



RATHI BARS LIMITED

Regd. Office : A-24/7, Mohan Co-operative Industrial Estate, New Delhi-110044
Ph.: +91-11-43165400, Fax :+91-11- 41679787 Web: www.rathisteels.com
E-mail : rathibars@hotmail.com
CIN : L74899DL1993PLC054781

Date: 30.09.2019

To,
The Listing Manager
Bombay Stock Exchange Limited,
PJ Towers, Dalal Street,
Mumbai- 400001
Scrip Code: 532918

Dear Sir,

Subject: Compliance under Regulation 44(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

The 26th Annual General Meeting ("AGM") of Rathi Bars Limited ("the Company") was held on Monday, 30th September, 2019 at 10:00 A.M (IST) at A-24/8, Mohan Co-operative Industrial Estate, New Delhi-110044.

In this regard, please find enclosed herewith the Voting Results as required under Regulation 44(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and the Report of the Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with rules thereon.

Thanking you,
Yours Truly

For Rathi Bars Limited


(Amit Kumar Mangla)
Company Secretary & Compliance Officer



Enclosure: as above



GOURANSH CHAWLA & COMPANY
COMPANY SECRETARIES

B-805, J.M Aroma, Sector-75, Noida, U.P-201304

Ph.: +91-9873777589, 9643338962

E-mail: csgouranshchawla@gmail.com

REPORT OF SCRUTINIZER

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21 (2) of the Companies (Management and Administration) Rules, 2014]

To

The Chairman

M/s Rathi Bars Limited

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

Subject:- Consolidated Report of Scrutinizer for 26th Annual General Meeting of the Equity Shareholders of the Company Rathi Bars Limited held on 30.09.2019 at 10:00 A.M. at A-24/8, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi-110044.

Dear Sir,

I, Gouransh Chawla, Practicing Company Secretary was appointed as Scrutinizer by the Board of Directors in their meeting held on September 05, 2019 for the purpose of the voting to be taken on the below mentioned resolution(s), at the 26th Annual General Meeting of the Equity Shareholders of the Company Rathi Bars Limited held on Monday, the 30th day of September, 2019 at 10:00 A.M., submit my report as under:

- 1.1 The remote e-voting period was commenced on September 27, 2019 at 09:00 A.M. and closed on September 29, 2019 at 05:00 P.M. (both days inclusive) on the designated website "www.evoting.nsdl.com via NSDL e-Voting platform.
- 1.2 The shareholders of the Company as on cut-off date i.e. 23rd September, 2019 were entitled to avail the facility of remote e-voting in proportion to their shares of the paid up equity share capital of the Company.
- 1.3 The Chairman ordered poll at the AGM as per Rule 20 read with rule 21 of the Companies (Management and Administration) Rules, 2014.
- 1.4 One ballot box kept for polling and was locked in my presence with due identification mark placed by me.
- 1.5 On conclusion of the Annual General Meeting, the detail containing list of shareholders who voted "in favour" or "against" on the resolutions as set out in the notice of the 26th Annual General Meeting of the Company were downloaded from the e-voting website of National Security Depositories Limited (<https://www.evoting.nsdl.com>) and the locked ballot box was subsequently opened in my presence and in the presence of two witnesses who are not in employment of the Company.





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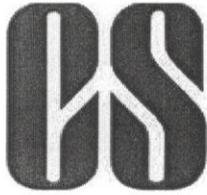
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- 1.6 The poll papers and votes casted through e-voting were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer agents of the Company and the authorizations/proxies lodged with the Company.
- 1.7 The ballots, which were incomplete and/or which were otherwise found defective or where signature of any shareholder(s) did not match with the records were treated as invalid.
- 1.8 The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the rules relating to voting through electronic means on the resolutions contained in the notice. My responsibility as a scrutinizer is restricted to ensure that the voting process is conducted in a fair and transparent manner and make a Scrutinizer's Report of votes cast "in favor "or "against" the resolutions based on the reports generated from the votes cast electronically on e-voting system provided by National Security Depositories Limited, the authorized agency to provide e-voting facility, engaged by the Company.
- 1.9 The poll paper and all other relevant records (unblocked details of e-voting) were sealed and handed over to the Company Secretary of the Company, as authorized by the Board for safe keeping.
- 1.10 Based on the summary of ballot papers on the Poll conducted at the AGM Venue and based on the data downloaded from the official website of the National Securities Depository Limited for the E-Voting process and in accordance with the basis of acceptance and rejection and on proper scrutiny of all the e-votes/ballot paper casted, I report the results as under:

ITEM NO.1: ADOPTION OF STANDALONE FINANCIAL STATEMENTS TOGETHER WITH THE REPORT OF THE DIRECTOR'S AND AUDITOR'S THEREON:-

"RESOLVED THAT the Company's audited Balance Sheet as at 31st March, 2019, the audited Statement of Profit & Loss 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."





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Voted in Favour/against the Ordinary resolution:

Type of Voting	E-voting			Ballot/Poll Paper		
	No. of persons	No. of votes	% of total number of valid votes cast	No. of persons present & voted in person or proxy	No. of votes	% of total number of valid votes cast
Votes cast in Favour	29	1,02,15,046	99.98	54	6,081	100.00
Votes cast Against	3	1,720	0.02	0	0	0
Invalid Votes	0	0	0	0	0	0
Total	32	1,02,16,766	100.00	54	6,081	100.00

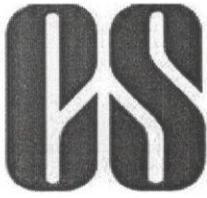
ITEM NO.2: APPOINTMENT OF DIRECTOR IN PLACE OF RETIRING DIRECTOR:-

“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.”

Voted in Favour/against the Ordinary resolution:

Type of Voting	E-voting			Ballot/Poll Paper		
	No. of persons	No. of votes	% of total number of valid votes cast	No. of persons present & voted in person or proxy	No. of votes	% of total number of valid votes cast
Votes cast in Favour	29	1,02,15,046	99.98	54	6,081	100.00
Votes cast Against	3	1,720	0.02	0	0	0
Invalid Votes	0	0	0	0	0	0
Total	32	1,02,16,766	100.00	54	6,081	100.00





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SPECIAL BUSINESS:

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

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

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

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

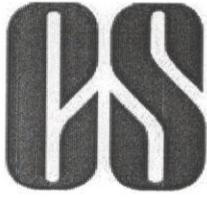
Voted in Favour/against the Ordinary resolution:

Type of Voting	E-voting			Ballot/Poll Paper		
	No. of persons	No. of votes	% of total number of valid votes cast	No. of persons present & voted in person or proxy	No. of votes	% of total number of valid votes cast
Votes cast in Favour	29	1,02,15,046	99.98	54	6,081	100.00
Votes cast Against	3	1,720	0.02	0	0	0
Invalid Votes	0	0	0	0	0	0
Total	32	1,02,16,766	100.00	54	6,081	100.00

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

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





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"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, Mr. Binod Kumar Maheshwari (DIN: 00469637) who was appointed as an Independent Director of the Company at the 21st Annual General Meeting of the Company held on 30th September 2014 and who holds office of the Independent Director up to 29th September, 2019 and is eligible for being re-appointment as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold for a second term of 5 consecutive years."

Voted in Favour/against the Special Resolution:

Type of Voting	E-voting			Ballot/Poll Paper		
	No. of persons	No. of votes	% of total number of valid votes cast	No. of persons present & voted in person or proxy	No. of votes	% of total number of valid votes cast
Votes cast in Favour	29	1,02,15,046	99.98	54	6,081	100.00
Votes cast Against	3	1,720	0.02	0	0	0
Invalid Votes	0	0	0	0	0	0
Total	32	1,02,16,766	100.00	54	6,081	100.00

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

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, Mr. Ashok Kumar Garg (DIN: 00378643) who was appointed as an Independent Director of the Company at the 21st Annual General Meeting of the Company held on 30th September 2014 and who holds office of the Independent Director up to 29th September, 2019 and is eligible for being re-appointment as an Independent Director, be and is hereby re-appointed as an Independent Director of





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the Company, not liable to retire by rotation, to hold for a second term of 5 consecutive years."

