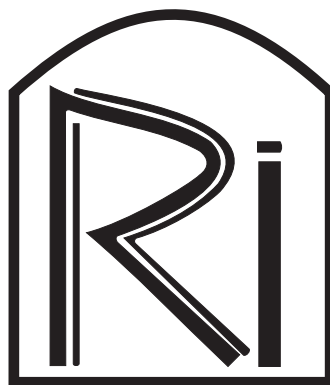


29th Annual Report

2020-21



RATHI INDUSTRIES LIMITED





RATHI INDUSTRIES LTD.

BOARD OF DIRECTORS

Mr. Sangram Singh
Mr. Vinay Rathi
Mr. Vikas Rathi
Mr. Abhishek Bhattar
Ms. Mona Gupta
Mr. Ghanshyam Tiwari

CIN : L74899DL1991PLC046570

CHIEF FINANCIAL OFFICER

Mr. Vinay Rathi

COMPANY SECRETARY

Mr. Parveen Sharma

REGISTERED OFFICE

A-24/6, Mohan Co-operative Industrial Estate
Mathura Road, New Delhi-110044
Phone No.: 011-46569307, Fax No.: 011-46569307
E-mail id : rathiindustriesltd@rediffmail.com
Website : www.rathistelmax.com

CORP. OFFICE/WORKS

Plot No. 1319, G.T.Road, Chhapraulla,
Gautam Budh Nagar (U.P.)-201009
Phone No.: 091-9311554411,

BANKERS

The Jammu & Kashmir Bank, Connaught Circus, New Delhi.
Bank of Baroda, Parliament Street, New Delhi.

STATUTORY AUDITORS

Gupta Verma & Sethi
(Chartered Accountants)
304, Delhi Chamber,
3453, Delhi Gate, New Delhi-110 002

SHARE TRANSFER AGENT

Skyline Financial Services Pvt. Ltd.
D-153A, Okhla Industrial Area, Phase-1,
New Delhi-110020
Phone No.: 011-26812682, Fax No.: 011-30857562
E-mail : suchitra@skylinerta.com
Website : www.skylinerta.com

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RATHI INDUSTRIES LTD.

NOTICE

Notice is hereby given that the 29th Annual General Meeting of the shareholders of Rathi Industries Limited will be held on Thursday, the 30th day of September, 2021 at 3.00 p.m at its registered office situated at A-24/6, Mohan Co-operative Indl. Estate, Mathura Road, New Delhi-110044 to transact the following businesses:

(A) ORDINARY BUSINESS:

1. Adoption of Financial Statements:

To receive, consider and adopt the Standalone Audited Financial Statements of the Company as at 31st March, 2021 together with the Report of the Directors and Auditors thereon.

2. Appointment of Mr. Vikas Rathi as a Director liable to retire by rotation:

To appoint a Director in place of Mr. Vikas Rathi (DIN: 01188409), who retires by rotation and being eligible, offers himself for re-appointment.

(B) SPECIAL BUSINESS:

3. Ratification of Remuneration of Cost Auditor:

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 148(3) and such other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Avnesh Jain & Co. Cost Accountants, appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March 2022, be paid a remuneration of Rs. 35,000/- (Rupees Thirty Five Thousands only) including Taxes as applicable in addition to reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Auditors in connection with the audit, as recommended by the Audit Committee and approved by the Board.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to above Resolution.”

By order of the Board of Directors
For **Rathi Industries Limited**

Place: Chhapraula
Date: Sept. 07, 2021

Sangram Singh
(Whole Time Director)
DIN: 01188132



RATHI INDUSTRIES LTD.

NOTES:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and to vote on a poll instead of himself/herself and the proxy need not be a member of the company.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Provided that a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. The proxies in order to be effective must be received at the company's registered office at A-24/6, Mohan Co-operative Indl. Estate, Mathura Road, New Delhi-110044 not less than 48 hours before the time fixed for the meeting. The proxy form and admission slip are enclosed.
4. A proxy shall not have right to speak at AGM and shall not be entitled to vote except on poll.
5. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Special businesses at items No. 3 is annexed.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from 22.09.2021 to 30.09.2021 (both days inclusive) in terms of Section 91 of the Companies Act, 2013.
7. Equity Shares of the Company are under compulsory demat trading by all investors. Those shareholders who have not dematerialized their shareholding are advised to dematerialize the same to avoid any inconvenience in future.
8. All documents referred to in the accompanying notice are available for inspection by the members at the registered office of the Company during normal business hours 9.30 a.m. to 6.00 p.m. on all working days, except Saturdays till the date of AGM.
9. Members are requested to send their queries, if any, to reach the company's Registered office at least 10 days before the date of AGM, so that, information can be made available at the meeting.
10. Copies of Annual Report 2021 and the notice of 29th AGM are being sent by electronic mode to all members whose email addresses are registered with the company/RTA, unless a member has requested for a hard copy of the same.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of KYC Documents by every participant in securities market. Members are requested to submit their KYC details to the Registrars and Transfer Agents (RTA) M/s Skyline Financial Services Private Limited.
12. In terms of sections 101 and 136 of the Act, read with the rules made thereunder, the listed companies may send the notice of AGM and the annual report, including financial statements, boards' report, etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, SEBI Circular dated 12 May 2020, Notice of 29th AGM along with the Annual Report for FY2021 is being



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sent only through electronic mode to those members whose email addresses are registered with the Company/depositories. Members may note that the Notice and Annual Report for FY2021 will also be available on the Company's website at www.rathistelmax.com and website of the stock exchange i.e., Metropolitan Stock Exchange India Limited at www.msei.in.

13. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the rules framed thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e- Voting services provided by Central Depository Services Limited /Skyline Financial Services Private Limited on all the resolutions set forth in the Notice.
14. Shareholders having multiple folios are requested to write to the RTA for consolidation of the Folios to save the administrative or servicing cost.
15. In pursuant to Section 72 of the Companies Act, 2013, Shareholders holding shares in the company, singly or jointly, may nominate in the prescribed manner, a person to whom all the rights in the shares of the Company shall vest in the event of death of the sole/ all joint shareholders. Shareholders may send their nomination in the prescribed form, duly filled in, to the Company.

Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013

ITEM NO. 3

The Board has, at the recommendation of the Audit Committee, approved the appointment and remuneration of M/s Avnesh Jain & Co., Cost Accountants (Firm Registration No. 101048) to conduct the audit of the Cost records of the Company for the financial year ending 31st March, 2022. In terms of section 148 and other applicable provisions, if any of the Companies Act, 2013 and the rules made there under, the remuneration payable to Cost Auditors has to be approved/ratified by the shareholders of the Company.

In light of above, you are requested to accord your approval to the Ordinary Resolution as set out at Agenda Item No. 3 of the accompanying Notice.

None of Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise in the proposed resolution.

By order of the Board of Directors
For **Rathi Industries Limited**

Place: Chhapraula
Date: Sept. 07, 2021

Sangram Singh
(Whole Time Director)
DIN: 01188132



RATHI INDUSTRIES LTD.

DIRECTOR'S REPORT

Dear Members,
Rathi Industries Limited

Your Company's Directors are pleased to present before you the 29th Annual Report together with the Audited Financial Statements of your Company for the financial year ended 31st March, 2021.

1. FINANCIAL RESULTS:

(Rs. in Lacs)

Particulars	2020-21	2019-20
Sales	45580.55	68465.30
Profit/(Loss) before Depreciation	1156.88	1163.67
Less: Depreciation	733.68	541.85
Operative Profit/(Loss) before exceptional items	423.20	621.82
Less: Exceptional Items	43.02	357.97
Profit/(Loss) before tax	380.18	263.85
Less: Provision for Income Tax/MAT	63.46	45.28
Deferred Tax	53.73	92.46
Net Profit/(Loss) after Tax	262.99	126.12
Other Comprehensive Income	0.00	0.00
Total comprehensive income for the year	262.99	126.12

2. FINANCIAL REVIEW & OUTLOOK

During the year the Company has achieved sales turnover of Rs. 45580.55 Lacs. There is slightly decrease in Sales Turnover as compared to previous year's sales turnover of Rs. 68465.30 Lacs due to the Impact of Covid-19 on the worldwide economy. Your Company has also registered the profit before tax of Rs. 262.99 Lacs as compared to previous year profit before tax of Rs. 126.12 Lacs. Outlook of the business has been discussed in detail in the "Management Discussion and Analysis" which forms a part of this Annual Report. The COVID-19 pandemic has severely affected economies and industries globally and the steel industry is no exception. Therefore, outlook for the steel industry includes scenarios regarding the pandemic's speed of propagation, possible recurrence, near-term impact of measures being taken to contain the outbreak, and the effectiveness of the stimulus announced by the Governments of various nations.

