

STOCK MARKET DATA:

Market Price Data as compared to closing Sensex during 2015-2016:

<u>Market Price Data</u>			<u>Market Price Data</u>		
Bombay Stock Exchange			Bombay Stock Exchange		
Month	High(Rs.)	Low(Rs.)	Month	High(Rs.)	Low(Rs.)
April, 15	07.90	06.50	Oct, 14	08.69	06.12
May, 15	07.50	06.31	Nov, 14	08.10	06.37
June, 15	07.50	06.02	Dec, 14	11.60	06.16
July, 15	09.05	05.40	Jan, 15	11.79	07.05
Aug, 15	09.80	06.30	Feb, 15	08.98	06.14
Sept, 15	07.00	05.91	Mar, 15	07.39	06.00

1 DISTRIBUTION SCHEDULE AS ON 31.03.2016

SHAREHOLDING	NO.OF SHARE-HOLDERS	%AGE	NO.OF SHARES	%AGE
Upto-5000	6040	71.454	1226159	7.508
5001-10000	1299	15.367	992857	6.080
10001-20000	702	8.305	997562	6.109
20001-30000	146	1.727	371440	2.275
30001-40000	55	0.651	200980	1.231
40001-50000	53	0.627	250848	1.536
50001-100000	77	0.911	583773	3.575
100001-Above	81	0.958	11706738	71.687
TOTAL	8453	100.00	16330357	100.00

2. PHYSICAL/NSDL/CDSL/SUMMARY REPORT AS ON 31ST MARCH, 2016:

PARTICULARS	HOLDERS	SHARES	PERCENTAGE (%)
PHYSICAL	8	1,06,538	0.65
NSDL	5155	1,36,20,040	83.40
CDSL	3290	26,03,779	15.95
TOTAL	8453	1,63,30,357	100.00

RATHI BARS LIMITED

3. DEMATERIALISATION OF SHARES:

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

ADDRESS FOR CORRESPONDENCE:

Shareholders correspondence may be addressed to:

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

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.

PLANT LOCATION:

SP1-7, RIICO Industrial Area, Khushkhera, P.O. Tapukara, Distt. Alwar, Rajasthan,

By order of the Board of Directors
FOR RATHI BARS LIMITED

Place: New Delhi
Date: 05.09.2016

Sd/-
Kamlesh Kumar Rathi
(Managing Director)

DIN: 00112321

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

RATHI BARS LIMITED

A. K. VAISH & CO.
CHARTERED ACCOUNTANTS

B-101, GATEWAY TOWERS, 24, SECTOR-IV,
VAISHALI, DISTT GHAZIABAD (U.P.)

Dear Members
M/s Rathi Bars Limited
New Delhi.

Auditors' Certificate on Corporate Governance

We have examined the compliance of conditions of Corporate Governance by M/s Rathi Bars Limited for the year ended on March 31, 2016, 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 in Clause 49 of the Listing Agreement with the Stock Exchange:

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 A. K.Vaish & Co

Chartered Accountants

Firm Registration No 506691C

Sd/-

Place: New Delhi

Date: 05.09.2016

A.K.Bansal

Proprietor

Membership No: 071088

RATHI BARS LIMITED

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, 2016 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: 05.09.2016

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

COMPLIANCE CERTIFICATE

TO WHOMSOEVER IT MAY CONCERN

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

- (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: 05.09.2016**

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

RATHI BARS LIMITED

INDEPENDENT AUDITOR'S REPORT

To the Members of RATHI BARS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of Rathi Bars limited (the Company), which comprise the Balance sheet as at March 31, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on 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 Rule made thereunder.

We conducted our audit in accordance with the standards on Auditing specified under Section 143(10) the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the 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 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 financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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 :

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2016
- b) in the case of Statement of Profit and loss, of the profit for the year ended on that date; and

RATHI BARS LIMITED

c) in the case of the Cash Flow Statement, of the 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, Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014.
 - e. On the basis of written representations received from the Directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, 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 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
 - iii. There has been no delay in transferring the amounts, required to be transferred to the Investor Education and Protection Fund by the Company.

