

RATHI BARS LIMITED

(AN ISO 9001-2008 COMPANY)



**22nd
ANNUAL REPORT
2014-2015**

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BOARD OF DIRECTORS	Sh. Kamlesh Kumar Rathi Sh. Anurag Rathi Sh. Uddhav Rathi Smt. Parnika Rathi Sh. Ashok Kumar Garg Sh. Binod Kumar Maheshwari
COMPANY SECRETARY	Ms. Shruti Thakur
STATUTORY AUDITOR	M/s A.K. Vaish & Co. (Chartered Accountants) B-101, Gateway Towers, 24, Sector-IV, Vaishali, Distt. Ghaziabad (U.P.)
INTERNAL AUDITOR	M/s Deepak I. P. Agarwal & Co. (Chartered Accountants) 205, Vikasdeep Building, Laxmi Nagar Distt. Centre, Delhi-110092
SECRETARIAL AUDITOR	M/s PWR Associates (Company Secretaries) 13, Indra Vihar, Delhi-110009
COST AUDITOR	M/S Avnesh Jain & Co. (Cost Accountants) 39, Adarsh Basti, Tonk Fatak, Jaipur (Raj)-302015
BANKERS	State Bank of Bikaner & Jaipur 20/34, 1st Floor, Pusa Road, Karol Bagh, New Delhi- 110005
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, Khushkhhera, 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

NOTICE

NOTICE is hereby given that Twenty Second Annual General Meeting of the Members of **M/S RATHI BARS LIMITED** will be held on Wednesday, **30th day of September, 2015 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 FINANCIAL STATEMENTS:

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 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, 2015, 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 Mr. Uddhav 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. REAPPOINTMENT OF AUDITORS:

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

“RESOLVED THAT pursuant to the provisions of Section 139 (2) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s A K Vaish & Co, Chartered Accountants, (Firm registration No: 506691C), retiring auditors be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration plus service tax, out of pocket, travelling and living expenses, etc., as may mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

4. RE-APPOINTMENT OF MANAGING DIRECTOR: To re-appoint Shri Kamlesh Kumar Rathi (DIN: 00112321) as the Managing Director.

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and Schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, and the Articles of Association of the Company & re-

commendation of Nomination and Remuneration Committee, Shri Kamlesh Kumar Rathi, be and is hereby re-appointed as Managing Director of the Company for a period of Five years with effect from 01st day of October, 2015 on such terms and conditions as set out in the statement annexed to the notice convening this meeting, with the liberty given to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or remuneration in such manner as may be agreed to by and between the Company and Shri Kamlesh Kumar Rathi provided, however, such alterations are within the maximum limits laid down in the Companies Act, 2013 for the time being in force.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all the acts and take such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. **APPOINTMENT OF WHOLE TIME DIRECTOR:** To appoint Shri Anurag Rathi (DIN: 00063345) as a Whole Time Director.

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and Schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, and the Articles of Association of the Company & recommendation of Nomination and Remuneration Committee, Shri Anurag Rathi, who is Chief Financial Officer of the Company, be and is hereby appointed as Whole Time Director of the Company for a period of Five years with effect from 01st day of October, 2015 on such terms and conditions as set out in the statement annexed to the notice convening this meeting, with the liberty given to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration in such manner as may be agreed to by and between the Company and Shri Anurag Rathi provided however, such alterations are within the maximum limits laid down in the Companies Act, 2013 for the time being in force.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all the acts and take such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. **ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY CONTAINING ARTICLES IN CONFORMITY WITH THE COMPANIES ACT, 2013**

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

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the Company be and is hereby replaced with the new set of Articles of Association and the said new Articles of Association be and are hereby approved and adopted as the Articles of Association of the Company in place of, in substitution and to the entire exclusion of the existing

Articles of Association of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient, required or incidental thereto, in this regard.”

7. RATIFICATION OF COST AUDITOR'S REMUNERATION

TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS A SPECIAL 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 thereunder, 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 are appointed as 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 thereunder, for the year ending 31st March, 2015.”

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-17

Place: New Delhi

Date: 1st September, 2015

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. 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.
3. 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.
4. 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 2015 to 30th September, 2015 (both days inclusive).
5. 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. Nominations form prescribed by Central Government SH13 can be obtained from the Company's Registrar and Transfer Agents by members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.
6. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with the relevant Companies (Management and Administration) Rules, 2014, 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.
7. 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.
8. Shareholders holding shares in Electronic form are requested to bring their Client ID and DPID at the meeting for easy identification.
9. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20

of the Companies (Management and Administration) Rules, 2015, and Clause 35B of the Listing Agreement entered with the Stock Exchanges the Company is pleased to provide the Members 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 CDSL / NSDL. Details and Instructions for e-voting are enclosed along with the Notice.

10. The queries, if any, on the accounts should be sent to the Company at its registered office such a way that the Company will receive the same at least 10 days before the Annual General Meeting.
11. Relevant documents referred to in the accompanying Notice and the statement are open for inspection by the members at the Registered office of the Company on all working days, during business hours upto the date of meeting.
12. 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 with related party
 - b. 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.
 - c. 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.

13. Pursuant to the recommendation of SEBI committee on Corporate Governance about the re-appointment of the retiring directors, the relevant details of the concerned Directors are given in the report on Corporate Governance forming part of the Director's Report.
14. 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.
15. Pursuant to clause 35B of the listing agreement, we are providing the facility of e-voting to all members as per the applicable regulations relating to e-voting. The business may be transacted through e-voting services provided by Central Depository Services Limited.
16. M/s PWR Associates, Company Secretaries, Delhi has been appointed as a scrutinizer for the conduct of e-voting process in a fair and transparent manner.

17. 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 in cast of favour or against, if any, forthwith to the Chairman of the Company.
18. E-voting process is given on the back of form for e-voting passwords attached separately alongwith the Annual Report.
19. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date i.e. 23rd September, 2015.
20. The final results including the e-voting results shall be declared at the registered office of the Company within 3 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 provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) 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 Security Depositories Limited (NSDL). The instructions for e-voting are as 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 22nd Annual General Meeting are again reproduced hereunder for easy reference:

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

Voting Cycles.

- g. Select “EVEN” 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 and click on “Submit” and also “Confirm” when prompted.
- j. Upon 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 are authorized to vote, to the Scrutinizer through e-mail to pwrasso@gmail.com with a copy marked to evoting@nsdl.co.in.

II. In case of Members receiving Physical copy of Notice of 22nd Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)

- a. Initial password is provided in the box overleaf.
 - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- A. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 - B. 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).
 - C. 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, 2015.
 - D. 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, 2015, 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.

- E. 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.
- F. 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.

- G. Ms. Poonam Wadhwa, Practicing Company Secretary (Membership No. FCS-5431 & CP No. 4717), Proprietor, M/s. PWR Associates, Company Secretaries has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- H. 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.
- I. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- J. 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.

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-17

Place: New Delhi

Date: 1st September, 2015

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

ITEM NO 4:

RE-APPOINTMENT OF MANAGING DIRECTOR:-

Shri Kamlesh Kumar Rathi (DIN: 00112321) is the Director of the Company since incorporation and whose term expires as Managing Director on 30.09.2015. It is required to re-appoint him as Managing Director of the Company considering his association with the Company since incorporation as founder promoter/director and experience in this field. He is above the age of 70 years and therefore his appointment as Managing Director pursuant to Section 196, 197, 203, Rules and Schedule V (Part I, clause c) requires the approval of shareholders through special resolution.

The duties of the Managing Director shall be discharged subject to the superintendence, control and direction of the Board and he shall perform on behalf of the Company in the ordinary course of business all such acts, deeds, and things, which in the ordinary course of business, he may consider necessary or proper or in the interest of the Company.

Terms & Conditions

- 1) **Designation:** Managing Director
- 2) **Term:** 5 years with effect from 01.10.2015
- 3) **Salary:** No salary will be paid to him as on date as he is also a Managing Director of the Company M/s Rathi Special Steels Limited and drawing his salary from the said Company. However, the Board has the liberty to fix a minimum remuneration and other perquisites pursuant to the provisions of section 196, 197, 203 and Schedule V of the Companies Act, 2013 and the Rules made there under and the Articles of Association of the Company but the overall remuneration shall be within the limits of the Schedule V of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, other than Shri Kamlesh Kumar Rathi, in his personal capacity is concerned or interested, financially or otherwise, in this resolution.

The Board recommends this resolution for your Approval.

ITEM NO 5:

APPOINTMENT OF WHOLE TIME DIRECTOR:-

Shri Anurag Rathi (DIN: 00063345) is the Director of the Company since incorporation and designated as CFO of the Company pursuant to the provisions of the Companies Act, 2013. Since his appointment, he has been heading the finance division of the Company.

The duties of the Whole Time Director– Finance shall be discharged subject to the superintendence, control and direction of the Board and he shall perform on behalf of the Company in the ordinary course of business all such acts, deeds, and things, which in the ordinary course of business, he may consider necessary or proper or in the interest of the Company.