3. DIVIDEND

In order to preserve the resources, your Directors do not recommend any dividend for the current financial year.

4. TRANSFER OF PROFITS TO RESERVES

Your Directors have decided not to transfer any amount to General Reserves and to carry forward the entire surplus under the Statement of Profit & Loss.



RATHI INDUSTRIES LTD.

5. HEALTH, SAFETY AND ENVIRONMENTAL PROTECTION

Your company has complied with all the applicable environmental and labour laws. The company has been taking all necessary measures to protect the environment and maximize health protection and safety of workers.

6. ISO CERTIFICATION

Your Company is an **ISO 9001:2000 & 14001** certified Company, which is internationally recognized for the production, control and other qualities.

7. SHARE CAPITAL

The Company has not issued any equity shares, sweat equity shares or employee stock option during the year.

8. NUMBER OF MEETINGS OF THE BOARD

During the year under review, The Board duly met 6 times in financial year 2020-21. The intervening gap between two consecutive Board Meetings was within the period prescribed under the Companies Act, 2013.

9. CHANGE IN THE NATURE OF BUSINESS, IF ANY

During the year your Company has not changed the nature of its business.

10. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF FINANCIAL YEAR TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF REPORT

There is no material changes and commitments 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.

11. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has in place adequate internal control systems commensurate with the size of its operations. Internal control systems comprising of policies and procedures are designed to ensure sound management of your company's operations, safekeeping of its assets, optimal utilization of resources, reliability of its financial information and compliance. Clearly defined roles & responsibilities have been instituted.

12. MATERIAL ORDERS BY GOVERNING AUTHORITIES

There were no significant or material orders passed by any governing authority of the Company including regulators, courts or tribunals which could impact the going concern status and Company's operations in future.

13. STATUTORY AUDITORS

The members are informed that pursuant to the provisions of Section 139 read with the Companies (Audit and Auditors) Rules, 2014, M/s. Gupta Verma & Sethi, Chartered Accountants (FRN: 002605N) was appointed as Statutory Auditor for the term of five years i.e. from the conclusion of 25th Annual General Meeting till conclusion of 30th Annual General Meeting.



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In view of above, M/s. Gupta Verma & Sethi, Chartered Accountants will be the Statutory Auditor of the Company from the conclusion of 29th Annual General Meeting till the conclusion of 30th Annual General Meeting. M/s. Gupta Verma & Sethi, Chartered Accountants has expressed its willingness to act as Statutory Auditor of the Company and has provided the requisite documents as required under the Act.

14. COST RECORDS & AUDITORS

In pursuance of Section 148 of the Companies Act, 2013, the Board of Directors of the company has on the recommendation of the Audit Committee, approved the appointment of M/s. Avnesh Jain & Co., Jaipur having Firm Registration No.101048 as the Cost Auditors of the Company to conduct Cost Audit pertaining to relevant products prescribed under the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time for the year ending 31st March, 2022.

M/s. Avnesh Jain & Co. has vast experience in the field of Cost audit and has conducted the audit of Cost record of the Company for the past several years.

15. SECRETARIAL AUDITORS

In pursuance of Section 204(1) of the Companies Act 2013 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Board of Directors has appointed Ms. Preeti Gupta, Practicing Company Secretary (Membership No. 43593, C.O.P. No. 23625) as Secretarial Auditor to conduct Secretarial Audit of the Company for financial year 2020-21 and their report is annexed to this Board Reports.

16. EXPLANATION OR COMMENTS BY THE BOARD ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE

(A) BY STATUTORY AUDITOR

The members are informed that there were no qualifications, reservation or adverse remark or disclaimer made by Statutory Auditor in the Audit Report. Hence no explanation/comments are required to be given by the Board.

(B) BY COST AUDITOR

The members are informed that there were no qualifications, reservation or adverse remark or disclaimer made by Cost Auditor in the Audit Report. Hence no explanation/comments are required to be given by the Board.

(C) BY THE SECRETARIAL AUDITOR IN THEIR SECRETARIAL AUDIT REPORT

The members are informed that Secretarial Auditor in the Secretarial Audit Report gave observation regarding non-compliance of the Provisions SEBI (LODR) Regulations 2015. As we all are aware that in Q1 2020-21 pandemic Covid-19 has stopped the global lifecycle. Due to which the management was not able to comply with some of compliances under SEBI (LODR) Regulations 2015 within timeline but later on complied with same and the penalty levied by Stock Exchange has been waived off due to unavoidable circumstances of non-compliances.



RATHI INDUSTRIES LTD.

17. MANAGERIAL REMUNERATION

Pursuant to Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, there has been no employee employed by the company either for whole or part of the year drawing remuneration in excess Rs. 8,50,000/- per month or Rs. 1,02,00,000/- in a year. Other information's are as under:-

(A) Ratio of Remuneration of each Director to median remuneration of Employees

- (i) Ratio of remuneration of Mr. Sangram Singh to median remuneration of employees during the year was 3.09:1
- (ii) Ratio of remuneration of Mr. Vinay Rathi to median remuneration of employees during the year was 24.75:1
- (iii) Ratio of remuneration of Mr. Vikas Rathi to median remuneration of employees during the year was 24.75:1

(B) Percentage increase in the remuneration of employees

There was no increase in the median remuneration of employees in the financial year 2020-21.

(C) Ratio of remuneration of highest paid employee if it exceeds remuneration of highest paid Director

There was no employee of the company who had been paid remuneration more than the highest remuneration paid to the directors of the company.

(D) Policy Compliance affirmation

The remuneration to Directors and KMP is as per the nomination and remuneration policy of the company.

18. DIRECTORS

(A) Directors retiring by rotation

Mr. Vikas Rathi, (DIN: 01188409) Executive director, who retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment to the office of Directors on the Board of your company.

(B) Appointment & Cessation of Director & KMPs

Ms. Sangeeta Garg (DIN:07269350) has ceased to be an Independent Director of the Company w.e.f. 24.08.2020 due to completion of her tenure of 5 years and not being re-appointed by the Members of the Company.

Ms. Mona Garg (DIN: 08893032) was appointed as Non-executive Independent Director of the Company w.e.f. 15.09.2020 for a period of 5 years.



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(C) Statement on declaration given by Independent Directors

The members are informed that the Independent Directors Mr. Abhishek Bhattar, Mr. Ghanshyam Tiwari, Ms. Sangeeta Garg & Ms. Mona Gupta have given a declaration that they meet the criteria of independence as provided in sub-section 6 of the Section 149 of the Companies Act, 2013.

The Board of the company also confirms that the above Independent Directors fulfill the criteria of being Independent Director as specified under the provisions of the Companies Act, 2013.

(D) Formal Annual Evaluation

Pursuant to the provisions of the Act and the corporate governance requirements as prescribed by SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015, (“the Listing Regulations”) the Board of Directors has carried out an annual evaluation of its own performance and that of its Committees and individual Directors.

19. DISCLOSURE REGARDING SUBSIDIARIES, JOINT VENTURE OR ASSOCIATE COMPANIES

The Company does not have any subsidiary, joint venture or associate company. During the year also there were no companies which have become or ceased to be your Company's subsidiary, joint venture or associate company.

20. CORPORATE GOVERNANCE

Your Directors reaffirm their commitment to good corporate governance practices. During the year under review, your Company was in compliance with the provisions relating to corporate governance as provided under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations). The Compliance Report is provided in the Corporate Governance section of this Annual Report. The Certificate on compliance with the conditions of Corporate Governance of the Listing Regulations is also included in the Annual Report.

21. DEPOSITS

During the year the company has not accepted any deposit from the members or the general public under the Companies Act, 2013.

22. ANNUAL RETURN

Pursuant to Section 92(3) of the Act, the Annual Return as on March 31, 2021 is available on Companies website on <https://www.rathistelmax.com/documents/investors/annual-return-20-21.pdf>

23. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the year the company had not entered into any transaction of loan, investment and under Section 186 of the Companies Act, 2013.



RATHI INDUSTRIES LTD.

During the year the Company has provided Corporate Guarantee of Rs. 24,21,00,000/- to Satvik Logistics LLP after the approval of Members.

24. DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013 the directors confirm that in preparation of Annual Accounts:

- (a) the applicable Indian accounting standards have been followed along with proper explanation relating to material departures,
- (b) appropriate accounting policies have been selected and applied consistently, judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period,
- (c) proper and sufficient care has been taken for 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,
- (d) the annual accounts have been prepared on a going concern basis,
- (e) proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively, and
- (f) proper internal financial controls were laid down and that such internal financial controls are adequate and were operating effectively.