For A. K.Vaish & Co

Chartered Accountants

Firm Registration No 506691C

Sd/-

Place: New Delhi

Date: 30.05.2016

A.K.Bansal

Proprietor

Membership No: 071088

ANNEXURE “A” TO THE INDEPENDENT AUDITORS' REPORT :

The Annexure referred to in Independent Auditor's Report to the members of the Company on the financial statements for the year ended 31 March 2016, 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, no undisputed amount is payable in respect 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 as at March 31, 2016.
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.

RATHI BARS LIMITED

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.
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: 30.05.2016

For A. K.Vaish & Co

Chartered Accountants

Firm Registration No 506691C

Sd/-

A.K.Bansal

Proprietor

Membership No: 071088

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 over financial reporting of Rathi Bars Limited (“the Company”) as of March 31, 2016 in conjunction with our audit of the 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 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. 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 Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, 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 Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that: (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are

RATHI BARS LIMITED

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, 2016, 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.

For A. K.Vaish & Co

Chartered Accountants

Firm Registration No 506691C

Sd/-

Place: New Delhi

Date: 30.05.2016

A.K.Bansal

Proprietor

Membership No: 071088

RATHI BARS LIMITED

Balance Sheet as at 31st March, 2016

Particulars	Note No.	As at 31 March, 2016	As at 31 March, 2015
		Rs	Rs
A EQUITY AND LIABILITIES			
1 Shareholders' funds			
Share capital	3	163,303,570	163,303,570
Reserves and surplus	4	591,058,434	576,133,192
2 Non-current liabilities			
Long-term borrowings	5	18,008,394	39,924,117
Other Long Term Liabilities	6	372,948	695,371
Deferred tax liabilities (net)		34,217,323	37,573,070
(Refer Note-2 item 2g of notes of accounts)			
3 Current liabilities			
Short-term borrowings	7	213,117,159	268,425,215
Trade payables	8	103,038,051	113,274,911
Other current liabilities	9	155,723,336	148,713,606
Short-term provisions	10	175,622	326,201
TOTAL		1,279,014,837	1,348,369,253
B ASSETS			
1 Non-current assets			
Fixed assets			
Tangible assets	11	223,510,404	266,483,894
Intangible assets		-	-
Capital work-in-progress		91,307,220	56,802,249
2 Non-Current Investment	12	4,668,852	4,662,653
3 Current assets			
Current investments	13	113,536,045	190,687,899
Inventories	14	153,244,989	175,720,665
Trade receivables	15	402,437,754	457,479,221
Cash and cash equivalents	16	92,196,573	8,464,584
Short-term loans and advances	17	198,113,000	188,068,088
TOTAL		1,279,014,837	1,348,369,253
General Information	1		
Significant Accounting Policies & Notes on Accounts	2		

As per our report of even date attached

For A.K. Vaish & Co.

Chartered Accountants

F.R. No: 506691C

Sd/-

Ashok Kumar Bansal

Proprietor

Membership No. 071088

Sd/-

Kamlesh Kumar Rathi

(Managing Director)

DIN No: 00112321

Sd/-

Anurag Rathi

(Whole Time Director)

DIN No: 00063349

For and on behalf of the Board of Directors

Place : New Delhi

Date : 30.05.2016

Sd/-

Tanu Chandel

(Company Secretary)