Terms & Conditions

- 1) **Designation:** Whole Time Director- Finance
- 2) **Term:** 5 years with effect from 01.10.2015
- 3) **Salary:** He will continue to receive the same salary as he is drawing as CFO of the Company i.e. Rs. 2,00,000/- (Rupees Two Lac) only per month and other perquisites pursuant to the provisions of Section 196, 197, 203 and Schedule V of the Companies Act, 2013 and the Rules made there under and the Articles of Association of the Company.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, other than Shri Anurag Rathi, in his personal capacity is concerned or interested, financially or otherwise, in these Resolutions.

The Board recommends this Resolution for your Approval.

ITEM NO 6:**ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION:-**

The existing Articles of Association ("AOA") are based on the Companies Act, 1956 and several regulations in the existing AOA contain reference to specific sections of the Companies Act, 1956 and some articles in the existing AOA are no longer in conformity with the Act. With the enactment of the Companies Act, 2013 and substantive Sections of the Act which deal with the general working of the Companies stand notified, several regulations in the existing AOA of the Company require alteration and/or deletion.

Given this position, it is considered expedient to wholly replace the existing AOA by a new set of Articles. The new set of AOA to be replaced in place of the existing AOA is based on Table F of Schedule I of the Companies Act, 2013 which sets out the model AOA for a Company limited by shares and also carries forward certain provisions from the existing AOA suitably rephrased and which are not in conflict with the provisions of the Companies Act, 2013.

The proposed new draft of AOA is available for inspection to the shareholders at the registered office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 A.M and 1.00 P.M till the date of the meeting.

No Director or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in this item of business.

The Board recommends this Resolution for your Approval.

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 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 thereunder for the year ending 31st March, 2016, 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.

DIRECTOR'S REPORT

Your Directors have pleasure in presenting the Twenty Second Annual Report of your Company together with the Audited Accounts for the year ended March 31st, 2015.

1. FINANCIAL RESULTS:

Financial Year Ended	2014-2015 (Rs.)	2013-2014 (Rs.)
Gross Revenue	2, 64, 65, 49,254.00	3, 04, 69, 30,367.00
Profit Before Interest, Depreciation and Tax	10, 68, 13,398.00	10, 37, 67,426.00
Less: Interest	3, 71, 21,316.00	4, 45, 83,837.00
Less: Depreciation	5, 98, 41,167.00	2, 61, 74,471.00
Profit Before Tax	98, 50,915.00	3, 30, 09,118.00
Less: Provision for Tax	75, 33,309.00	86, 45,437.00
Profit after Tax	23, 17,606.00	2, 43, 63,681.00
Balance of Profit brought forward	39, 31, 27,711.00	36, 87, 64,029.00
Balance available for appropriation	39, 50, 02,830.00	39,31,27,711.00

2. STATE OF COMPANYS' AFFAIRS AND FUTURE OUTLOOK:

The Company has made a profit of Rs. 23, 17,606/- (After Tax) during the year in comparison of Rs. 2, 43, 63,681/- in previous year. There is drastic change in the net profits of the Company which is majorly due to change in the accounting and depreciation policies pursuant to the provisions of the Companies Act, 2013 and market conditions of the economy. But the company is hopeful of 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.

3. 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.

4. 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.

5. 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.

6. CHANGE IN THE NATURE OF BUSINESS:

There is no change in the nature of the business of the Company during the financial year 2014-15.

7. TRANSFER TO RESERVES:

Your Directors do not propose any amount of transfer to General Reserves for the financial Year ended 31.03.2015.

8. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

The amount required to be transferred to the Investor Education and Protection Fund in accordance with the provisions of Section 205 A of the Companies Act, 1956 and Rules made thereunder, had been transferred to the Fund and there is no such pending amount required to be transferred.

9. DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):

- a) Mr. Anurag Rathi has been appointed as Chief Financial Officer of the Company on 13.02.2015.
- b) In accordance with the provisions of the Companies Act, 2013 and the Company's Articles of Association, Shri Uddhav Rathi, Director of the Company retire by rotation at the forthcoming Annual General Meeting and being eligible for re-appointment. They have confirmed that they are not disqualified under Section 164 of the Companies Act, 2013 and they are eligible to be re-appointed as Directors of the Company.
- c) Pursuant to Section 168 of the Companies Act, 2013, Mr. HarKishore Kejrival, the Independent director of the Company, has resigned from the Company.
- d) Ms. Parnika Rathi is appointed as the Women Director in the Shareholders meeting (AGM) held on 30.09.2014.

10. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

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

11. BOARD EVALUATION:

Pursuant to the provisions of Companies Act, 2013 and clause 49 of the Listing Agreement, the Board has carried out annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholder committee. The manner in which the evaluation has been carried out has been explained in Corporate Governance Report.

12. DISCLOSURE OF RELATIONSHIPS BETWEEN DIRECTORS INTER-SE:

Majority of the Directors of the Company are related to each other in accordance with Section 2 (77) of the Companies Act, 2013 and Rule 4 of the Companies (Specification of Definitions Details) Rules, 2014.

13. 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 is stated in the Corporate Governance Report.

14. 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 hereunder:

S. No.	Name	Designation	Remuneration paid FY 2014-15 (in lakhs)	Remuneration paid FY 2013-14 (in lakhs)	Increase in Remuneration from previous year	Ratio/Times per Median of employee remuneration
1.	Anurag Rathi	Director/ CFO	24.00	24.00	-----	13 times
2.	Kamlesh Kumar Rathi	Mg. Director (KMP)	-----	-----	-----	
3.	Parnika Rathi	Director	12.00	-----	-----	6.67 times
4.	Uddhav Rathi	Director	-----	-----	-----	

15. NUMBER OF BOARD MEETINGS HELD DURING THE YEAR UNDER REVIEW:

During the Financial Year 2014-15, 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.

S. No.	Date of Meeting	Board Strength	No. of Directors Present
1.	30.05.2014	05	04
2.	13.08.2014	05	04
3.	06.09.2014	05	05
4.	14.11.2014	06	06
5	13.02.2015	06	05

16. OPERATIONAL REVIEW:

During the year, your Company had produced 60927.670 MT Steel Bars (Nil Trading Purchase) and 24855.910 MT Ingots/ Billets as against production of 71520.220 MT Steel Bars (Trading Purchase of 99.150 M.T.) and 35439.565 MT ingots/Billets during the corresponding period of last year.

17. DECLARATION BY INDEPENDENT DIRECTORS:

Mr. Binod Kumar Maheshwari & Mr. Ashok Kumar Garg are the Independent Directors of the Company. The Board of Directors had received declaration under Section 149(6) of the Companies Act, 2013.

18. 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.

19. VIGIL MECHANISM/WHISTLE BLOWER POLICY:

In pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013 and in order to ensure that the activities of the company and its employees 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.

20. AUDIT COMMITTEE AND ITS COMPOSITION:

As per Section 177(2), the composition of Audit Committee as on 31st March, 2015 is as follows:

NAME	DESIGNATION	CATEGORY
Ashok Kumar Garg	Chairman	Independent Director
Anurag Rathi	Member	Executive Director/CFO
Binod Kumar Maheshwari	Member	Independent Director

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

21. AUDITORS:

21.1 STATUTORY AUDITORS:-

M/s A. K. Vaish & Co., (Firm Registration No. 506691C) Chartered Accountants, Ghaziabad, who are the statutory auditors of the company, retires at the conclusion of this Annual General Meeting and being eligible, offers themselves for re-appointment. They have confirmed that their re-appointment if made would be in conformity with the limits prescribed under Section 139 of the Companies Act, 2013.

21.2 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 Audit Report is annexed herewith as Annexure A.

21.3 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.

22. AUDITOR'S REPORT:

The notes to the Accounts referred to the Auditors' Report are self explanatory, and therefore do not call for any further comments.

23. 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 - B

24. 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.