25. MANAGEMENT DISCUSSION AND ANALYSIS

As per the provisions of Regulation 34 of the LODR a detailed review by the Management of the business operations of the Company is presented under separate section "Management Discussion and Analysis" which forms a part of this Annual Report. The MD&A Report captures your Company's performance, industry trends and other material changes with respect to your Company.

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

(A) Conservation of energy

The company has a dedicated technical team to make continued efforts for conservation of energy. Your Company is continuously looking for new ways of conservation of energy and wastes minimization for the protection of environment. The eco-friendly initiatives adopted by your company are:

- (i) Implementing energy conservation schemes.
- (ii) Awareness programmes for employees at all levels and for community
- (iii) Tree Plantation Campaigns.
- (iv) Promoting the use of alternative fuels and materials.



RATHI INDUSTRIES LTD.

Total energy consumption and energy consumption per unit of production as in respect of industry mentioned below:

S. No.	Particulars	Financial Year (2020-21)	Financial Year (2019-20)
1	Electricity (Purchased) Unit Total Amount Rate/Unit	1,60,82,000 Units Rs. 132,435,678/- Rs. 8.24/Unit	2,55,09,800 Units Rs. 196,649,263/- Rs. 7.71/Unit
2	Furnace Oil Qty. Total Amount Rate/Unit	622945 Kgs Rs. 20,511,120/- Rs. 32.93/- Kg.	2363815 Kgs Rs. 80,346,645/- Rs. 33.99/- Kg.
3	Coal Unit Total Amount Rate/Unit	4899.33 MT Rs. 49,920,106/- Rs. 7246/- per MT	7464.200 MT Rs. 60,959,730/- Rs. 8167/- per MT
4	Husk Unit Total Amount Rate/Unit	Nil	14037.340/MT Rs. 8,53,12,353/- Rs. 6077.53/- MT

(B) Technology absorption

The company is putting continuous efforts in acquisition, development and utilization of technological knowledge through its wide advance engineering project portfolio. The projects in the advance engineering portfolio are focused around the technologies and innovations which the company might need in the years to come and the current thrust areas. The company took initiatives by various interventions to improve upon the performance, refinement, meeting and exceeding the current prevalent norms of emission, fuel economy and reduction in cost of the product. The Company is also pursuing various initiatives to enable the existing and further improvement in efficiencies in manufacturing and growth of business.

(C) Foreign exchange earnings and outgo

The company has neither earned nor any outgo of foreign exchange during the year.

27. CORPORATE SOCIAL RESPONSIBILITY (CSR) OF THE COMPANY

Pursuant to the provision of Section 135 of the Companies Act, 2013, your company has constituted CSR Committee for the purpose of undertaken CSR Activities. Annual Report on CSR has been annexed to Director's Report.

28. STATEMENT ON RISK MANAGEMENT POLICY

The Board of Directors has developed and implemented a risk management policy for the company. A risk management committee has also been formed for identification and assessment of risks and



RATHI INDUSTRIES LTD.

minimization of risks by adopting various measures. The Company has taken proper initiatives to mitigate risks.

29. RELATED PARTY TRANSACTIONS OR ARRANGEMENTS

All related party transactions that were entered into during the financial year were in the ordinary course of business. There were no materially significant related party transactions which were transacted by the Company with any of the Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with the interest of your Company.

30. POLICY ON PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The board of directors of your company has also laid down a policy on prevention of sexual harassment at workplace. The company is committed to providing equal opportunities without regard to their caste, sex, religion, color, disability etc; during the year the company did not receive any complaint under the said policy.

31. PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND DIRECTORS

The Board has established a comprehensive process to evaluate the performance of the Board, its Committees and of individual directors. The performance evaluation matrix defining the criteria of evaluation for each of the above has been put in place. The performance evaluation of the Independent Directors was carried out by the other members of the Board (excluding the Director being evaluated).

32. ACKNOWLEDGEMENTS

Your Board places on record sincere gratitude and appreciation for all the employees who had, mostly through remote working, during the pandemic time delivered as per organisational requirements. The Board conveys its appreciation for its customers, vendors, investors, bankers, end users, dealers, distributors, business partners and other business constituents during the year under review. We also thank the support received from various government and regulatory authorities.

By order of the Board of Directors
For **Rathi Industries Limited**

Place: Chhapraula
Date: Sept. 07, 2021

Vinay Rathi
(Director & CFO)
DIN: 00137502

Sangram Singh
(Whole Time Director)
DIN: 01188132



RATHI INDUSTRIES LTD.

Annexure to Director's Report

Form No. MR- 3

Secretarial Audit Report

For the financial year ended 31st March, 2021

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

To,
The Members,
Rathi Industries Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Rathi Industries Limited** (hereinafter called 'the company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2021 ("Audit Period") 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:

I have examined the books, papers, minute books, forms and returns filed and other records made available to me & maintained by the company for the financial year ended on March 31, 2021 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable as Company neither have any FDI, ECB nor made any ODI during the Audit Period)
- (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 (Listing Obligations & Disclosure Requirements) Regulations, 2015.
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time;
 - (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time;
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. (Not applicable as the Company did not issue any security during the financial year under review).
 - (e) The Securities & Exchange Board of India ((Registrars to an Issue and Share Transfer



RATHI INDUSTRIES LTD.

- Agents) Regulations, 1993 regarding the Companies Act and dealing with the Client;
- (f) The other regulations of Securities and Exchange Board of India as may be applicable to the company.
- (vi) Other laws applicable specifically to the company as per the representation made by the company namely.
- (a) Air (Prevention and Control of Pollution) Act, 1981 and the rules and standards made there under.
- (b) Water (Prevention and Control of Pollution) Act, 1974 and Water (Prevention and Control of Pollution) Rules, 1975
- (c) Environment Protection Act, 1986 and the rules, notifications issued there under.
- (d) Factories Act, 1948 and allied State Laws.

I have also examined compliance with the applicable clauses of the following:-

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.
- (ii) The Listing Agreement entered into by the company with Metropolitan Stock Exchange of India Limited (MSEI) read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that:

1. 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.
2. Adequate notice was 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.
3. Majority decision is carried through while the dissenting members' view are captured and recorded as part of the minutes.

I 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.

I further report that during the audit period the company has no instances of:

- Public/Rights/Preferential issue of shares/debentures/sweat equity, etc.
- Redemption/buy back of securities.
- Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.
- Merger/amalgamation/reconstruction etc.
- Foreign technical collaborations.



RATHI INDUSTRIES LTD.

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

1. The below mentioned fines/penalty were levied by Metropolitan Stock Exchange of India (Exchange) for the non-compliances of (Listing Obligations & Disclosure Requirements) Regulations, 2015:

Sr. No.	Action taken by	Details of violation	Details of actions taken e.g. fines, warning letter, debarment etc.	Observation/Remarks of the Practicing Company Secretary, if any.
1	Metropolitan Stock Exchange of India (Exchange)	Non –Filing of Financial Results u/r 33 of SEBI LODR, 2015	A fine of Rs. 1,53,400/- was levied by the Exchange	The fine levied by exchange has been waived off on representation made by company.
2	Metropolitan Stock Exchange of India (Exchange)	Intimation of Board Meeting u/r 29(2)/(29(3) of SEBI LODR, 2015	A fine of Rs. 11,800/- was levied by the Exchange	The fine levied by exchange has been waived off on representation made by company.
3	Metropolitan Stock Exchange of India (Exchange)	Non Compliance of Reg. 23(9) of SEBI LODR, 2015	A fine of Rs. 3,71,700/- was levied by the Exchange & demat accounts of promoters were also freeze due to non-payment of fine	The waiver request made by Company for non-compliance of Reg. 23(9) due to unavoidable circumstances is under process with Exchange due to locked-down.

CS Preeti Gupta
(Practicing Company Secretary)
ACS No. 43593
C. P. No. 23625
UDIN: A043593C000275077

Place: Varanasi
Date: 11th May, 2021

Note: (This Report is to be read with my letter of even date which is annexed as “Annexure A” and forms an integral part of this report.)



RATHI INDUSTRIES LTD.

'Annexure A'

To,
The Members,
Rathi Industries Limited

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

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

Place: Varanasi
Date: 11th May, 2021

CS Preeti Gupta
(Practicing Company Secretary)
ACS No. 43593
C. P. No. 23625
UDIN: A043593C000275077



RATHI INDUSTRIES LTD.