RATHI BARS LIMITED

Statement of Profit and Loss for the year ended 31st March, 2016

Particulars	Note No.	For the Year Rs	For the year ended Rs
1 Revenue from operations	18	2,284,930,454	2,646,549,254
Less: Excise duty		191,894,504	281,450,223
Revenue from operations (net)		2,093,035,950	2,365,099,031
2 Other income	19	14,290,403	8,473,869
3 Total revenue (1+2)		<u>2,107,326,353</u>	<u>2,373,572,900</u>
4 Expenses			
Purchases of stock-in-trade		475,346,795	-
Cost of materials consumed	20	1,138,523,170	1,847,269,265
Changes in inventories	21	21,150,220	16,580,789
Employee benefits expenses	22	32,573,987	38,159,106
Finance costs	23	24,888,318	37,121,316
Other expenses	24	352,831,161	364,750,342
Depreciation expense		47,481,207	59,841,167
5 Total expenses		<u>2,092,794,858</u>	<u>2,363,721,985</u>
6 Profit / (Loss) before tax (3-5)		14,531,495	9,850,915
7 Tax expenses:			
Income Tax		2,962,000	1,874,000
Less MAT credit		-	10,230,000
Income Tax of Earlier Years		-	-
Wealth Tax		-	29,002
Deferred tax (Refer Note-2 item 2g of notes of accounts)		(3,355,747)	(4,599,693)
8 Total tax expenses		<u>(393,747)</u>	<u>7,533,309</u>
9 Profit / (Loss) for the year (6-8)		14,925,242	2,317,606
Earnings per share (of Rs 10/- each):			
Basic and Diluted		0.91	0.14
General Information	1		
Significant Accounting Policies & Notes on Accounts	2		

As per our report of even date attached

For A.K. Vaish & Co.
Chartered Accountants
F.R. No: 506691C

For and on behalf of the Board of Directors

Sd/-
Ashok Kumar Bansal
Proprietor
Membership No. 071088

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

Sd/-
Anurag Rathi
(Whole Time Director)
DIN No: 00063349

Place : New Delhi
Date : 30.05.2016

Sd/-
Tanu Chandel
(Company Secretary)

RATHI BARS LIMITED

Cash Flow statement for the year ended 31st March , 2016

(` in Lacs)

S. No:	Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
A	Cash Flow from operating activities:		
	Profit Before Taxation	145.31	98.51
	Adjustments for:		
	Depreciation	474.81	602.84
	Interest and Financial Charges	248.88	371.21
	Misc. Expenditure written off	0.00	0.00
	Pre-operative Expenses	0.00	0.00
	Loss / (Profit) on Mutual Fund	0.00	(61.10)
	Interest Income & Others	(12.70)	(15.56)
	Dividend Income	(0.28)	(0.13)
	Operating Profit before working capital changes	856.02	995.77
	Decreased (Increase) in Trade Receivables	550.41	(8.23)
	Decreased (Increase) in Inventories	224.76	(48.69)
	Decreased (Increase) in Loan & Advances	(100.45)	(285.65)
	Increase (Decrease) in Current Liabilities and Provisions	(33.79)	(63.30)
	Cash Generated from operations	1496.95	589.90
	Income Tax paid	(29.62)	(19.03)
	Net cash provided by operating activities	1467.33	570.87
B	Cash flow from investing activities:		
	Proceeds from sale of fixed assets	2.39	28.94
	Sale / (Purchase) of Investments	771.46	375.96
	Sale / (Purchase) of Fixed assets and Capital Work in Progress	(392.52)	(274.08)
	Profit / (Loss) on Mutual Fund	0.00	61.10
	Income from Interest	12.70	15.56
	Income from Dividend	0.28	0.13
	Net cash used in investing activities	394.31	207.61
C	Cash Flow from Financing Activities		
	Proceeds from Share Capital (Including Premium)	0.00	0.00
	Unclaimed Share Application Money Refundable	0.00	0.00
	Increase / (Decrease) in Reserves & Surplus	0.00	(106.72)
	Increase in Long Term Borrowing (Net)	(77.88)	(213.14)
	Increase in Short Term Borrowing (Net)	(553.08)	(85.64)
	Increase (Decrease) in Unsecured Loan	(144.50)	(1.62)
	Interest Paid	(248.88)	(371.21)
	Net Cash used in Financing Activities	(1024.34)	(778.33)
D	Net increase (decrease) in cash and cash equivalents	837.30	0.15
E	Cash and Cash Equivalent at the beginning of the year	84.65	84.50
F	Cash and Cash Equivalent at the end of the year	921.95	84.65

As per our report of even date attached

For A.K. Vaish & Co.