S. No.	Name of Party	Particulars of Investments	Nature	Purpose for which it shall be used	Amount (in Rs.)
1.	HindustanMotors 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 Limited	Purchase of Shares	Investment	Revenue generation	1,65,082.80
6.	Mohan Finance Limited	Purchase of Shares	Investment	Revenue generation	16,779.00
7.	Ushita Trading Limited	Purchase of Shares	Investment	Revenue generation	1,78,965.00
8.	Nagesh Investment Limited	Purchase of Shares	Investment	Revenue generation	1,12,408.00
9.	Limitex Investment Limited	Purchase of Shares	Investment	Revenue generation	43,665.00
10.	Ecowave Infotech Limited	Purchase of Shares	Investment	Revenue generation	13,974.00
11.	Twenty First Century (I) Ltd	Purchase of Shares	Investment	Revenue generation	39,474.00
12.	Quest Finance Services Limited	Purchase of Shares	Investment	Revenue generation	12,657.00
13.	Reliance Money Manager Fund-G	Investment in Mutual Funds	Investment	Revenue generation	40,00,000.00
14.	Birla Sun Life Saving Fund-G	Investment in Mutual Funds	Investment	Revenue generation	2,79,04,327.93
15.	Birla Sun Life Cash Manager Fund-G	Investment in Mutual Funds	Investment	Revenue generation	1,27,00,000.00

16.	Franklin India Ultra Term Bond- G	Investment in Mutual Funds	Investment	Revenue generation	5,32,06,227.98
17.	Axis Treasury Advantage Fund-G	Investment in Mutual Funds	Investment	Revenue generation	5,13,14,000.00
18.	ICICI Prudential Flexi Income Plan-G	Investment in Mutual Funds	Investment	Revenue generation	92,15,298.49
19.	UTI Treasury Advantage Fund-G	Investment in Mutual Funds	Investment	Revenue generation	94,38,000.00
20.	IDFC Money Manager-Tres Plan-G	Investment in Mutual Funds	Investment	Revenue generation	2,14,04,000.00
21.	ICICI Prudential Top 100 Fund	Investment in Mutual Funds	Investment	Revenue generation	8,00,000.00
22.	ICICI Prudential Value Discovery Fund	Investment in Mutual Funds	Investment	Revenue generation	7,00,000.00
23.	National Saving Certificates	Investment in National Saving Certificate	Investment	Revenue generation	6,045.00
Total Amount					19,53,50,552.00

25. INDUSTRIAL RELATIONS:

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

26. 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 has been no such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Corporation in future.

27. 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.

28. 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, 2015. 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).

29. 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.

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

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

A) CONSERVATION OF ENERGY:

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

Some of the energy conservation steps taken are as follow:

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

During the year under review, the Company has consumed 3528.890 MT steam coal, 3, 92, 11, 434 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:	NIL

31. CORPORATE GOVERNANCE:

Your Company has taken adequate steps to adhere to all the stipulations laid down in Clause 49 of the Listing Agreement. 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.

32. 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-C

None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

33. DIRECTOR'S RESPONSIBILITY STATEMENT:

To the best of their knowledge and belief and according to the informations and explanations obtained by them, your directors make the following statement in terms of Section 134 (3) (c) of the Companies Act, 2013:

- i) in the preparation of the annual accounts for the Financial Year 2014-15, 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 2015 and of the Profit & Loss of the Company for that period;
- iii) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) the Directors had prepared the annual accounts on a going concern basis;
- v) the Directors have laid down internal financial controls to be followed in the Company and that such internal financial controls are adequate and were operating effectively;
- vi) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

34. BUSINESS RISK MANAGEMENT:

In accordance with clause 49 of the listing agreement 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.

35. INTERNAL FINANCIAL CONTROL :

The Company 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.

36. 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/-

Kamlesh Kumar Rathi

(Managing Director)

DIN: 00112321

Sd/-

Anurag Rathi

(Director cum CFO)

DIN: 00063345

Place: New Delhi

Date: 01.09.2015

DECLARATION REGARDING COMPLIANCE BY BOARD OF DIRECTORS AND SENIOR MANAGEMENT/ PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT:

This is to confirm that all Directors and senior management personnel of the Company have affirmed compliance with Code of Conduct of the Company for the financial year ended March 31, 2015 as envisaged under the provisions of sub-clause (II) E of Clause 49 of the Listing Agreement with Stock Exchange.

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-17

Place: New Delhi

Date: 1st September, 2015

CERTIFICATE BY MANAGING DIRECTOR AND DIRECTOR/CFO:

We, Kamlesh Kumar Rathi, Managing Director and Anurag Rathi, CFO, certify 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;
- ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- iii) 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.

By order of the Board of Directors

FOR RATHI BARS LIMITED

Sd/-

Sd/-

Place: New Delhi

Kamlesh Kumar Rathi

Anurag Rathi

Date: 01.09.2015

(Managing Director)

(Director cum CFO)

DIN: 00112321

DIN: 00063345

Address: 6, Sadhna Enclave,

Address: 6, Sadhna Enclave,

New Delhi-17

New Delhi-17

**Form No. MR-3
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31.03.2015

[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, 2015 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, 2015 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;

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; -NA
 - (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; -NA
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; -NA
- (vi) The other laws as applicable specifically on the Company
1. **Labour and Industrial Laws** such as The Payment of Wages Act, 1936, The Minimum Wages Act, 1948, The Payment of Bonus Act, 1965, The Payment of Gratuity Act, 1972, The Employees Provident Fund and Miscellaneous Provisions Act, 1952, Equal Remuneration Act, 1976, Contract Labour (Regulation and Abolition) Act, 1970, Maternity Benefit Act, 1961, The Apprentices Act, 1961, The Child Labour (Prohibition & Abolition) Act, 1960, Employees' Compensation Act, 1923; Factories Act, 1948, Industrial Dispute Act, 1947, Industrial (Development & Regulation) Act, 1951
 2. **Environmental Laws** such as Environment Protection Act, 1986, Water (Prevention & Control of Pollution) Act, 1974.
 3. **Financial Laws** such as Income Tax Act, 1961, Service Tax Act (Finance Act, 1994), State & Central Sales (VAT) Act (Central Sales Tax Act, 1956), Central Excise Act, 1944.
 4. Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 & rules there made therein.
 5. IPR (Intellectual Property Rights) Laws such as Trade Mark Act, 1999, Copyrights Act, 1957, Patent Act, 1970.
 6. Other laws to the extent applicable are Registration Act, 1908, Indian Stamp Act, 1899, Limitation Act, 1963, Transfer of Property Act, 1882, Indian Contract Act, 1872, Negotiable Instrument Act, 1881, Sales of Goods Act, 1930, Information Technology

Act, 2000, Consumer Protection Act, 1986.

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

- (I) Secretarial Standards issued by The Institute of Company Secretaries of India (Not mandatory for the financial year 2014-15); N.A.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange;

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

1. The Company has not complied with Section 203 (1) (ii) of the Companies Act, 2013 with respect to appointment of Whole time Company Secretary;
2. That the Company has filed all the forms, returns, documents and resolutions with the Registrar of Companies, Delhi & Haryana prescribed under the Act and rules made there under.
3. That the Board has duly met 5 (five) times i.e. on 30.05.2014, 13.08.2014, 06.09.2014, 14.11.2014 and 13.02.2015 during the year. Audit Committee also met 5 (five) times on 30.05.2014, 13.08.2014, 06.09.2014, 14.11.2014 and 13.02.2015; and Nomination and Remuneration Committee formerly known as Remuneration and ESOP Committee duly met 2 (two) times on 05.09.2014 and 13.02.2015 during the year.
4. The Company has deposited the unclaimed dividend pending for more than seven years to the Investor Education and Protection Fund pursuant to Section 205 of the Companies Act, 1956, in Form 1 INV to the Ministry of Corporate Affairs.
5. The Company has re-constituted its Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee as per the provisions of the Companies Act, 2013;
6. That the Company has appointed Mr. Anurag Rathi as CFO, Mrs. Parnika Rathi as Women Director of the Company under the provisions of Companies Act, 2013, Mr. Harkishore Kejriwal (Independent Director) has resigned from the Board of the Company, Mr. Anupam Rathi ceased the company due to death and for which respective forms are filed with the statutory authorities;
7. That the shares of the Company are in dematerialized form with the depositories and an agreement between the Company and the Depository has been entered initially in the year 2007 and amended/revised from time to time;

We further report that

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

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

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

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

Place: Delhi

Signature: Sd/-

Date: 05.08.2015

Name of Company Secretary in practice: Poonam Wadhwa

Firm Name: 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

I. 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	99.60

II. 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	--	--	--	--	--

III. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
i) Category-wise Share Holding

Category of Share-holders	No. of Shares held at the beginning of the year[As on 01-April-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
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/Fl	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/Fls	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/FIs	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	-
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	-
2. Non-Institutions									
a) Bodies Corp.	4,09,851	0	4,09,851	2.51	5,86,303	0	5,86,303	3.59	+1.08
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 Lakh	47,71,749	38	47,71,787	29.22	44,87,796	38	44,87,834	27.48	-1.74
ii) Individual shareholders holding nominal share Capital in excess of Rs 1 lakh	12,18,291	1,06,500	13,24,791	8.11	13,35,107	1,06,500	14,41,607	8.83	+0.72
c) Others (specify)									
(c-i) NRI/OCB	1,44,484	0	1,44,484	0.89	1,38,576	0	1,38,576	0.85	-0.04
(c-ii)-clearing member	37,056	0	37,056	0.23	33,649	0	33,649	0.21	-0.02

Rathi Bars Limited

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	+0.01
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	-

B) Shareholding of Promoter-

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding 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 Kumar Rathi	4,78,402	2.93	-	4,78,402	2.93	-	-
2	Anurag Rathi	10,45,649	6.40	-	10,45,649	6.40	-	-
3	Anupam Rathi	2,56,169	1.57	-	0	0	-	-1.57
4	Pushpa Rathi	7,39,038	4.53	-	7,39,038	4.53	-	-
5	Parnika Rathi	7,35,962	4.51	-	9,76,108	5.98	-	+1.47
6	Anurag Rathi (HUF)	5,07,500	3.11	-	5,07,500	3.11	-	-
7	Nandita Rathi	61,250	0.38	-	61,250	0.38	-	-
8	Uddhav Rathi	0	0	-	6,50,739	3.99	-	+3.99