Secretarial Compliance Report of Rathi Industries Limited

For the year ended 31st March, 2021

{Under Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015}

I have examined:

- (a) all the documents and records made available to me and explanation provided by **Rathi Industries Limited** ("the listed entity")
- (b) the filings/ submissions made by the listed entity to the stock exchanges
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended March 31, 2021 ("Review Period") in respect of compliance with the provisions of:

- A. The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, Circulars, guidelines issued thereunder; and
- B. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- A. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- B. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable to the Company during the Audit Period)
- C. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- D. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable to the Company during the Audit Period)
- E. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not Applicable to the Company during the Audit Period)
- F. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable to the Company during the Audit Period)
- G. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not Applicable to the Company during the Audit Period)



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H. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018 {To the extent applicable);
and based on the above examination, I hereby report that, during the Review Period:

- a. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/Circulations/guidelines/ including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
1	Non –Filing of Financial Results u/r 33 of SEBI LODR, 2015	Filed with delay	The compliance was delayed due to nationwide locked down and office premises were in containment zone
2	Intimation of Board Meeting u/r 29(2)/(29(3) of SEBI LODR, 2015	Filed with delay	The compliance was delayed due to nationwide locked down and office premises were in containment zone
3	Non Compliance of Reg. 23(9) of SEBI LODR, 2015	Filed with delay	The compliance was delayed due to un-availability of auditor & covid positivity of staff & promoters.

- b. The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.
- c. The following are the details of actions taken against the listed entity/its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder:



RATHI INDUSTRIES LTD.

Sr. No.	Action taken by	Details of violation	Details of actions taken e.g. fines, warning letter, debarment etc.	Observation/Remarks of the Practicing Company Secretary, if any.
1	Metropolitan Stock Exchange of India (Exchange)	Non –Filing of Financial Results u/r 33 of SEBI LODR, 2015	A fine of Rs. 1,53,400/- was levied by the Exchange	The fine levied by exchange has been waived off on representation made by company.
2	Metropolitan Stock Exchange of India (Exchange)	Intimation of Board Meeting u/r 29(2)/(29(3) of SEBI LODR, 2015	A fine of Rs. 11,800/- was levied by the Exchange	The fine levied by exchange has been waived off on representation made by company.
3	Metropolitan Stock Exchange of India (Exchange)	Non Compliance of Reg. 23(9) of SEBI LODR, 2015	A fine of Rs. 3,71,700/- was levied by the Exchange & demat accounts of promoters were also freeze due to non-payment of fine	The waiver request made by Company for non-compliance of Reg. 23(9) due to unavoidable circumstances is under process with Exchange due to locked-down.

- d. The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial Compliance Report for the year ended (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable during the year under review				

Place: Varanasi
Date: 11th May, 2021

ACS Preeti Gupta
(Practicing Company Secretary)
ACS No. 43593
C.P. No. 23625
UDIN: A043593C000275099



RATHI INDUSTRIES LTD.

Annual Report on CSR Activities of the Company

[Pursuant to Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended.]

1. Brief outline on CSR Policy of the Company

The Company's CSR Policy has been framed within the objectives prescribed under Schedule VII of the Companies Act, 2013 as per the following Vision and Objective:

1. Vision:

Through Rathi Industries Limited ("the Company") long standing commitment to service to the society, we strive to attain leadership in our business through a socially and environmentally responsible way, while taking care of the interests of our stakeholders, through partnering with various Govt. authorities or otherwise, directly or indirectly through any approved trust/ NGO, in India.

2. Objective:

CSR Policy of the Company intends to:

- Strive for economic development that positively impacts the society at large with minimal resource footprint.
- Embrace responsibility for the Company's actions and encourage a positive impact through its activities on hunger, poverty, malnutrition, environment, communities, stakeholders and the society.
- Focus Area of Company's CSR Activities are- (a) Hunger, Poverty, Malnutrition and Health, (b) Education, (c) Rural Development Projects, (d) Gender Equality and Empowerment of Women, (e) Environmental Sustainability, (f) National Heritage, Art and Culture and (g) other allied activities.

CSR activities proposed to be undertaken by the Company shall be in pursuance to Section 135 read with Schedule VII, as amended from time to time, of the Companies Act, 2013.

2. Composition of CSR Committee:

S.No	Name of Director	Designation	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Ghanshyam Tiwari	Chairperson	3	3
2.	Mr. Vinay Rathi	Member	3	3
3.	Ms. Sangeeta Garg	Member (upto 24-08-2020)	3	0
4.	Ms. Mona Gupta	Member (since 15-09-2020)	3	3

3. Web-link where Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company.

The details related to CSR Committee, Policy and the approved Projects are available on the



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Company's website at the weblink: <https://www.rathistelmax.com/shareholdersdesk/policies>. The current composition of CSR Committee is available at <https://www.rathistelmax.com/shareholdersdesk/policies>.

4. Details of Impact assessment of CSR projects carried out in pursuance of Sub-Rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable.

In pursuance to Sub-Rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, Impact assessment is not applicable to the Company since the average CSR obligation in pursuance of Sub-Section (5) of Section 135 of the Act, for immediately previous 3 years is less than 10 Crore rupees.

5. Details of the amount available for set off in pursuance of Sub-Rule (3) of Rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the Financial Year, if any.

No amount was available for set off in pursuance of Sub-Rule (3) of Rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 during the period under review.

6. Average Net Profit of the Company as per Section 135(5). ₹ 4.01 Crores

7. (a). Two percent of average Net Profit of the Company as per Section 135(5) ₹ 8.03 Lacs

(b). Surplus arising out of the CSR Projects or Programs or activities of the previous Financial Years. ₹ 24.78 Lacs

(c). Amount required to be set off for the Financial Year, if any NIL

(d). Total CSR obligation for the Financial Year (7a+7b-7c). ₹ 32.81 Lacs



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8. (a). CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year. (in):	Amount Unspent (in)			
	Total Amount transferred to Unspent CSR Account as per Section 135(6).	Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.
17.01 Lacs	16.00 lacs	30.04.2021	N.A.	N.A.

(b). Details of CSR amount spent/allocated against ongoing projects for the Financial Year:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project.	Amount allocated for the project (in Rs.)	Amount spent in the current financial Year (in Rs.)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.).
				State & District		Mode of Implementation – Direct (Yes/No)	Mode of Implementation – Through Implementing Agency
1.	Promotion of Education/Health/Hunger/Malnutrition	(ii)	Yes	Delhi-NCR & UP	17,28,097	1,28,097	16,00,000
						Yes	



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(c). Details of CSR amount spent against other than ongoing projects for the Financial Year.

(Rs. in Lacs)

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	
S. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project. State & District	Amount spent for the project (in Rs.)	Mode of Implementation – Direct (Yes/No)	Mode of Implementation – Through Implementing Agency	
1.	Promotion of Health/Malnutrition/Hunger	(ii)	Yes	Delhi-NCR & UP	15,73,400	Yes	Name	CSR Registration Number
							-	-
	Total				15,73,400			

(d). Amount spent in Administrative Overheads.

NIL

(e). Amount spent on Impact Assessment, if applicable.

As per Point 4 of this Report, Impact Assessment is not applicable.
Hence, no amount was spent under this head.

(f). Total amount spent for the Financial Year (8b+8c+8d+8e).

₹ 17,01,497

(g). Excess amount for set off, if any



RATHI INDUSTRIES LTD.

S. No.	Particulars	Amount (in Lacs)
(i).	Two percent of average Net Profit of the Company as per Section 135(5)	NIL
(ii).	Total amount spent for the Financial Year	NIL
(iii).	Excess amount spent for the Financial Year [(ii)-(i)]	NIL
(iv).	Surplus arising out of the CSR Projects or Programs or Activities of the previous Financial Years, if any	NIL
(iv).	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	NIL
(v).	Amount available for set off in succeeding Financial Years [(iii) -(iv)]	NIL

9. (a). Details of Unspent CSR amount for the preceding three Financial Years

24.78 lacs

(b). Details of CSR amount spent in the Financial Year for ongoing projects of the preceding Financial Year(s)

15.73 lacs

10. In case of creation or acquisition of Capital Asset, furnish the details relating to the asset so created or acquired through CSR spent in the Financial Year (asset-wise details).

a) Date of creation or acquisition of the Capital Asset(s).

No Capital Asset during the period under review was created or acquired by the Company.

b) Amount of CSR spent for creation or acquisition of Capital Asset.

No amount was spent for creation or acquisition of Capital Asset by the Company.

c) Details of the Entity or Public Authority or Beneficiary under whose name such Capital Asset is registered, their address etc.

Not Applicable

d) Provide details of the Capital Asset(s) created or acquired (including complete address and location of the Capital Asset).

Not Applicable

11. Specify the reason(s), if the Company has failed to spend two per cent of the average Net Profit as per Section 135(5).