Chartered Accountants

F.R. No: 506691C

Sd/-

Ashok Kumar Bansal

Proprietor

Membership No. 071088

Sd/-

Kamlesh Kumar Rathi

(Managing Director)

DIN No: 00112321

Sd/-

Anurag Rathi

(Whole Time Director)

DIN No: 00063349

Sd/-

Tanu Chandel

(Company Secretary)

Place : New Delhi

Date : 30.05.2016

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

SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF ACCOUNTS:

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES:

a. Basis of Accounting:

Accounts have been prepared under the historical cost convention, in accordance with applicable mandatory accounting standards issued by the institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 1956.

b. Revenue Recognition:

The company follows the accrual system of accounting to recognise income and expenditure.

c. Fixed Assets:

All fixed assets are valued at cost (net of CENVAT, wherever applicable) less depreciation. Cost is inclusive of freight, duties, levies and any directly attributable cost of bringing the assets to their working condition for intended use.

d. Expenditure During Construction Period:

Expenditure incurred on projects during implementation is capitalized and apportioned to various assets on commissioning of the project.

e. Depreciation:

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

f. Investments:

- (i) Long Term Investments are stated at cost.
- (ii) Current Investments are stated at lower of cost and fair value.

g. Inventories:

Raw Material and Stores & Spares Parts are valued at cost. Finished goods are valued at cost of production or market value, whichever is less. Scrap is valued at net realization value.

h. Retirement and other Employee Benefits

i) Defined Contribution Plan

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

ii) Defined Benefit Plan

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

RATHI BARS LIMITED

i. 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 tax profits for the year is accounted for, using the tax rates and laws have been substantively enacted as of 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

j. Excise Duty and Cenvat

Liability towards excise duty on the finished goods is accounted for as and when the goods are cleared from the factory premises and Cenvat benefit is accounted for by reducing the purchase cost of the materials/capital goods.

k. Revenue from Operation

Sales/Turnover includes Sales Value of goods and Excise Duty.

l. Miscellaneous Expenditure:

The non-allocable deferred revenue expenditures are being written off during the year.

m. Contingent Liabilities:

Contingent Liabilities are not provided for and are disclosed by way of notes.

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 AS-15 (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 4.42 lacs (31st March, 2015: Rs 12.72 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 31 st March, 2016	Year ended on 31 st March, 2015
A Audit Fees	Rs 2,05,000.00	Rs 2,05,000.00
B Fee for Limited Review	Rs 30,000.00	Rs 30,000.00
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, 2016	Year ended on 31 st March, 2015
Store & Spares	Rs 7,11,497.00	Rs. 7,82,850.00

e. Related Party Disclosures, as required in terms of Accounting Standard

(AS-18) are given below:

						(Rs In Lacs)
A. List of Related Parties	Purchase of Goods	Sale of Goods	of	Remuneration / Salary/Rent	Inter-corporate Deposits Taken	Refund of Inter-corporate Deposits Taken
1 Key Managerial Personnel						
a Mr. Kamlesh Kumar Rathi (Director)	--	--		35.91	--	--
b Mr. Anurag Rathi (Director)	--	--		18.00	--	--
2 Relatives of Key Managerial Personnel						
a Mrs. Nandita Rathi	--	--		12.00	--	--
b Mrs. Parnika Rathi (Director)	--	--		9.00	--	--
3 Companies / Associates in which the Key Managerial Personnel and/or their relatives exercise significant influence						
a M/s Rathi Special Steels Ltd.	837.31	317.75		--	--	--
f. Earning Per Share (EPS):						

	Year ended on 31 st March, 2016
i Profit after taxation as per Profit and Loss Account (in Rs)	1,49,25,242.00
ii Weighted Average number of equity shares outstanding	1,63,30,357.00
iii Basic and Diluted earnings per share (in Rs)	0.91