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

S. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	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				

**D) 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	Shareholding at the beginning of the year		Cumulative Shareholding 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 At the beginning of the year	0	0	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc) :	2,10,596	1.29	2,10,596	1.29
	At the end of the year	2,10,596	1.29	2,10,596	1.29
2.	Rajasthan Global Securities Limited At the beginning of the year	0	0	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc) :	2,02,293	1.23	2,02,293	1.239
	At the end of the year	2,02,293	1.23	2,02,293	1.23
3.	Raj Kumar Lohia At the beginning of the year	0	0	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc) :	1,71,807	1.05	1,71,807	1.05
	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	0	0	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc) :	1,06,500	0.65	1,06,500	0.65
	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	0	0	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc) :	1,00,009	0.61	1,00,009	0.61
	At the end of the year	1,00,009	0.61	1,00,009	0.61
6.	Dheeraj Kumar Lohia HUF At the beginning of the year	0	0	-	-

	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc) :	69,704	0.42	69,704	0.42
	At the end of the year	69,704	0.42	69,704	0.42
7.	Kalpana Gupta At the beginning of the year	0	0	-	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc) :	66,284	0.40	66,284	0.40
	At the end of the year	66,284	0.40	66,284	0.40
8.	Varsha Sharad At the beginning of the year	0	0	-	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc) :	50,000	0.30	50,000	0.30
	At the end of the year	50,000	0.30	50,000	0.30
9.	Sharad Kanayalal Shah At the beginning of the year	0	0	-	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc) :	44,487	0.27	44,487	0.27
	At the end of the year	44,487	0.27	44,487	0.27
10.	Deepak Nagindas Shah At the beginning of the year	0	0	-	
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc) :	42,179	0.25	42,179	0.25
	At the end of the year	42,179	0.25	42,179	0.25

E) Shareholding of Directors and Key Managerial Personnel:

S.N.	Shareholding of each Directors and each 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 Share holding during the year specifying the reasons for increase:	-	-	-	-
	At the end of the year	4,78,402	2.93	4,78,402	2.93
2.	Anurag Rathi At the beginning of the year	10,45,649	6.40	-	-
	Date wise Increase in Share holding during the year specifying the reasons for increase:	-	-	-	-
	At the end of the year	10,45,649	6.40	10,45,649	6.40
3.	Anupam Rathi At the beginning of the year	6,34,716	3.88		
	Date wise Increase in Share holding during the year specifying the reasons for increase:	-6,34,716	-3.88	-6,34,716	-3.88
	At the end of the year	0	0	0	0
4.	Parnika Rathi At the beginning of the year	9,76,108	5.97	-	-
	Date wise Increase in Share holding during the year specifying the reasons for increase:	-	-	-	-
	At the end of the year	9,76,108	5.97	9,76,108	5.97
5.	Uddhav Rathi At the beginning of the year	0	0	-	-
	Date wise Increase in Share holding during the year specifying the reasons for increase:	+6,50,739	+3.98	+6,50,739	+3.98
	At the end of the year	6,50,739	3.98	6,50,739	3.98

F) 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	31,35,53,967	2,55,30,744	-	33,90,84,711
ii) Interest due but not paid	-	-	-	
iii) Interest accrued but not due	5,30,053	-	-	5,30,053
Total (i+ii+iii)	31,40,84,020	2,55,30,744	-	33,96,14,764

Change in Indebtedness during the Financial year				
* Addition	-	-	-	-
* Reduction	2,09,79,634	-	-	2,11,41,634
Net Change	2,09,79,634	-	-	2,11,41,634
Indebtedness at the end of the Financial year				
i) Principal Amount	29,27,88,964	2,53,68,744	-	31,81,57,708
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	3,15,422	-	-	3,15,422
Total (i+ii+iii)	29,31,04,386	2,53,68,744	-	31,84,73,130

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
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961					
	(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)					
	Ceiling as per the Act					

B. Remuneration to other directors: N.A

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		-----	----	----	---	
1	Independent Directors					
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (1)					
2	Other Non-Executive Directors					
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (2)					
	Total (B)=(1+2)					
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
				Anurag Rathi	
1	Gross salary			Rs. 24,00,000/-	Rs. 24,00,000/-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(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			Rs. 24,00,000/-	Rs. 24,00,000/-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: N.A

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

Annexure-C

Annexure-C**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	1321.92 (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

CORPORATE GOVERNANCE REPORT

(Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges)

The Directors of the Company are pleased to present the Corporate Governance Report for the Financial Year 2014-2015. The Securities & Exchange Board of India introduced the Code of Corporate Governance for implementations by the listed companies vide an amendment to the Listing Agreement. 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, 2015 are given hereunder divided into the following areas:

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:-

The Company believes that for the success of its business, an adherence to the core values of integrity, honesty, accountability and Compliance of laws is of utmost significance. As a part of its growth strategy, the Company believes in adopting the 'best practices' that are followed in the area of Corporate Governance across various geographies. The Company continuously strives for improving performance. The Company believes that adherence to Corporate Governance in all its dealings will make the Company more committed towards its Shareholders, Government Authorities, Banks and Stock Exchange etc. Integrity, transparency, accountability and compliance with laws which are columns of good governance have always been the hallmark of Company.

2. BOARD OF DIRECTORS:-

A. **Composition and Size of the Board**

The Composition of the Board is in conformity with clause 49 of the listing Agreement entered into with the Stock Exchanges.

The composition of the Board of Directors as at 31st March 2015 is as follows:

Name	Designation	Executive / Non-executive / Independent
Sh. Kamlesh Kumar Rathi	Managing Director	Executive
Sh. Anurag Rathi	Director-CFO	Executive
Sh. Uddhav Rathi	Director	Non-Executive
Smt. Parnika Rathi	Director	Non-Executive
Sh. Ashok Kumar Garg	Independent Director	Non Executive and Independent
Sh. Binod Kumar Maheshwari	Independent Director	Non Executive and Independent

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 2014-15 on 30th May 2014, 13th August, 2014, 6th September, 2014, 14th November, 2014, and 13th February 2015 and the gap between two meetings doesn't exceed 4 months as per listing agreement. All the relevant information needed for taking decisions by the Board is made available to the Directors at the meetings.

The Company had appointed existing Independent Director for a period of 5 years afresh and women director as per the provisions of the Companies Act, 2013.

- i. The Board and its Committees formulate policy decisions, to lead and control the Company. The Composition of the Board is in conformity with the amendments in the Listing Agreement. No 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 31.03.2015		Shareholding (Ordinary shares of Rs. 10/- each)
				Chairman	Member	Chairman	Member	
1.	Mr. Kamlesh Kumar Rathi	5	YES	1	1	Nil	1	478402 (2.93%)
2.	Mr. Anurag Rathi	5	YES	0	2	Nil	1	1045649 (6.40%)
3.	Mr. Parnika Rathi	2	YES	-	-	Nil	0	976108 (5.98%)
4.	Mr. Uddhav Rathi	5	YES	-	1	Nil	1	650739 (3.98%)
5.	Mr. Ashok Kumar Garg	5	NO	0	0	Nil	0	Nil
6.	Mr. Binod Kumar Maheshwari	3	NO	2	3	Nil	0	Nil

* Excludes Directorship in Associations, Private, Foreign and Section 8 Companies.

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

Shri Uddhav Rathi, Director of the Company, shall retire by rotation in the ensuing AGM. Further Sh. Ashok Kumar Garg, & Shri Binod Kumar Maheshwari being the Independent Non-Executive Directors of the Company & has been on the Board of the Company since January 2007 shall be appointed for a term of 5 years pursuant to the provisions of Companies Act, 2013 whereas Mr. Harkishore Kejriwal has resigned from the board on 13.02.2015 due to his ill-health. They have made valuable contribution to the Board through their vast experience. Ms. Parnika Rathi has been appointed as Director of the Company pursuant to the provisions of Companies Act, 2013 being the Women Director. Shri Kamlesh Kumar Rathi is the Managing Director of the Company and take care of overall administration of the Company. Mr. Anurag Rathi was additionally designated as CFO of the

Company and therefore, his designation was changed from Whole Time Director to Director.

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 member of the same family and Mr. Binod K Maheshwari and Mr. Ashok Kumar Garg are Independent Directors and not relate to other Directors or inter-se.

3. AUDIT COMMITTEE:

The Company has re-constituted Audit Committee as per Clause 49(1) (b) of the Listing Agreement to review the Internal Audit Systems and it comprises of Independent Directors in compliance of clause 49 II (i) of the Listing Agreement. 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 clause 49 of the Listing Agreement 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 attended
Mr. Ashok Kumar Garg	-Chairman	5
Mr. Binod Kumar Maheshwari	-Member	5
Mr. Anurag Rathi	- Member	2
Mr. Kamlesh Kumar Rathi	- Member	3

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.