Not Applicable

Date: 07th Sept, 2021
Place: Chhapraula

Ghanshyam Tiwari
(Chairman- CSR Committee)
DIN: 02466896

Sangram Singh
(Whole Time Director)
DIN: 01188132



Management Discussion and Analysis Report

Overview

The objective of this report is to convey the Management's perspective on the environment and steel industry, as well as strategy, operating and financial performance, material developments in human resources and industrial relations, risks and opportunities, and internal control systems and their adequacy in the Company during the Financial Year 2020-21. This should be read in conjunction with the Company's financial statements, the schedules and notes thereto and other information included elsewhere in the Integrated Report. The Company's financial statements have been prepared in accordance with Indian Accounting Standards ('Ind AS') complying with the requirements of the Companies Act, 2013, as amended and regulations issued by the Securities and Exchange Board of India ('SEBI') from time to time.

Industry Structure and Developments

The COVID-19 pandemic resulted in a nation-wide lockdown in India in Q1 FY2021 and was one of the strictest lockdowns globally. This resulted in a GDP contraction of 24% in Q1 FY2021 as most of the economic activity was halted during April-May. However, India has witnessed a gradual resumption of economic activity from Q2 FY2021 onwards. The initial recovery was driven by government spending on infrastructure, exports and rural economy. The recovery has gained momentum since August 2020 with pickup in consumption demand driven by festive buying and return of urban consumption resulting in GDP growth of 0.4% in Q3 FY2021. Despite this recovery, India is estimated to see a contraction of 8% in the annual GDP of FY2021 due to sharp fall seen in H1 FY2021. India's steel industry has also suffered from production losses due to lockdown in Q1 FY2021 and recovered gradually since then, initially driven by exports followed by gradual recovery in domestic demand. A strong rebound in manufacturing and infrastructure development activity during H2 FY2021 has led to a sharp rise in both production and consumption of steel in India. According to the Joint Plant Committee, India's crude steel production has reached 92 million tonnes during the period April 2020 to February 2021 and is estimated to reach 103 million tonnes by end of FY2021, registering a decline of 5.5% over the last year. India's finished steel demand is estimated to be 93 million tonnes for FY 2021 as against 100 million tonnes in FY 2020, a drop of 7%.

Business Outlook of the Steel Industry

India is expected to witness a full economic recovery in FY 2022 and is projected to grow by 9.5% in FY2022 driven by (a) ongoing vaccination supporting the current recovery momentum; (b) restart of investment cycle with significant spending on infrastructure and (c) continued recovery in consumption supported by urban demand, accentuated by work-from-home and preferences for personal mobility along with rising rural incomes and affordability. However, normal growth levels would only be seen in FY 2023, provided no further economic disruption occurs and the vaccination drive achieves its target of covering more than 30% of the population by end of 2021.

Within the steel industry, current production and consumption levels are indicating a near full recovery. Continuing the current momentum and new capacities coming on stream, India's crude steel production is expected to reach 116 million tonnes in FY2022, growing by 12.5% over last year. India's finished steel demand is also expected to reach 107 million tonnes in FY2022, up by 15% over FY2021, driven by strong infrastructure spending and sustained demand of automotive and consumer durables.



RATHI INDUSTRIES LTD.

Our Product

We are ISO 9001-2000 & 14001 certified company by International Certification Ltd; Newzealand. We have been manufacturing reinforcement bars of International quality for the last many years. We are committed to continue our journey to excellence.

Our product, an output of state-of-the art automatic plant coupled with latest technology; dominate market in quality and trust. Our plant is manufacturing superior quality of steel bars (CTD/TMT) having edge over other manufacturers in terms of the various characteristic and features.

Sales & Marketing Review

Besides major advertising campaign for popularizing and branding of Thermo Mechanically Treated (TMT) Bars was taken up by our company to further boost its demand and popularity, the company developed widest dealership networks in U.P., Haryana, Punjab, Delhi, J & K., Gujarat, Rajasthan & Himachal Pradesh. Due to wider dealership networking Rathi TMT bars under the brand name “**Rathi Stelmax**” are readily available in wide range of 6 mm to 32 mm in the entire region of Northern & Western India instantly.

Strategy and Planning

We are maintaining laboratory equipped with latest equipments for continuous Research and Development of products. The management is taking all necessary steps including various modifications in the plant to ensure the full and efficient running of the plant.

Financial Review

This year has been very encouraging for your Company to report impressive growth in the financials. The operations of your Company are improving day by day and the management is very aggressively striving to achieve the full production capacity. The management is taking all necessary steps including various modifications in the plant to ensure the full and efficient running of the plant.

Risk Management

We are having three keys elements for risk management, these are:

a) Risk Identification

It includes identify and categorize risks that could affect the project and steps includes documentation of risks. The outcome of risk identification is a list of risks.

b) Risk Mitigation

It covers efforts taken to reduce either the probability or consequences of a threat. It also called risk reduction.

c) Risk Monitoring and Control

It is the process for the tracking identified risks, monitoring residual risks, identifying new risks, executing risk response plans and evaluating their effectiveness.



RATHI INDUSTRIES LTD.

Internal Control System

The Company has developed a system which helps the company to achieve its objectives efficiently and effectively. Our internal Control systems are adequate and provide reasonable assurance against misuse or loss of company's assets and provide optimum utilization of available resources of the Company.

Human Resources

The Company believes that in every organization the employees are the backbone of the Company. The company is providing an equal opportunity to all the employees to utilize their full potential and grow with the organization. Over the years we have developed strong Human Resource practices aimed at ensuring that our employees are provided with an enabling environment for growth and higher levels of contribution.

Cautionary Statement

Statement in Management Discussion and Analysis are reporting the company's objectives, projections, estimates and expectation may be 'forward looking' within the meaning of applicable laws and regulations. Actual result might differ materially from those expressed or implied.

By order of the Board of Directors,
For **Rathi Industries Limited**

Place: Chhapraula
Date: Sept. 07, 2021

Vinay Rathi
(Director & CFO)
DIN: 00137502

Sangram Singh
(Whole Time Director)
DIN: 01188132



RATHI INDUSTRIES LTD.

REPORT ON CORPORATE GOVERNANCE

The report on Corporate Governance as prescribed by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") is given below:

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Corporate governance refers to the way in which a company is directed, administered, controlled and concerns the relationships among various internal & external stakeholders. Corporate governance also provides the structure through which the objectives of a company are set and the means of attaining those objectives and monitoring performance are determined.

Your company continuously strives to achieve excellence in corporate governance through its values – Integrity, Commitment, Passion, Seamlessness and Speed.

In terms of the Listing Regulations, the details of compliance are as follows:

2. BOARD OF DIRECTORS:

(i) Composition of the Board

The Board comprises six Directors having one Whole Time Director, Two Executive Directors and three Non-Executive Independent Directors. The Chairman of the company is an Executive. The number of Independent Directors on the Board is 50% of the total number of Directors as well as the number of Non-Executive Directors are also 50% of the total number of Directors.

(ii) Board Meeting

The Board duly met 6 times during financial year 2020-21 on dated 31.07.2020, 26.08.2020, 15.09.2020, 13.11.2020, 07.12.2020 and 13.02.2021.

The name and categories of the Directors on the Board, their attendance at the Board Meetings and at the last Annual General Meeting and also the number of Directorship and Committee Membership held by them in other companies are as given below:

Name of the Directors	Category	No. of Board Meeting Attended	Whether Attended Last AGM	No. of Directorship in other Companies	No. of Committees Position held in other Companies	
					Chairman	Member
Mr. Sangram Singh	Chairman & Whole Time Director	6	Yes	Nil	Nil	Nil
Mr. Abhishek Bhattar	Non - Executive Director Independent	2	No	2	Nil	Nil
Mr. Vinay Rathi	Executive Director	5	Yes	9	Nil	Nil



RATHI INDUSTRIES LTD.

Ms. Sangeeta Garg	Non - Executive Independent Director	1	NA	Nil	Nil	Nil
Mr. Vikas Rathi	Executive Director	4	Yes	10	Nil	Nil
Mr. Ghanshyam Tiwari	Non-Executive Independent Director	4	Yes	Nil	Nil	Nil
Ms. Mona Gupta	Non-Executive Independent Director	2	No	Nil	Nil	Nil

3. COMMITTEES OF THE BOARD:

The Board of Directors has constituted the following committees with adequate delegation of Powers:

(i) Audit Committee:

As on 31st March, 2021, the “Term of Reference” of the Committee and its composition were in conformity with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. The Audit Committee consist of two Non-Executive Independent Directors & one executive director namely Mr. Abhishek Bhatte, Ms. Mona Gupta & Mr. Vinay Rathi.