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

<u>Particulars</u>	<u>As on 31.03.2016</u> <u>(Amt. in Rs)</u>	<u>As on</u> <u>31.03.2015</u> <u>(Amt. in Rs)</u>
Depreciation	3,44,67,922	4,28,70,060
Carried Forward unabsorbed depreciation & Losses	(2,50,599)	(52,96,990)
	<u>3,42,17,323</u>	<u>3,75,73,070</u>
Increase in Deferred Tax Liabilities		33,55,747

h. Market value of Investment in Quoted Equity Shares Rs 15,47,675.00 (Previous Year: Rs 17,56,000.00)

i. Contingent liabilities not provided for:

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

	Year ended on 31 st March, 2016	Year ended on 31 st March, 2015
Service Tax	Rs 32,17,846.00	Rs. 28,22,319.00

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

RATHI BARS LIMITED

Note (3)

Share Capital

Particulars	As at 31 March, 2016	As at 31 March, 2015
	Rs	Rs
(a) Authorised Share Capital 1,80,00,000 Equity Shares of Rs 10 each (Previous Year : 1,80,00,000 Equity Shares of Rs10 each)	180,000,000	180,000,000
(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.	163,303,570	163,303,570
	<u>163,303,570</u>	<u>163,303,570</u>

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 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, 2016	No. of Shares As at 31 March, 2016	Percentage of Share Holding As at 31 March, 2015	No. of Shares As at 31 March, 2015
Equity shares				
1 Shri Anurag Rathi	6.20%	1012104	6.40%	1045649
2 Smt. Parnika Rathi	5.98%	976108	5.98%	976108
		<u>1988212</u>		<u>2021757</u>

Note (4)

RESERVES & SURPLUS

Particulars	As at 31 March, 2016	As at 31 March, 2015
	Rs	Rs
RESERVES & SURPLUS		
a Profit & loss account		
Opening Balance	395,002,830	393,127,711
Add- Surplus as per Profit & loss A/C	14,925,242	2,317,606
	<u>409,928,072</u>	<u>395,445,317</u>
Less Depreciation in respect of assets whose useful life is over	-	442,487
	<u>409,928,072</u>	<u>395,002,830</u>
b Securities Premium Account	178,571,425	178,571,425
c Reserve for deferred taxes	2,558,937	2,558,937
	<u>591,058,434</u>	<u>576,133,192</u>

Note (5)

Long Term Borrowing

Particulars	As at 31 March, 2016	As at 31 March, 2015
	Rs	Rs
a Term Loan		
Rajasthan State Industrial Development & Investment	2,224,000	6,668,000
b Automobile Loans (Secured by Hypothecation of relevant Vehicle)		
Kotak Mahindra Bank Ltd.	33,425	410,443
ICICI Bank Ltd.	73,120	511,052
SBBJ Car Loan A/c	2,256,239	3,446,496
BMW India Financial Services Pvt. Ltd.	2,502,866	3,519,382
c Unsecured Loans (Interest Free)		
Body Corporates & Directors	-	-
Security deposits	10,918,744	25,368,744
	<u>18,008,394</u>	<u>39,924,117</u>

RATHI BARS LIMITED

Note (6)

Other Long Term Liabilities

Particulars	As at 31 March, 2016	As at 31 March, 2015
	Rs	Rs
Long-term provisions		
Provision for Leave Encashment	47,915	45,098
Provision for Gratuity	325,033	650,273
	<u>372,948</u>	<u>695,371</u>

Note (7)

Short-term borrowings (working capital limits)

Particulars	As at 31 March, 2016	As at 31 March, 2015
	Rs	Rs
Short-term borrowings (working capital limits)		
State Bank of Bikaner & Jaipur, New Delhi (Secured by hypothecation of stock & Book debts and Guaranteed by Executive Directors)	213,117,159	268,425,215
	<u>213,117,159</u>	<u>268,425,215</u>