Voted in Favour/against the Special Resolution:

Type of Voting	E-voting			Ballot/Poll Paper		
	No. of persons	No. of votes	% of total number of valid votes cast	No. of persons present & voted in person or proxy	No. of votes	% of total number of valid votes cast
Votes cast in Favour	29	1,02,15,046	99.98	54	6,081	100.00
Votes cast Against	3	1,720	0.02	0	0	0
Invalid Votes	0	0	0	0	0	0
Total	32	1,02,16,766	100.00	54	6,081	100.00

ITEM NO. 6: APPROVAL OF RELATED PARTY TRANSACTIONS WITH RATHI SPECIAL STEELS LIMITED:-

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

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

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





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deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution."

Voted in Favour/against the Special Resolution:

Type of Voting	E-voting			Ballot/Poll Paper		
	No. of persons	No. of votes	% of total number of valid votes cast	No. of persons present & voted in person or proxy	No. of votes	% of total number of valid votes cast
Votes cast in Favour	29	1,02,15,046	99.98	50	4,811	79.12
Votes cast Against	3	1,720	0.02	4	1270	20.18
Invalid Votes	0	0	0	0	0	0
Total	32	1,02,16,766	100.00	54	6,081	100.00

ITEM NO. 7: APPROVAL OF RELATED PARTY TRANSACTIONS WITH BHIWADI IRON PRIVATE LIMITED:-

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

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

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





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deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution."

Voted in Favour/against the Special Resolution:

Type of Voting	E-voting			Ballot/Poll Paper		
	No. of persons	No. of votes	% of total number of valid votes cast	No. of persons present & voted in person or proxy	No. of votes	% of total number of valid votes cast
Votes cast in Favour	29	1,02,15,046	99.98	50	4,811	79.12
Votes cast Against	3	1,720	0.02	4	1270	20.18
Invalid Votes	0	0	0	0	0	0
Total	32	1,02,16,766	100.00	54	6,081	100.00

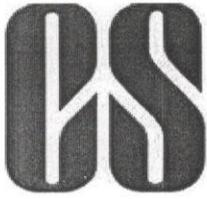
ITEM NO. 8: APPROVAL OF RELATED PARTY TRANSACTIONS WITH BALAJI STEEL ENTERPRISES:-

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

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

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





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deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution."

Voted in Favour/against the Special Resolution:

Type of Voting	E-voting			Ballot/Poll Paper		
	No. of persons	No. of votes	% of total number of valid votes cast	No. of persons present & voted in person or proxy	No. of votes	% of total number of valid votes cast
Votes cast in Favour	29	1,02,15,046	99.98	50	4,811	79.12
Votes cast Against	3	1,720	0.02	4	1270	20.18
Invalid Votes	0	0	0	0	0	0
Total	32	1,02,16,766	100.00	54	6,081	100.00

ITEM NO.9: RATIFICATION OF COST AUDITOR'S REMUNERATION:-

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

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

Voted in Favour/against the Ordinary resolution:

Type of Voting	E-voting			Ballot/Poll Paper		
	No. of persons	No. of votes	% of total number of valid votes cast	No. of persons present & voted in person or proxy	No. of votes	% of total number of valid votes cast





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Votes cast in Favour	29	1,02,15,046	99.98	54	6,081	100.00
Votes cast Against	3	1,720	0.02	0	0	0
Invalid Votes	0	0	0	0	0	0
Total	32	1,02,16,766	100.00	54	6,081	100.00

RECOMMENDATION:

All the resolutions having secured requisites majority of votes, the respective resolutions may be considered to have been passed.

Thanking You,

**FOR GOURANSH CHAWLA & COMPANY
COMPANY SECRETARIES**



Gouransh Chawla
Scrutinizer
CP No. 16972
ACS 45390

Date:- 30.09.2019

Place:- Noida, U.P