4. NOMINATION AND REMUNERATION COMMITTEE:

The Remuneration Committee was renamed and reconstituted as Nomination and Remuneration Committee at a board meeting held on 14.11.2014.

One Remuneration Committee Meeting was held on 06.09.2014 to consider the appointment of Ms. Parnika Rathi and re-appointment of Independent Directors for a period of 5 years in the AGM during the tenure. The NCR committee was constituted on 14.11.2014 and one meeting of NCR was held on 13.02.2015 for appointment of Mr. Anurag Rathi as CFO and change of his designation from WTD to Director.

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

1. 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;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. 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.
5. 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 remuneration / in committee NCR
1	Mr. B. K. Maheshwari	Independent Director	Chairman	2
2	Mr. Ashok Kumar Garg	Independent Director	Member	2
3	Mr. Uddhav Rathi	Non-Executive Director	Member	1
4	Mr. Harkishore Kejriwal	Independent Director	Member	1

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

- a. The Non Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.
- b. In case of appointment of Independent Directors, the Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- c. The Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- d. The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.
 - i. Qualification, expertise and experience of the Directors in their respective fields;
 - ii. Personal, Professional or business standing;
 - iii. Diversity of the Board.
- e. In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

2. Remuneration

The Non Executive Directors may be entitled to receive remuneration by way of sitting fees for participation in the Board / Committee meetings and commission as detailed hereunder:

- i. A Non Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee meeting attended by him/her at his/her discretion of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;

- ii. The Committee may recommend to the Board, the payment of commission on uniform basis, to reinforce the principles of collective responsibility of the Board.
 - iii. The payment of such commission would be at the discretion of board only and shall not exceed 1% of the net profit of the Company;
 - iv. The Independent Directors of the Company shall not be entitled to participate in the Stock Option Scheme of the Company, if any, introduced by the Company.
- The Company has paid remuneration to Mr. Anurag Rathi, director/CFO of the Company of Rs. 2, 00, 000/-PM.

REMUNERATION POLICY FOR THE SENIOR MANAGEMENT EMPLOYEES

- I. In determining the remuneration of the Senior Management Employees (i.e. KMPs and senior officers just below the board level) the Committee shall ensure / consider the following:
 - i. the relationship of remuneration and performance benchmark is clear;
 - ii. the balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
 - iii. the remuneration is divided into two components viz. fixed component comprising salaries, perquisites and retirement benefits and a variable component comprising performance bonus;
 - iv. the remuneration including annual increment and performance bonus is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, individuals performance and current compensation trends in the market.
- II. The Managing Director or Whole Time Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors and thereafter shall recommend the annual increment and performance incentive to the Committee for its review and approval.

5. STAKE-HOLDER'S RELATIONSHIP COMMITTEE

The Shareholders/Investors Grievance/Share Transfer Committee was renamed and reconstituted as Stakeholder' Relationship Committee at its Board Meeting held on 14.11.2014. The Committee looks after the redressal of Shareholders and Investors Grievances and approves transfer/transmission, sub-division and issue of duplicate share certificates etc. The Company's Registrars and Share Transfer Agents handle the investor grievances in consultation with the secretarial department of the Company. The Registrars have adequate skilled staff with potential qualifications and advanced computer systems for speedy redressal of the investor grievances.

The details of composition of the Committee are as under:

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

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. In addition to the above, the Company has Share Transfer and Investor Grievance Committee in accordance with the requirements of Clause 49 of the Listing Agreement. Shri Uddhav Rathi is the Chairman of the Committee, Shri B.K. Maheshwari and Shri Ashok Kumar Garg are the members of the Committee.

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

6. INDEPENDENT DIRECTORS MEETING:

During the year under review, the Independent directors met on 13.02.2015, inter-alia to discuss:

- 1) Review the performance of Non-Independent Directors and the Board as a whole;
- 2) Review the performance of Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- 3) 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.

7. PERFORMANCE EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, 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.

8. RELATED PARTY TRANSACTIONS:

All transactions entered into with Related Parties as defined under Clause 49 of the Listing Agreement during the financial year were in the ordinary course of business and on an arms 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 (AS18) 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.

9. 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.

10. DISCLOSURES:

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

In accordance with requirement of Companies Act as well as listing agreement a vigil mechanism has been adopted by the board of directors and accordingly a whistle blower policy has been formulated with a view to provide a mechanism for employees of the Company to approach Internal Auditor or Chairman of the Audit Committee of the Company to report any grievance. A link to such policy is also provided in the website of the Company.

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

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

11. COMPLIANCE WITH ACCOUNTING STANDARDS:

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant to Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provision of the Companies Act, 1956 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.

12. 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
2013-2014 (AGM)	A-24/, 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
2011-2012 (AGM)	A-24/7, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi-110044	Saturday, 29 th September, 2012	10:00 AM	Nil

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

The Company's shareholders through postal ballot have passed no resolution during the Financial Year 2014-15 and there is no resolution proposed to be passed through postal ballot in the ensuing Annual General Meeting.

13. CFO CERTIFICATION:

As required under Clause 49 IX of the listing agreement with the stock exchanges Shri Anurag Rathi, Director as well as CFO certify to the Board that:

- a) The financial statements and the Cash Flow Statement for the year have been reviewed and to the best of his knowledge and belief:
 - (i) these statements do not contain any untrue statement of material fact, have not omitted any material fact and do not contain any statement that is 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) To the best of his knowledge and belief no transactions entered into by the Company during the year are fraudulent, illegal or violate the Company's code of conduct.
- c) He accepts responsibility for establishing and maintaining internal controls for financial reporting and that he has evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting.
- d) He has indicated to the auditors and the Audit Committee:
 - (i) Significant changes in the internal control over financial reporting during the year
 - (ii) Significant changes in accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
 - (iii) There have been no instances of significant fraud either by the management or an employee having a significant role in the Company's internal control system of financial reporting.

14. 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.

Management Discussion and Analysis is a part of the Annual Report.

15. GENERAL SHAREHOLDERS INFORMATION:

Annual General Meeting

-Day, Date and Time : Wednesday, 30th September, 2015 at 10.00 A. M. Place: A-24/8, Mohan Co-operative Industrial Estate, New Delhi-110044

Financial Calender

Financial Year	:	01 st April, 2014 to 31 st March, 2015
First Quarter Results	:	13 th August, 2014
Second Quarter Results	:	14 th November, 2014
Third Quarter Results	:	13 th February, 2015
Fourth Quarter Results	:	30 th May, 2015 Annual General Meeting for the year ending March 31, 2015: 30 th September, 2015
Book Closure	:	24 th September, 2015
Dividend Payment Date	:	NA
Listing on Stock Exchanges	:	Bombay Stock Exchange Ltd. Floor 25, P J Towers, Dalal Street, Mumbai-400 001

16. STOCK MARKET DATA:

Market Price Data as compared to closing Sensex during 2014-2015:

<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, 14	05.00	02.72	Oct, 14	08.40	06.21
May, 14	05.02	03.97	Nov, 14	10.00	07.20
June, 14	06.93	04.39	Dec, 14	09.25	06.61
July, 14	07.38	05.02	Jan, 15	08.90	06.30
Aug, 14	08.25	05.35	Feb, 15	07.95	06.00
Sept, 14	10.50	05.39	Mar, 15	09.24	06.22

17. DISTRIBUTION OF SHAREHOLDING AS ON 31st MARCH, 2015:

SHAREHOLDING	NO. OF SHARE-HOLDERS	%AGE	NO.OF SHARES	% AGE
Upto-5000	6134	71.484	1268040	7.765
5001-10000	1299	15.138	985828	6.037
10001-20000	718	8.367	1012945	6.203
20001-30000	160	1.865	413980	2.535
30001-40000	68	0.792	248995	1.525
40001-50000	47	0.548	223255	1.367
50001-100000	80	0.932	593242	3.633
100001-Above	75	0.874	11584072	70.936
TOTAL	8581	100.00	16330357	100.00

18. PHYSICAL/NSDL/CDSL/SUMMARY REPORT AS ON 31ST MARCH, 2015:

PARTICULARS	HOLDERS	SHARES	PERCENTAGE (%)
PHYSICAL	8	1,06,538	0.65
NSDL	5277	1,37,66,337	84.30
CDSL	3331	24,57,482	15.05
TOTAL	8616	16330357	100.00

19. DEMATERIALIZATION OF SHARES:

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

20. ADDRESS FOR CORRESPONDENCE:

Shareholders correspondence may be addressed to:

The Registrar & Transfer Agent -

M/s MAS Services Limited,

T-34, Second Floor, Okhla Industrial

Area, Phase II New Delhi-110020

Ph:011-26387281-83

Email:sm@masserv.com

The Company -

M/s Rathi Bars Limited,

A-24/7, Mohan Cooperative Industrial

Estate, Mathura Road, New Delhi-110044

Ph: 011-43165400

Email:rathibars@hotmail.com

21. 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.