Note (8)

Trade payables

Particulars	As at 31 March, 2016	As at 31 March, 2015
	Rs	Rs
Trade payables	103,038,051	113,274,911
See Notes on Accounts- , Note-2, item 2b (i)		
	<u>103,038,051</u>	<u>113,274,911</u>

Note (9)

Other current liabilities

Particulars	As at 31 March, 2016	As at 31 March, 2015
	Rs	Rs
Other current liabilities		
Advance received from customers	86,878,758	89,203,929
Creditors Agst Cap. Goods	12,041,975	-
Interest accrued but not due for Payment	129,870	315,422
Statutory dues (including provident fund and tax deducted at source)	48,195,339	47,029,576
Other payables (including employee dues & Dues with in one year)	8,477,394	12,164,679
	<u>155,723,336</u>	<u>148,713,606</u>

Note (10)

Short-term provisions

Particulars	As at 31 March, 2016	As at 31 March, 2015
	Rs	Rs
Short-term provisions		
Provision for Leave Encashment	15,355	23,766
Provision for Gratuity	160,267	302,435
	<u>175,622</u>	<u>326,201</u>

RATHI BARS LIMITED

Note-11
Fixed Assets

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK		
	As at 01.04.2015	Addition	Deletion	As at 31.03.2016	Up to 31.03.2015	Addition	Retained Earnings	Deduction	Up to 31.03.2016	As at 31.03.2016	As at 31.03.2015
	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs
Leashold Land	3,921,141	-	-	3,921,141	-	-	-	-	-	3,921,141	3,921,141
Building	44,363,941	-	-	44,363,941	20,160,842	2,871,920	-	-	23,032,762	21,331,179	24,203,099
Plant & Machinery	460,087,292	4,039,057	626,711	463,499,638	232,774,283	40,241,214	-	626,711	272,388,786	191,110,852	227,313,009
Tubewell	222,080	-	-	222,080	210,974	-	-	-	210,974	11,106	11,106
Furniture	883,112	14,125	-	897,237	571,417	91,682	-	-	663,099	234,138	311,695
Vehicle	23,109,198	693,794	974,392	22,828,600	12,385,354	4,276,391	-	735,133	15,926,612	6,901,988	10,723,844
	532,586,764	4,746,976	1,601,103	535,732,637	266,102,870	47,481,207	-	1,361,844	312,222,233	223,510,404	266,483,894
CWIP	56,802,249	34,504,971	-	91,307,220	-	-	-	-	-	91,307,220	56,802,249
Total	589,389,013	39,251,947	1,601,103	627,039,857	266,102,870	47,481,207	-	1,361,844	312,222,233	314,817,624	323,286,143
Previous Year	588,104,866	27,407,510	6,123,363	589,389,013	209,048,295	59,841,167	442,487	3,229,079	266,102,870	323,286,143	359,056,571

RATHI BARS LIMITED

Note (12)

Non-Current investments

Particulars	As at 31 March,2016	As at 31 March,2015
	Rs	Rs
Non Current investments		
Trade, Quoted:		
Equity shares	4,668,852	4,662,653
	<u>4,668,852</u>	<u>4,662,653</u>

Note (13)

Current investments

Particulars	As at 31 March,2016	As at 31 March,2015
	Rs	Rs
Current investments		
Trade, Quoted:		
Equity shares		
Non Trade, Unquoted:		
a Govt. Securities		
National Saving Certificates	6,045	6,045
b Mutual Funds		
- Growth Option	113,530,000	190,681,854
- Dividend Option	-	-
	<u>113,536,045</u>	<u>190,687,899</u>

Note (14)

Inventories

Particulars	As at 31 March,2016	As at 31 March,2015
	Rs	Rs
Inventories		
Finished goods	60,528,076	84,793,293
Raw material	79,749,166	82,235,837
Stores & spares	5,566,501	5,253,415
Coal	1,423,312	575,183
Scrap	5,977,934	2,862,937
	<u>153,244,989</u>	<u>175,720,665</u>