The Audit Committee has been delegated with powers and entrusted with the duties to assists the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The Committee's purpose is to oversee the accounting and financial reporting process of the company, adequacy of internal audit system, the audits of the Company's financial statements, the appointment, independence and performance of the statutory auditors and to meet out the requirements of Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

The names of the Members of the Committee and their attendance at the Meetings during the year 2020-21 are as follows:

S.No.	Name of the Members	Category	No. of Meetings Held	No.(s) of Meeting attended
1.	Mr. Abhishek Bhatte	Chairman	4	4
2.	Ms. Sangeeta Garg*	Member	4	0
3.	Mr. Vinay Rathi	Member	4	4
4.	Ms. Mona Gupta*	Member	4	1



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* Ms. Sangeeta Garg has ceased to be a member w.e.f 24.08.2020 & Ms. Mona Gupta was appointed as member w.e.f. 15.09.2020.

Vigil Mechanism/Whistle Blower Policy

The company has in place a vigil mechanism pursuant to which a Values Committee has been constituted for addressing complaints received from directors and employees concerning unethical behavior, actual or suspected fraud and violation of the code of conduct or ethics policy of your company. The policy provides for adequate safeguards against victimization and all personnel have access to Audit Committee.

ii) Stakeholders' Relationship Committee:

As at 31st March, 2021, the Committee had a Shareholders/Investors Grievance Committee consist of two Non-Executive and Independent Directors & one executive director namely Ms. Mona Gupta, Mr. Abhishek Bhatte and Mr. Vinay Rathi. the "Term of Reference" of the Committee and its composition were in conformity with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations.

The Stakeholders' Relation Committee looks into redressal of the shareholders and investors complaints like transfer of shares, issue of duplicate shares and other matters relating to investors grievances and investors relations. It also considers and resolves the grievance of security holders of the company.

The numbers of complaints received from the shareholders have been quite negligible during the year under review. During the year just one complaint was received which stand resolved and no complaint is pending as on 31st March, 2021.

The names of the Members of the Committee are as given below:

S. No.	Name of the Members	Category
1	Ms. Sangeeta Garg*	Chairperson
2.	Mr. Abhishek Bhatte	Member
3.	Mr. Vinay Rathi	Member
4.	Ms. Mona Gupta*	Chairperson

* Ms. Sangeeta Garg has ceased to be a Chairperson w.e.f 24.08.2020 & Ms. Mona Gupta was appointed as Chairperson w.e.f. 15.09.2020.

iii) Nomination and Remuneration Committee

As on 31st March, 2021, the Company has a Remuneration Committee consist of two Independent Directors and one Non-Executive Director namely Mr. Abhishek Bhatte (Chairman), Ms. Mona Gupta and Mr. Vinay Rathi are the members of the committee. The composition of the committee was in conformity with regulation 19 of the Listing Regulations. The remuneration is fixed keeping in view of the overall limit laid down under the Companies Act, 2013, qualification and experience of the appointee and overall financial performance of the company. The remuneration of Executive Directors of the company is being paid as approved by the Board of Directors and Shareholders of the company.



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The names of the Members of the Committee during the year 2020-21 are as follows:

S.No.	Name of the Members	Category
1.	Mr. Abhishek Bhattar	Chairman
2.	Ms. Sangeeta Garg*	Member
3.	Mr. Ghanshyam Tiwari	Member
4.	Ms. Mona Gupta*	Member

* Ms. Sangeeta Garg has ceased to be a member w.e.f 24.08.2020 & Ms. Mona Gupta was appointed as member w.e.f. 15.09.2020 of the Nomination and Remuneration Committee.

iv) Corporate Social Responsibility (CSR) Committee

A CSR Committee has been constituted under section 135 of the Companies Act; 2013 during the year. The details of CSR Committee are as follows:

S.No.	Name of the Members	Category
1.	Mr. Ghanshyam Tiwari	Chairman
2.	Ms. Sangeeta Garg*	Member
3.	Mr. Vinay Rathi	Member
4.	Ms. Mona Gupta*	Member

* Ms. Sangeeta Garg has ceased to be a member w.e.f 24.08.2020 & Ms. Mona Gupta was appointed as member w.e.f. 15.09.2020 of the CSR Committee.

(a) Executive Directors

Details of the remuneration paid/payable to Executive Directors for the financial year 2020-21 are as follows.

Name	Salary (Rs.)	Commission	Perquisite & Allowances	Stock Options
Mr. Sangram Singh	234,837/-		Nil	
Mr. Vinay Rathi	2,700,000/-		Nil	
Mr. Vikas Rathi	2,700,000/-		Nil	

(b) Non-Executive Directors

Details of the remuneration paid/payable to Non-Executive Directors for the financial year 2020-21 is given below:-

Name	Salary (Rs.)	Commission	Perquisite & Allowances	Stock Options
Mr. Abhishek Bhattar	Nil	Nil	Nil	Nil
Mr. Ghanshyam Tiwari	Nil	Nil	Nil	Nil
Ms. Sangeeta Garg	Nil	Nil	Nil	Nil



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4) GENERAL BODY MEETING:

Location, date and time of the AGM held during preceding three years are as under:-

No. of AGM	Date	Location	Time
28 th	31.12.2020	A-24/6, Mohan Co-op. Indl. Estate Mathura Road, New Delhi	3.00 P.M.
27 th	30.09.2019	A-24/6, Mohan Co-op. Indl. Estate Mathura Road, New Delhi	3.00 P.M.
26 th	29.09.2018	A-24/6, Mohan Co-op. Indl. Estate Mathura Road, New Delhi	3.00 P.M.

5) RISK MANAGEMENT:

The Board of Directors has developed and implemented a risk management policy for the company. A risk management committee has also been formed for identification and assessment of risks and minimization of risks by adopting various measures. The Company has taken proper initiatives to mitigate risks.

6) SUBSIDIARY COMPANY:

The Company does not have any subsidiary, joint venture or associate company. During the year also there were no companies which have become or ceased to be your Company's subsidiary, joint venture or associate company.

7) RELATED PARTY TRANSACTIONS:

All related party transactions that were entered into during the financial year were in the ordinary course of business. There were no materially significant related party transactions which were transacted by the Company with any of the Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with the interest of your Company.

8) CEO/CFO CERTIFICATION:

The Whole Time Director and Chief Financial Officer of your company have issued necessary certificate pursuant to the provisions of Regulation 17(8) of the Listing Regulations and the same forms part of this Annual Report.

9) REPORT ON CORPORATE GOVERNANCE:

Your company complied with the corporate governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub – regulation (2) of Regulation 46 of the Listing Regulations.

10) COMPLIANCE CERTIFICATE:

A certificate from the Statutory Auditors confirming compliance with the conditions of corporate governance as stipulated in the Listing Regulations forms part of this Annual Report.



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11) GENERAL SHAREHOLDERS INFORMATION:

- (a) Annual General Meeting : Thursday, 30th September, 2021 at 3.00 P.M.
at A-24/6, Mohan Co-op. Indl. Estate,
Mathura Road, New Delhi -110044.
- (b) Financial year : 1st April, 2020 to 31st March 2021
- (c) Date of Book Closure : **22nd September 2021 to 30th September 2021**
(both days inclusive)
- (d) Dividend payment : No dividend is recommended for the
year.
- (e) Listing with Stock Exchange(s): Metropolitan Stock Exchange of India
- (f) Registrar and Transfer agents : M/s Skyline Financial Services Pvt. Ltd,
D-153 A, Okhla Industrial Area, Phase-1, New Delhi-
110020.
Phone No. 011-26812682-83, 011-40450193-97
E-mail id – info@skylinerta.com
Website – www.skylinerta.com
- (g) Dematerialization of Equity : The Company has provided D-MAT connectivity
With both the depositories i.e. NSDL & CDSL.
ISIN: INE173X01019
- (h) Address for correspondence : Regd. Off: A-24/6, Mohan Co-Operative
Industrial Estate, Mathura Road
New Delhi- 110044.
Phone No. : 011-46569307
E-mail Id : rathiindustriesltd@rediffmail.com
Website : rathistelmax.com

Factory: Plot No 1319, G.T. Road, Chhapraulla,
Gautam Budh Nagar (U.P.)
Ph. No. +91 -9311904448
- (i) Market Price Data (Rs.) : 95.35
- (j) Distribution of shareholding of the company as on 31.3.2021 was as follows:-



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Range of No. of Shares Holding, Nominal Value Rs.10/- each	No. of Shares Held	% to Total shareholding	No. of Shareholders	% to Total Shareholders
1 to 500	942886	14.60	5463	92.33
501 to 1000	273050	4.23	307	5.19
1001 to 2000	108600	1.68	68	1.15
2001 to 3000	57139	0.88	21	0.35
3001 to 4000	18400	0.28	5	0.08
4001 to 5000	81500	1.26	17	0.29
5001 to 10000	82625	1.28	11	0.19
10001 and above	4895800	75.79	25	0.42
TOTAL	6460000	100.00	5917	100.00

12) Code of Conduct Declaration pursuant to Regulation 34(3) read with Schedule V (Part D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

As provided under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors and the senior Management Personnel have confirmed compliance with the code of Conduct for the year ended 31st March, 2021.