22. PLANT LOCATION:

SP1-7, RIICO Industrial Area, Khushkhera, P.O. Tapukara, Distt. Alwar, Rajasthan, Phone.: 01493-518836

TO WHOMSOEVER IT MAY CONCERN

I, Anurag Rathi, the Director/CFO of the Company, do hereby declare that all the Board Members and Senior Management personnel of the company have affirmed their compliance on an annual basis with the Code of Conduct as laid down by the Company pursuant to the requirements of Clause 49 of the Listing Agreements with the Stock Exchange.

By order of the Board of Directors

FOR RATHI BARS LIMITED

Sd/-

Anurag Rathi

(Director/CFO)

DIN: 00063345

**Address: 6, Sadhna
Enclave, New Delhi-17**

Place: New Delhi

Date: 01.09.2015

MANAGEMENT DISCUSSION AND ANALYSIS

GLOBAL STEEL INDUSTRY IN 2014-15,

The geopolitical events and a slow recovery from the previous economic slowdown countered some of the optimism that was felt towards the end of 2014. Macro data for developed nations continued to strengthen during the year, however, China, ASEAN, MENA and other regions which were expected to grow, continued to show sluggish signs of economic recovery. Oil prices fell to record lows, while iron ore prices fell to below USD 70 per tonne, leading to the exit of several small scale mining operations from the global mining industry. Overall economic sentiments and growth remained at almost the same levels as 2013. In 2014, global steel demand expanded by a mere 0.6% to 1.537 billion tonnes, primarily due to contraction of demand in emerging economies like China, Brazil, Russia and Turkey. Chinese demand fell by 3.3% in the year to 710.8 million tonnes, with the outlook for 2015 and 2016 showing signs of reducing further by 0-5% year-on-year (yoy). Developed nations like USA, Germany, South Korea and Japan continued to show growth support during the year. The global steel demand for 2015 and 2016 is forecast to grow by 0.5% and 1.6% respectively to a level of 1.544 and 1.565 billion tonnes. Overall global crude steel production expanded by 1.2%, to 1.66 billion tonnes, from 1.64 billion tonnes in 2013.

A critical point that affected the industry was the slowdown of demand in China. Huge investments in infrastructure had increased Chinese demand from 2000 to 2010. However, as a consequence of the Chinese Government changing its stance to pursue sustainable economic growth, steel demand and supply began slowing down. Cited environmental concerns and curtailing of debt to the indigenous steel industry have led to a number of inefficient and polluting units shutting down operations permanently. This, in tandem with slowing demand due to limitations on infrastructure growth and slowing down of overall consumer sentiments, has effectively pushed down the growth of the Chinese steel industry. Oversupply, falling raw material prices and record high exports have emerged as a result of the same. This scenario is likely to persist in 2015 with a high impact on the global steel trade markets.

STEEL INDUSTRY IN INDIA

In 2014, India retained its position as the 4th largest steel producing country in the world, behind China, Japan and the USA. The crude steel production grew by 2.3% to 83.2 million tonnes, while steel demand grew by 2.2% to 75.3 million tonnes.

The Indian GDP growth expanded to 7.2% in 2014 due to improving economic sentiments post the election of a new government. However, demand at the grass root level remained stagnant and is only expected to pick up from 2015. Consequently, steel demand grew at 2.2% in the year, though the domestic steel industry suffered due to the influx of cheap imported products, especially from China. This led to India becoming a net importer of steel in the year, a trend which had been successfully reversed in 2013. During the year, steel exports from India were at 5.3 million tonnes while imports registered at 7.8 million tonnes. Indian GDP is likely to grow at a rate higher than 7.5% in 2015, while steel demand is expected to grow by 6.2% in the year. The automobile sector is on the path to recovery and likely to grow from 3.8% in 2014 to 11.4% in 2015. Meanwhile, the construction sector is expected to grow by 6.9%, compared to a growth rate of 4.1% in 2014.

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, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange (BSE).

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: 01.09.2015

A. K. Bansal

Proprietor

Membership No: 071088

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, 2015, 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 2015
- b) in the case of Statement of Profit and loss, of the profit for the year ended on that date; and
- 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, 2015 issued by the Central Government of India in term of sub-section (11) of section 143 of the Act (hereinafter referred to the "order") and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, 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, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
 - f. 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/-

A. K. Bansal

Proprietor

Membership No: 071088

Place: New Delhi

Date: 01.09.2015

A. K. VAISH & CO.
CHARTERED ACCOUNTANTS

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

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT :

Referred to in Paragraph 1 under section (Report on Other Legal and Regulatory Requirements, of our report of even date)

- 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.
- 2.1 The inventories have been physically verified at reasonable intervals by the management.
- 2.2 In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- 2.3 In our opinion and according to the information and explanations given to us, the Company is maintaining proper records of its inventories 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) and (b) are not applicable to the company.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
5. According to the information and explanations given to us, the Company has not accepted any deposits in terms of directives issued by Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act and rule framed there under :
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. The company is generally regular in depositing undisputed statutory dues including provident fund, employees state insurance income tax, sales tax, wealth 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, 2015.
- 7.3 In our opinion and according to the information and explanations given to us, amounts required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made thereunder have been transferred to such fund within time.
8. The Company has no accumulated losses at the end of the financial year under audit. The company has not incurred cash losses during the financial year covered by audit and in the immediately preceding financial year.
9. According to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution or bank.
10. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions, the terms and conditions whereof are prejudicial to the interest of the Company.
11. In our opinion and according to the information and explanations given to us, the term loans were utilised for the purposes for which they were obtained.
12. Based upon the audit procedures performed and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year of our audit.

For A. K. Vaish & Co.

Chartered Accountants

Firm Registration No 506691C

Sd/-

A. K. Bansal

Proprietor

Membership No: 071088

Place: New Delhi

Date: 01.09.2015

Balance Sheet as at 31 Mar, 2015

Particulars	Note No.	As at 31 March, 2015 ₹	As at 31 March, 2014 ₹
A EQUITY AND LIABILITIES			
1 Shareholders' funds			
Share capital	3	163,303,570	163,303,570
Reserves and surplus	4	576,133,192	574,258,073
2 Non-current liabilities			
Long-term borrowings	5	49,732,493	62,095,283
Deferred tax liabilities (net)		37,573,070	42,172,763
(Refer Note-2 item 2g of notes of accounts)			
3 Current liabilities			
Short-term borrowings	6	268,425,215	276,989,428
Trade payables	7	113,274,911	124,678,839
Other current liabilities	8	138,905,230	143,501,392
Short-term provisions	9	1,021,572	464,893
TOTAL		1,348,369,253	1,387,464,241
B ASSETS			
1 Non-current assets			
Fixed assets			
Tangible assets	10	266,483,894	322,811,723
Intangible assets		-	-
Capital work-in-progress		56,802,249	36,244,848
2 Current assets			
Current investments	11	195,350,552	232,946,603
Inventories	12	175,720,665	170,851,846
Trade receivables	13	457,479,221	456,656,527
Cash and cash equivalents	14	8,464,584	8,449,759
Short-term loans and advances	15	188,068,088	159,502,935
TOTAL		1,348,369,253	1,387,464,241
General Information	1		
Significant Accounting Policies & Notes on	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
(Director cum CFO)
DIN No: 00063349

Statement of Profit and Loss for the year ended 31 March, 2015

Particulars	Note No.	For the year	For the year
		ended 31 March, 2015	ended 31 March, 2014
		₹	₹
1	Revenue from operations	2,646,549,254	3,046,930,367
	Less: Excise duty	281,450,223	330,526,347
	Revenue from operations (net)	2,365,099,031	2,716,404,020
2	Other income	8,473,869	22,696,913
3	Total revenue (1+2)	2,373,572,900	2,739,100,933
4	Expenses		
	Purchases of stock-in-trade	-	4,031,803
	Cost of materials consumed	1,847,269,265	2,187,405,415
	Changes in inventories	16,580,789	11,724,063
	Employee benefits expenses	38,159,106	38,033,506
	Finance costs	37,121,316	44,583,837
	Other expenses	364,750,342	394,138,720
	Depreciation expense	59,841,167	26,174,471
5	Total expenses	2,363,721,985	2,706,091,815
6	Profit / (Loss) before tax (3-5)	9,850,915	33,009,118
7	Tax expenses:		
	Income Tax	1,874,000	6,592,000
Less	MAT credit	10,230,000	(1,433,909)
	Income Tax of Earlier Years	-	(331,311)
	Wealth Tax	29,002	66,309
	Deferred tax (Refer Note-2 item 2g of notes of account)	(4,599,693)	3,752,348
8	Total tax expenses	7,533,309	8,645,437
9	Profit / (Loss) for the year (6-8)	2,317,606	24,363,681
	Earnings per share (of ₹ 10/- each):		
	Basic and Diluted	0.14	1.49
	General Information	1	
	Significant Accounting Policies & Notes on	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 : 06.06.2015