Note (15)

Trade receivables

Particulars	As at 31 March,2016	As at 31 March,2015
	Rs	Rs
Trade receivables (Unsecured and considered good unless stated otherwise)		
Outstanding for a period exceeding six months from the due date	16,357,392	17,882,695
Other receivables	386,080,361	439,596,526
	<u>402,437,754</u>	<u>457,479,221</u>

RATHI BARS LIMITED

Note (16)

Cash and cash equivalents

Particulars	As at 31 March, 2016	As at 31 March, 2015
	Rs	Rs
Cash and cash equivalents		
a Cash in hand	1,300,236	1,712,807
b Balances with scheduled banks in current accounts in current account	90,817,696	6,674,912
Unclaimed share application money	-	-
c Others (Fixed Deposit -Margin Money for LC)	78,641	76,865
	92,196,573	8,464,584

Note (17)

Short-term loans and advances

Particulars	As at 31 March, 2016	As at 31 March, 2015
	Rs	Rs
Short-term loans and advances (Unsecured and considered good unless stated otherwise).		
a Advance recoverable in cash or in kind	118,656,927	117,629,810
b Balance with excise and other statutory authorities		
Advance Tax & TDS	43,560,837	37,808,916
Cenvat Credit Receivable	7,431,568	8,477,379
Service Tax credit receivable	830,628	926,304
MAT Credit Entitlement	2,920,257	2,423,770
VAT Credit Receivable	2,301,374	3,878,860
c Security deposits	22,411,409	16,923,049
	198,113,000	188,068,088

Note (18)

Revenue from operations

Particulars	Year	Year
	2015-16	2014-15
	Rs	Rs
Revenue from operations		
Sale of Steel Bars	2,245,669,114	2,593,322,323
Sale of Billets / Casting	35,723,589	47,941,735
Other operating revenues	3,537,751	5,285,196
	2,284,930,454	2,646,549,254

Note (19)

Other income

Particulars	Year	Year
	2015-16	2014-15
	Rs	Rs
Other income		
Interest received on deposits	1,269,569	1,556,225
Miscellaneous Receipts	13,020,834	807,666
Net gain on sale of current investments	-	6,109,978
	14,290,403	8,473,869

RATHI BARS LIMITED

Note (20)

Cost of materials consumed

Particulars	Year 2015-16 Rs	Year 2014-15 Rs
Cost of materials consumed		
a Ingots / Billets		
Opening stock	53,082,425	31,320,599
Add: Purchases	441,505,396	1,244,599,371
Less: Closing stock	34,802,492	53,082,425
material consumed (I)	459,785,329	1,222,837,545
b Scrap / Sponge Iron		
Opening stock	29,153,412	29,382,120
Add: Purchases	694,531,103	624,203,012
Less: Closing stock	44,946,674	29,153,412
material consumed (II)	678,737,841	624,431,720
Total Material Consumed (I + II)	<u>1,138,523,170</u>	<u>1,847,269,265</u>

Note (21)

Changes in inventories of finished goods and Scrap

Particulars	Year 2015-16 Rs	Year 2014-15 Rs
Changes in inventories of finished goods and Scrap		
a OPENING STOCK		
Finished goods	84,793,293	92,597,820
Scrap	2,862,937	11,639,199
(I)	87,656,230	104,237,019
b CLOSING STOCK		
Finished goods	60,528,076	84,793,293
Scrap	5,977,934	2,862,937
(II)	66,506,010	87,656,230
c (Increase) / Decrease in stocks (I - II)	<u>21,150,220</u>	<u>16,580,789</u>

Note (22)

Emplo yee benefits expense

Particulars	Year 2015-16 Rs	Year 2014-15 Rs
Emplo yee benefits expense		
a contribution to provident fund and other funds	384,467	491,734
b Employees welfare	572,637	2,342,205
c Production contract Expenses	22,716,337	24,051,959
d Salaries, wages, bonus & other allowances	8,900,546	11,273,208
	<u>32,573,987</u>	<u>38,159,106</u>