13) As stipulated under Schedule V of the SEBI Listing Regulations, core **Skills/ Expertise/ Competencies** as required in the context of the Company's Business and those actually available with Board Members are identified by the Board of Directors.

Chart/Matrix of such core skills/expertise/competencies of Directors of the company along with the names of directors who possess such s kills are given in the Table below:

S.No.	Name of Director	Skills/ Expertise/ Competencies
1	Sangram Singh	Management & Strategy
		Operation, Human Resource & Industrial Relations
		Administration & Decision Making
2	Vinay Rathi	Finance & Taxation
		Corporate Governance & Ethics
		Forex Management, Banking, Investment and Treasury
		Administration & Decision Making
		Legal, Regulatory & Government matters
		Audit & Risk Management
3	Vikas Rathi	Management & Strategy
		Sales & Marketing Skills
		Operation, Human Resource & Industrial Relations
		Administration & Decision Making



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4	Abhishek Bhatte	Management & Strategy
		Operation, Human Resource & Industrial Relations
		Sales & Marketing Skills
		Administration & Decision Making
5	Mona Gupta	Management & Strategy
		Corporate Governance
		Compliance & Procedures
6	Ghanshyam Tiwari	Management & Strategy
		Operation, Human Resource & Industrial Relations
		Sales & Marketing Skills
		Administration & Decision Making

14) Independent Director's Meetings:

The Independent Directors met once during the year under report, i.e., 13th February, 2021, without the presence of Non- Independent Directors or Management representatives.

The Independent Directors evaluate the performance of the Non-Independent Directors, wherein the evaluation of performance of the Non-Independent Directors, including the Chairman and also of the Board as a Whole was made, against pre-defined and identified criteria.

15) Postal Ballot: No Postal Ballot was carried out during the year ended March 31, 2021.

16) Extra Ordinary General Meeting:

No Extra Ordinary General Meeting was held during the year ended March 31, 2021.

17) Certificate for Disqualification of Directors:

A certificate has been received from Ms. Preeti Gupta, Practicing Company Secretary, that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority. This certificate is annexed to the end of this report.

By order of the Board of Directors
For **Rathi Industries Limited**

Place: Chhapraula
Date: 07th Sept, 2021

Sangram Singh
(Whole Time Director)
DIN: 01188132



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CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members
Rathi Industries Limited

We have examined the compliance of the conditions of Corporate Governance by Rathi Industries Limited for the year ended on 31st March 2021, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 in Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations, 2015").

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the provisions as specified in Chapter IV of the Listing Regulations, 2015. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion, to the best of our knowledge and according to the explanation given to us, and the representations made by Directors & the Management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the provisions as specified in Chapter IV of the Listing Regulations, 2015.

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 GUPTA VERMA & SETHI
(Chartered Accountants)
FRN: 002605N

CA S.C. SHARMA
(Partner)

M. No. 083982

UDIN: 21083982AAAAEL9710

Place: New Delhi
Date: 30th August, 2021



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CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(As per clause C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with regulation 34(3) of the said Listing Regulations).

To
The Members,
Rathi Industries Limited

As required by item 10(i) of Part C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I certify that as on 31.03.2021 none of the below mentioned directors on the board of Rathi Industries Limited have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority:

S. No.	Name of Director	DIN	Date of Appo intment
1	Mr. Sangram Singh	01188132	29/01/2007
2	Mr. Vinay Rathi	00137502	02/12/2013
3	Mr. Vikas Rathi	01188409	26/03/2016
4	Mr. Abhishek Bhattar	01106946	31/12/2002
5	Ms. Mona Gupta	08893032	15/09/2020
6	Mr. Ghanshyam Tiwari	02466896	16/08/2016

CS Preeti Gupta
(Practicing Company Secretary)
ACS No. 43593
C. P. No. 23625
UDIN: A043593C000275033

Date: 11th May, 2021
Place: Varanasi



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**CEO/CFO Certificate Pursuant to Regulation 17(8) of SEBI
(Listing Obligations & Disclosure Requirements) Regulations, 2015**

The Board of Directors,
Rathi Industries Limited

We certify that:

- a) We have reviewed the financial statement and the cash flow statement of the company for the year ended 31st March, 2021 and that to the best of our 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 are responsible for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and have disclosed to the Company's 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 taken or proposed to be taken to rectify the deficiencies.
- d) We have indicated to the auditors and the Audit committee:-
 - (i) significant changes in Company's 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 we 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.

Date: 07th Sept, 2021
Place: Chhapraula

Sangram Singh
(Whole Time Director)
DIN: 01188132

Vinay Rathi
(Director & CFO)
DIN: 00137502



RATHI INDUSTRIES LTD.

INDEPENDENT AUDITOR'S REPORT

To,
The Members of
Rathi Industries Limited

Opinion

We have audited the accompanying financial statements of **Rathi Industries Limited** (herein after referred to as "the Company") which comprise the balance sheet as at 31st March 2021, the statement of profit and loss (including other comprehensive income) and the cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information (herein after referred to as 'the financial statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 including Ind AS, of the financial position of the Company as at 31st March 2021 and its financial performance including other comprehensive income and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Note 28 to the financial statements which explains the uncertainties and management's assessment of the financial impact due to lockdown / restrictions related to the COVID-19 pandemic imposed by the Governments, for which a definitive assessment of the impact is dependent upon future economic conditions.

Information other than the Financial Statements and Auditors' Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholders' Information but



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does not include the Financial Statements and our Auditor's Report thereon.

Our opinion on the Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Management and Those Charged with Governance for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- a. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- b. Obtain an understanding of internal financial controls relevant to the audit in order to design audit



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- procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on effectiveness of the Company's internal financial controls.
- c. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - d. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - e. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We also communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings that we identify during our audit.

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

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

We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the financial statements and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 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



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- knowledge and belief were necessary for the purposes of our audit.
- (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) the balance sheet, the statement of profit and loss, the statement of cash flow and the statement of changes in equity 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 relevant rules issued thereunder;
 - (e) on the basis of the written representations received from the directors as on 31 March 2021 taken on record by the Board of Directors, none of the director is disqualified as on 31 March 2021 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure B;
 - (g) with respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act.
 - (h) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, to the best of our information and according to the explanations given to us we state that:
 - (i) The Company has disclosed pending litigations and the impact on its financial position in its Financial Statements – Refer note 28
 - (ii) The company did not have any long-term contract including derivative contract for which there were any material foreseeable losses.
 - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For GUPTA VERMA & SETHI
(Chartered Accountants)
FRN: 002605N

CA S.C. SHARMA
(Partner)
M. No. 083982
UDIN: 21083982AAAAD01665

Place: New Delhi
Date: 30th June, 2021



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ANNEXURE - A TO INDEPENDENT AUDITORS' REPORT

(Referred to in Paragraph (1) under the heading of “Report on other Legal and Regulatory Requirements” of our report of even date to the members of Rathi Industries Ltd. for the year ended March 31, 2021)

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Fixed Assets.
- (b) All the fixed assets (Property, Plant and Equipment) have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information & explanations given to us and the records examined by us and based on the examination of the registered sale deed/transfer deed /conveyance deed provided to us, we report that, the title deeds, comprising all the immovable properties of buildings which are free hold, are held in the name of the company as at the balance sheet date.
- (ii) As explained to us, inventories were physically verified during the year by the management at reasonable intervals, except for inventories lying with third parties where confirmations of inventories held by such third parties have been received and no material discrepancies were noticed on physical verification.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, Clause (iii) (a), (b) and (c) of the Order are not applicable to the company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees & securities, as applicable.
- (v) According to the information and explanations given to us, the company has not accepted any deposit from the public during the year. Therefore the provision of clause (v) of the Order is not applicable.
- (vi) We have broadly reviewed the cost records maintained by the Company, pursuant to the Companies (Cost Records & Audit) Rules, 2014 as amended and prescribed by the Central Government under section 148(1) of the Companies Act, 2013 and are of the opinion that prima facie, the prescribed cost records have been made and maintained. We confirm that the cost records maintained by the company are accurate and complete as contemplating by the statute. Moreover, the Cost auditor is also likely to submit his separate detailed report regarding Cost audit done by him.
- (vii) According to the information and explanation given to us in respect of Statutory dues, and the records of the Company examined by us:
 - (a) The Company is regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Excise, Value Added Tax, Cess and all other statutory dues with the appropriate authorities.
 - (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Value Added Tax, Goods and Service Tax,



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Customs Duty, Excise Duty, Cess and other material statutory dues in arrears as at March 31, 2021 for a period of more than six months from the date they became payable.