Cash Flow statement for the year ended 31st March, 2015

(Rs in Lacs)

S. No:	Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
A	Cash Flow from operating activities:		
	Profit Before Taxation	98.51	330.09
	Adjustments for:		
	Depreciation	602.84	261.74
	Interest and Financial Charges	371.21	445.84
	Misc. Expenditure written off	0.00	0.00
	Pre-operative Expenses	0.00	0.00
	Loss / (Profit) on Mutual Fund	(61.10)	(90.11)
	Interest Income & Others	(15.56)	(129.05)
	Dividend Income	(0.13)	(0.20)
	Operating Profit before working capital changes	995.77	818.31
	Decreased (Increase) in Trade Receivables	(8.23)	89.52
	Decreased (Increase) in Inventories	(48.69)	(183.93)
	Decreased (Increase) in Loan & Advances	(285.65)	130.37
	Increase (Decrease) in Current Liabilities and Provisions	(154.44)	598.57
	Cash Generated from operations	498.76	1452.84
	Income Tax paid	(19.03)	(66.58)
	Net cash provided by operating activities	479.73	1386.26
B	Cash flow from investing activities:		
	Proceeds from sale of fixed assets	28.94	1.63
	Sale / (Purchase) of Investments	375.96	(747.88)
	Sale / (Purchase) of Fixed assets and Capital Work in	(274.08)	(436.10)
	Profit / (Loss) on Mutual Fund	61.10	90.11
	Income from Interest	15.56	129.05
	Income from Dividend	0.13	0.20
	Net cash used in investing activities	207.61	(962.99)
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	(106.72)	17.65
	Increase in Long Term Borrowing (Net)	(122.01)	(118.20)
	Increase in Short Term Borrowing (Net)	(85.64)	179.49
	Increase (Decrease) in Unsecured Loan	(1.62)	(164.46)
	Interest Paid	(371.21)	(445.84)
	Net Cash used in Financing Activities	(687.20)	(531.36)
D	Net increase (decrease) in cash and cash equivalents	0.14	(108.09)
E	Cash and Cash Equivalent at the begning of the year	84.50	192.58
F	Cash and Cash Equivalent at the end of the year	84.64	84.49

For and on BEHALF OF THE BOARD OF DIRECTORS

Sd/-	Sd/-	Sd/-
Ashok Kumar Bansal	Kamlesh Kumar Rathi	Anurag Rathi
Proprietor	(Managing Director)	(Whole Time Director)
Membership No. 071088	DIN No: 00112321	DIN No: 00063349

Place : New Delhi
Date : 06.06.2015

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

Rathi Bars Limited

Note (3) Share Capital

Particulars	As at 31 March, 2015	As at 31 March, 2014
	₹	₹
(a) Authorised Share Capital		
1,80,00,000 Equity Shares of ₹ 10 each	180,000,000	180,000,000
(Previous Year : 1,80,00,000 Equity Shares of ₹ 10 each)		
(b) Issued, Subscribed & Paid-up		
1,63,30,357 Equity Shares (Previous Year : 1,63,30,357 Equity Shares) of ₹ 10 each Called-up and Fully Paid-up.	163,303,570	163,303,570
	163,303,570	163,303,570

Terms / rights attached to equity shares

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

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

Particulars	Percentage of Share Holding As at 31 March, 2015	No. of Shares As at 31 March, 2015	Percentage of Share Holding As at 31 March, 2014	No. of Shares As at 31 March, 2014
Equity shares				
1 Shri Anurag Rathi	6.40%	1045649	6.40%	1045649
2 Smt. Parnika Rathi	5.98%	976108	4.51%	735962
		2,021,757.00		1,781,611.00

Note (4)

RESERVES & SURPLUS

Particulars	As at 31 March, 2015	As at 31 March, 2014
	₹	₹
RESERVES & SURPLUS		
a Profit & loss account		
Opening Balance	393,127,711	368,764,029
Add- Surplus as per Profit & loss A/C	2,317,606	24,363,681
	395,445,317	393,127,711
Less Depreciation in respect of assets whose useful life is over	442,487	-
	395,002,830	393,127,711
b Securities Premium Account	178,571,425	178,571,425
c Reserve for deferred taxes	2,558,937	2,558,937
	576,133,192	574,258,073

Note (5)
Long Term Borrowing

Particulars	As at 31 March, 2015	As at 31 March, 2014
	₹	₹
a Term Loan		
Rajasthan State Industrial Development & Investment Corporation Ltd., Jaipur.(Against hypothecation of land, Building, Plant & Machineries & guaranteed by Executive Directors)	14,462,000	24,476,000
b Automobile Loans (Secured by Hypothecation of relevent Vehicle)		
HDFC Bank	-	855,379
Kotak Mahindra Bank Ltd.	746,360	-
ICICI Bank Ltd.	903,203	1,285,358
SBBJ Car Loan A/c	3,819,548	4,694,679
BMW India Financial Services Pvt. Ltd.	4,432,638	5,253,123
c Unsecured Loans (Interest Free)		
Body Corporates & Directors	-	162,000
Security deposits	25,368,744	25,368,744
	49,732,493	62,095,283

Note (6)
Short-term borrowings (working capital limits)

Particulars	As at 31 March, 2015	As at 31 March, 2014
	₹	₹
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)	268,425,215	276,989,428
	268,425,215	276,989,428

Note (7)
Trade payables

Particulars	As at 31 March, 2015	As at 31 March, 2014
	₹	₹
Trade payables	113,274,911	124,678,839
See Notes on Accounts - , Note-2, item 2b (i)		
	113,274,911	124,678,839

Note (8)
Other current liabilities

Particulars	As at 31 March, 2015	As at 31 March, 2014
	₹	₹
Other current liabilities		
Advance received from customers	89,203,929	85,285,760
Interest accrued but not due for Payment	315,422	530,053
Statutory dues (including provident fund and tax deducted at source)	47,029,576	55,989,738
Unclaimed share application money refunds	-	189,980
Other payables (including employee dues)	2,356,303	1,505,861
	138,905,230	143,501,392

Note (9)
Short-term provisions

Particulars	As at 31 March, 2015	As at 31 March, 2014
	₹	₹
Short-term provisions		
Provision for Leave Encashment	68,864	47,760
Provision for Gratuity	952,708	417,133
	1,021,572	464,893

Note-10
Fixed Assets

Particulars	GROSS BLOCK			DEPRECIATION				NET BLOCK			
	As at 01.04.2014 ₹	Addition ₹	Deletion ₹	As at 31.03.2015 ₹	Up to 31.03.2014 ₹	Addition ₹	Retained Earnings ₹	Deduction ₹	Up to 31.03.2015 ₹	As at 31.03.2015 ₹	As at 31.03.2014 ₹
Leashold Land	3,921,141	-	-	3,921,141	-	-	-	-	-	3,921,141	3,921,141
Building	44,363,941	-	-	44,363,941	16,898,224	3,262,618	-	-	20,160,842	24,203,099	27,465,717
Plant & Machinery	453,355,014	6,732,278	-	460,087,292	183,983,083	48,559,085	232,115	-	232,774,283	227,313,009	269,371,931
Tube-well	222,080	-	-	222,080	188,405	-	22,569	-	210,974	11,106	33,675
Furniture	765,281	117,831	-	883,112	465,477	105,940	-	-	571,417	311,695	299,804
Vehicle	29,232,561	-	6,123,363	23,109,198	7,513,106	7,913,524	187,803	3,229,079	12,385,354	10,723,844	21,719,455
	531,860,018	6,850,109	6,123,363	532,586,764	209,048,295	59,841,167	442,487	3,229,079	266,102,870	266,483,894	322,811,723
CWIP	36,244,848	20,557,401	-	56,802,249	-	-	-	-	-	56,802,249	36,244,848
Total	568,104,866	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
Previous Year	527,344,551	43,609,951	2,849,636	568,104,866	185,560,582	26,174,471	-	2,686,758	209,048,295	359,056,571	341,783,969

Note (11)
Current investments

Particulars	As at 31 March, 2015	As at 31 March, 2014
	₹	₹
Current investments		
Trade, Quoted:		
Equity shares	4,662,653	4,982,558
Non Trade, Unquoted:		
a Govt. Securities		
National Saving Certificates	6,045	6,045
b Mutual Funds		
- Growth Option	190,681,854	227,958,000
	195,350,552	232,946,603

Note (12)
Inventories

Particulars	As at 31 March, 2015	As at 31 March, 2014
	₹	₹
Inventories		
Finished goods	84,793,293	92,597,820
Raw material	82,235,837	60,702,719
Stores & spares	5,253,415	5,348,620
Coal	575,183	563,488
Scrap	2,862,937	11,639,199
	175,720,665	170,851,846