RATHI BARS LIMITED

Note (23)

Finance costs

Particulars	Year	Year
	2015-16	2014-15
	Rs	Rs
Finance costs		
Interest on :		
Cash Credit	20,638,719	33,081,276
Term Loan	2,456,745	3,743,299
Others	320,405	173,792
Bank Charges	1,472,449	122,949
	24,888,318	37,121,316

Note (24)

Other expenses

Particulars	Year	Year
	2015-16	2014-15
	Rs	Rs
Other expenses		
Administrative charges	64,597	78,167
Advertisement & Selling Expenses	2,227,509	1,247,125
Auditor's fees	215,000	215,000
Books & periodicals	31,733	7,570
Directors salary	2,700,000	2,400,000
Donation	601,500	384,000
Freight & cartage and consignment expenses	9,433,947	23,767,183
General expenses	2,009,246	2,253,858
Generator Running Expenses	409,805	761,032
Increase / (decrease) of excise duty on inventory	(1,307,292)	(2,347,219)
Insurance	1,669,587	1,163,297
Keyman insurance policy	44,706	510,058
Legal & professional charges	1,307,048	1,808,117
Listing Expenses	306,713	177,000
Loss on sale of Vehicles	-	1,073,618
Postage expenses	104,630	132,343
Power and Fuel	261,064,391	262,597,786
Printing & stationery	415,551	491,428
Rates, taxes & fees	1,166,040	743,674
Rent	3,273,500	1,266,000
Repair and Maintenance:		
Plant & Machinery	1,169,099	1,476,932
Buildings	2,425,207	1,484,712
Others	440,468	1,104,580

RATHI BARS LIMITED

Sales Promotion	3,271,800	221,669
Security service charges	1,091,003	831,822
Stores and Spares Consumed	52,483,634	53,876,971
Telephone expenses	1,215,414	1,274,575
Travelling & conveyance	2,486,037	2,548,924
Vehicles repair & maintenance	2,510,288	3,200,120
	<u>352,831,161</u>	<u>364,750,342</u>

For and on BEHALF OF THE BOARD OF DIRECTORS

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

Sd/-
Anurag Rathi
(Whole Time Director)
DIN No: 00063349

Place : New Delhi
Date : 30.05.2016

Sd/-
Tanu Chandel
(Company Secretary)

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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
PROXY FORM

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

Name of the Member(s) :	
Registered Address :	
E mail Id :	
Folio No / Client ID:	
DP ID :	

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 23rd Annual General Meeting of the Company, to be held on Friday, 30th September, 2016 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

- 1 Adoption of Financial Statements, Report of Board of Directors and Auditors.
- 2 Re- Appointment of Smt ParnikaRathi as a Director who retires by rotation.
- 3 Appointment of Statutory Auditor.

SPECIAL BUSINESS

- 4 Regularisation of Shri Vinod Kumar as Director
- 5. Appointment of Ms. Sonali V Chitalkar (DIN: 07602962) as Independent Director.
- 6. Revision in the remuneration of Mr. Anurag Rathi, WTD and CFO of the company
- 7 Ratification of Cost Auditors Remuneration.

Signed this _____ day of _____ 2016.

Signature of the Shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp
Re 1/-

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

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

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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	DPID*	Client ID*	Folio	No. of Shareholders

I here by record my presence at the 23rd Annual General Meeting of the Company, to be held on Wednesday, 30th September, 2016 at 10.00 a.m. at A-24/8, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi-110044.

SIGNATURE OF THE

SHAREHOLDER OR PROXY _____

NOTES:

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

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

LOCATION TO THE ANNUAL GENERAL MEETING

A-24/8, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi-110044



BOOK-POST
(Printed Material)

if undelivered please return to

RATHI BARS LIMITED

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