Note (13)
Trade receivables

Particulars	As at 31 March, 2015	As at 31 March, 2014
	₹	₹
Trade receivables (Unsecured and considered good unless stated otherwise)		
Outstanding for a period exceeding six months from the due date	17,882,695	17,168,006
Other receivables	439,596,526	439,488,521
	457,479,221	456,656,527

Note (14)
Cash and cash equivalents

Particulars	As at 31 March, 2015	As at 31 March, 2014
	₹	₹
Cash and cash equivalents		
a Cash in hand	1,712,807	1,758,484
b Balances with scheduled banks in current accounts		
in current account	6,674,912	4,785,947
Unclaimed share application money	-	189,980
c Others (Fixed Deposit -Margin Money for LC)	76,865	1,715,348
	8,464,584	8,449,759

Rathi Bars Limited

Note (15)

Short-term loans and advances

Particulars	As at 31 March, 2015	As at 31 March, 2014
	₹	₹
Short-term loans and advances (Unsecured and considered good unless stated otherwise).		
a Advance recoverable in cash or in kind	117,629,810	84,780,356
b Balance with excise and other statutory authorities		
Advance Tax & TDS	37,808,916	28,739,958
Cenvat Credit Receivable	8,477,379	3,667,698
Service Tax credit receivable	926,304	1,140,310
Entry Tax Receivable	-	5,282,527
MAT Credit Entitlement	2,423,770	9,976,994
VAT Credit Receivable	3,878,860	3,440,443
c Security deposits	16,923,049	22,474,649
	188,068,088	159,502,935

Note (16)

Revenue from operations

Particulars	Year	Year
	2014-15	2013-14
	₹	₹
Revenue from operations		
Sale of Steel Bars	2,593,322,323	2,902,638,551
Sale of Ingots / Billets	47,941,735	142,047,212
Other operating revenues	5,285,196	2,244,604
	2,646,549,254	3,046,930,367

Note (17)

Other income

Particulars	Year	Year
	2014-15	2013-14
	₹	₹
Other income		
Interest received on deposits	1,556,225	12,904,768
Miscellaneous Receipts	807,666	781,626
Net gain on sale of current investments	6,109,978	9,010,519
	8,473,869	22,696,913

Note (18)

Cost of materials consumed

Particulars	Year	Year
	2014-15	2013-14
	₹	₹
Cost of materials consumed		
a Ingots / Billets		
Opening stock	31,320,599	11,999,722
Add: Purchases	1,244,599,371	1,349,360,392
Less: Closing stock	53,082,425	31,320,599
material consumed	1,222,837,545	1,330,039,515

(l)

Particulars	Year	
	2014-15	2013-14
	₹	₹
b Scrap / Sponge Iron		
Opening stock	29,382,120	20,435,803
Add: Purchases	624,203,012	866,312,217
Less: Closing stock	29,153,412	29,382,120
material consumed	(II) 624,431,720	857,365,900
Total Material Consumed	(I + II) 1,847,269,265	2,187,405,415

Note (19)
Changes in inventories of finished goods and Scrap

Particulars	Year	
	2014-15	2013-14
	₹	₹
Changes in inventories of finished goods and Scrap		
a OPENING STOCK		
Finished goods	92,597,820	103,676,265
Scrap	11,639,199	12,284,817
	(I) 104,237,019	115,961,082
b CLOSING STOCK		
Finished goods	84,793,293	92,597,820
Scrap	2,862,937	11,639,199
	(II) 87,656,230	104,237,019
c (Increase) / Decrease in stocks	(I - II) 16,580,789	11,724,063

Note (20)
Employee benefits expense

Particulars	Year	
	2014-15	2013-14
	₹	₹
Employee benefits expense		
a contribution to provident fund and other funds	491,734	439,841
b Employees welfare	2,342,205	1,098,498
c Production contract Expenses	24,051,959	27,244,616
d Salaries, wages, bonus & other allowances	11,273,208	9,250,551
	38,159,106	38,033,506

Note (21)
Finance costs

Particulars	Year	
	2014-15	2013-14
	₹	₹
Finance costs		
Interest on :		
Cash Credit	33,081,276	37,154,173
Term Loan	3,743,299	5,312,878
Others	173,792	609,859
Bank Charges	122,949	1,506,927
	37,121,316	44,583,837

Rathi Bars Limited

Note (22)

Other expenses

Particulars	Year	Year
	2014-15	2013-14
	₹	₹
Other expenses		
Administrative charges	78,167	72,385
Advertisement & Selling Expenses	1,247,125	266,316
Auditor's fees	215,000	190,000
Books & periodicals	7,570	6,623
Directors salary	2,400,000	4,800,000
Donation	384,000	631,800
Freight & cartage and consignment expenses	23,767,183	16,350,972
General expenses	2,253,858	2,098,803
Generator Running Expenses	761,032	1,318,040
Increase / (decrease) of excise duty on inventory	(2,347,219)	242,787
Insurance	1,163,297	884,223
Keyman insurance policy	510,058	932,514
Legal & professional charges	1,808,117	1,342,875
Listing Expenses	177,000	119,576
Loss on sale of Vehicles	1,073,618	-
Postage expenses	132,343	117,852
Power and Fuel	262,597,786	287,624,052
Printing & stationery	491,428	535,009
Rates, taxes & fees	743,674	3,940,773
Rent	1,266,000	36,000
Repair and Maintenance:		
Plant & Machinery	1,476,932	1,817,879
Buildings	1,484,712	777,425
Others	1,104,580	710,472
Royalty	-	313,686
Sales Promotion	221,669	1,904,322
Security service charges	831,822	419,015
Security Transaction Tax	-	13,292
Stores and Spares Consumed	53,876,971	59,534,937
Telephone expenses	1,274,575	1,225,550
Travelling & conveyance	2,548,924	2,641,841
Vehicles repair & maintenance	3,200,120	3,269,701
	364,750,342	394,138,720

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

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

Place : New Delhi
 Date : 06.06.2015

Sd/-
Ashok Kumar Bansal
 Proprietor
 Membership No. 071088

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.

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 Operatio

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 ` 12.72 lacs (31st March, 2014: ` 12.14 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, 2015	Year ended on 31 st March, 2014
A Audit Fees	₹ 2,05,000.00	₹ 1,80,000.00
B Fee for Limited Review	₹ 30,000.00	₹ 30,000.00
C Out of Pocket Expenses	₹ 10,000.00	₹ 10,000.00

d. **Expenditure in Foreign Currency:** Nil (Previous Nil)

e. **Related Party Disclosures, as required in terms of Accounting Standard (AS-18) are given below:** (₹ In Lacs)

A. List of Related Parties	Purchase of Goods	Sale of Goods	of	Remuneration / Salary	Inter-corporate Deposits Taken	Refund of Inter-corporate Deposits Taken
1 Key Managerial Personnel						
a Mr. Anupam Rathi	--	--		--	--	1.62
b Mr. Anurag Rathi (Director)	--	--		24.00	--	--
2 Relatives of Key Managerial Personnel						
a Mrs. Parnika Rathi	--	--		12.00	--	--
b Mrs. Nandita Rathi	--	--		12.00	--	--
3 Companies / Associates in which the Key Managerial Personnel and/or their relatives exercise significant influence						
a M/s Rathi Special Steels Ltd.	913.66	408.26		--	--	--

f. **Earning Per Share (EPS):**

Year ended on 31st March, 2015

i Profit after taxation as per Profit and Loss Account (in ₹)	23,17,606.00
ii Weighted Average number of equity shares outstanding	1,63,30,357.00
iii Basic and Diluted earnings per share (in ₹)	0.14

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

<u>Particulars</u>	<u>As on 31.03.2015</u> (Amt. in ₹)	<u>As on 31.03.2014</u> (Amt. in ₹)
Depreciation	4,28,70,060	4,84,60,975
Carried Forward unabsorbed depreciation & Losses	(52,96,990)	(62,88,212)
	<u>3,75,73,070</u>	<u>4,21,72,763</u>
Increase in Deferred Tax Liabilities		45,99,693

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: Nil (Previous Year: Nil)

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

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 No: 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., DP ID*, Client ID* & Name of the Shareholder / Joint holders / Proxy in BLOCK LETTERS to be furnished below)

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

I hereby record my presence at the 22nd Annual General Meeting of the Company, to be held on Wednesday, 30th September, 2015 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.

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 No: 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 22nd Annual General Meeting of the Company, to be held on Wednesday, 30th September, 2015 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 Shri Uddhav Rathi as a Director who retires by rotation.
- 3 Ratification of Appointment of Auditors.

SPECIAL BUSINESS

- 4 Re-Appointment of Shri Kamlesh Kumar Rathi as Managing Director
- 5 Appointment of Shri Anurag Rathi, as Whole Time Director.
- 6 Adoption of new set of Articles of Association.
- 7 Ratification of Cost Auditors Remuneration.

Signed this _____ day of _____ 2015.

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.

WAY FROM NEAREST METRO STATION



Rathi Bars Ltd.

A-24/7

Mathura Rd

Mohan Cooperative Industrial

Estate, 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