- (c) There are no dues of Income Tax, Goods & Service Tax which have not been deposited as at March 31, 2021 on account of dispute.
- (viii) In our opinion and according to the information and explanations given to us, the company has not defaulted in the repayment of loans or borrowings to financial institutions, banks and Government. The company has not issued any debentures.
- (ix) Based on information and explanations given to us by the management, term loans were applied for the purposes for which those were raised. The company has not raised monies by way of Initial Public offer or further public offer (including debt instruments).
- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the company and no material fraud on the company by its officers or employees has been noticed or reported during the year.
- (xi) In our opinion and according to the information and explanations given to us, the company has paid managerial remuneration in accordance with requisite approvals mandated by the provisions of Section 197 read with schedule V to the Companies Act, 2013.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the company is in compliance with section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) During the year the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of the Order is not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given to us, during the year the company has not entered into any non-cash transactions with its directors or persons connected with him and hence provisions of section 192 of the Companies Act, 2013 are not applicable.
- (xvi) The company is not required to be registered under section 45-1A of the Reserve Bank of India Act, 1934.

For GUPTA VERMA & SETHI
(Chartered Accountants)
FRN: 002605N

CA S.C. SHARMA
(Partner)

M. No. 083982

UDIN: 21083982AAAAD01665

Place: New Delhi
Date: 30th June, 2021



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ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal & Regulatory Requirements' of our report of even date).

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

We have audited the internal financial controls over financial reporting of **Rathi Industries Ltd.** ("the Company") as of 31 March, 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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



RATHI INDUSTRIES LTD.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For GUPTA VERMA & SETHI
(Chartered Accountants)
FRN: 002605N

Place: New Delhi
Date: 30th June, 2021

CA S.C. SHARMA
(Partner)
M. No. 083982
UDIN: 21083982AAAAD01665



RATHI INDUSTRIES LTD.

BALANCE SHEET AS AT 31st MARCH 2021

(Amount in Rs.)

Particulars	Note No.	As at 31st March, 2021	As at 31st March, 2020
ASSETS			
1. Non-current Assets			
(i) property Plant and Equipment	1	1,280,091,543	1,248,961,177
(ii) Capital work-in-progress		-	70,967,049
(iii) Investment Property	2	34,830,347	34,830,347
(iv) Goodwill		-	-
(v) Other Intangible Assets		-	-
(vi) Intangible Assets and Development		-	-
(vii) Biological Assets other than Bearer Plants		-	-
(viii) Deferred Tax Assets (net)		-	-
(ix) Other Non Current Assets	3	26,041,000	22,337,675
Total Non-Current Assets (A)		1,340,962,890	1,377,096,248
2. Current Assets			
(i) inventories	4	323,089,680	361,048,882
(ii) Financial Assets		-	-
(a) Investments		-	-
(b) Trade receivables	5	832,617,941	800,079,444
(c) Cash and Cash Equivalents		1,774,035	1,271,162
(d) Bank Balances other than cash & cash equivalents	6	2,581,444	15,477,940
(e) Loans		-	-
(f) Other Financial assets		-	-
(iii) Current Tax Assets (Net)	7	5,980,776	4,307,725
(iv) Other Current Assets	8	184,205,841	135,684,907
Total Current Assets (B)		1,350,249,717	1,317,870,060
Total Assents (A+B)		2,691,212,607	2,694,966,308
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	9	64,600,000	64,600,000
(b) Other Equity	10	1,321,658,169	1,295,358,972
Total Equity		1,386,258,169	1,359,958,972
LIABILITIES			
1. Non-current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	11	361,302,563	319,014,557
(b) Provisions	12	3,964,902	3,796,348
(c) Deferred Tax Liabilities (Net)	13	40,710,288	35,336,724
(d) other Non- Current Liabilities	14	151,094,953	194,447,273
Total Non-current Liabilities		557,072,706	552,594,902
2. Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	556,495,533	633,194,376
(ii) Trade Payables	16	130,546,742	102,459,157
(iii) Other Financial Liabilities		-	-
(b) Other Current Liabilities	17	54,493,347	42,231,215
(c) Provisions	18	6,346,110	4,527,686
(d) Current Tax Liabilities (Net)		-	-
Total Current Liabilities		747,881,732	782,412,434
Total Equity And Liabilities		2,691,212,607	2,694,966,308

Significant Accounting Policies and

28

Notes to Accounts

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached.

For Gupta Verma & Sethi

Chartered Accountants

FRN: 002605N

(CA. S.C.SHARMA)

Partner

Membership No.-083982

Place : New Delhi

Date : 30th June, 2021

For and on behalf of the Board of Directors
of Rathi Industries Limited

VIKAS RATHI

(Director)

DIN : 01188409

SANGRAM SINGH

(Whole Time Director)

DIN : 01188132

VINAY RATHI
(Chief Financial Officer)

PARVEEN SHARMA
(Company Secretary)



RATHI INDUSTRIES LTD.

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31st March 2021

(Amount in Rs.)

Particulars	Note No.	Year ended 31st March, 2021	Year ended 31st March, 2020
REVENUE			
Revenue from operations	19	4,558,055,735	6,846,530,072
Other income	20	11,925,452	9,635,715
Total revenues		4,569,981,187	6,856,165,787
EXPENSES			
Cost of raw material consumed	21	3,490,940,698	5,475,522,736
Purchase of stock-in-trade	22	474,004,500	714,627,125
Changes in inventories of finished goods & Stock in Trade	23	78,422,443	-141,878,150
Employee benefits expenses	24	41,958,665	54,892,737
Finance costs	25	108,289,898	85,339,763
Depreciation and amortization expenses		73,368,890	54,185,067
Other expenses	26	260,675,557	551,294,488
Total expenses		4,527,660,651	6,793,983,766
Profit/(loss) before exceptional and tax		42,320,536	62,182,021
Exceptional items		4,301,665	35,796,903
Profit/(loss) before tax		38,018,871	26,385,118
Current Tax		6,346,110	4,527,686
Deffered Tax	27	5,373,564	9,245,896
Profit/(loss) for the period from continuing operations		26,299,197	12,611,536
Profit/(loss) from discontinued operations		-	-
Tax Expenses from discontinued operations		-	-
Profit/(loss) from discontinued operations		-	-
Profit/(loss) for the period		26,299,197	12,611,536
Other Comprehensive Income		-	-
A (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income Tax relating to items that will not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income Tax relating to items that will be reclassified to profit or loss		-	-
Total Comprehensive Income for the period comprising Profit(Loss) and Other Comprehensive Income for the Period		26,299,197	12,611,536
Earnings per Equity Share (For Continuing Operation):			
1. Basic			
2. Diluted		4.07	1.95
Earnings per Equity Share (For Discontinued Operation):			
1. Basic		-	-
2. Diluted		-	-
Earnings per Equity Share (For Discontinued & Continuing Operation):			
1. Basic		-	-
2. Diluted		4.07	1.95
Significant Accounting Policies and Notes to Accounts	28		
The Accompanying notes are an integral part of the financial statements.			
As per our report of even date attached			

For and on behalf of the Board of Directors
of Rathi Industries Limited

For Gupta Verma & Sethi
Chartered Accountants
FRN: 002605N

(CA. S.C.SHARMA)
Partner
Membership No.-083982

Place : New Delhi
Date : 30th June, 2021

VIKAS RATHI
(Director)
DIN : 01188409

SANGRAM SINGH
(Whole Time Director)
DIN : 01188132

VINAY RATHI
(Chief Financial Officer)

PARVEEN SHARMA
(Company Secretary)



RATHI INDUSTRIES LTD.

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2021 (Amount in Rs.)

Particulars	FOR THE YEAR ENDED	
	31.03.2021	31.03.2020
A) CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before taxation and extraordinary items	31,672,761	21,721,867
Add : Adjustment for :		
Depreciation	73,368,890	54,185,067
Financial Charges	108,289,898	85,339,763
(Profit) / Loss on sale of Investment	(4,519,627)	(327,515)
Operating Profit before working Capital Changes	208,811,922	160,919,182
Adjustment for change in Working Capital	(79,303,979)	(66,907,807)
Financial Charges	(108,289,898)	(85,339,763)
Cash Flow before extra ordinary items	21,218,044	8,671,612
Prior year adjustments :	-	-
Net Cash from Operating Activities (A)	21,218,044	8,671,612
B) CASH FLOW FROM INVESTING ACTIVITIES		
(Purchase) & Sale of Fixed Assets (Net)	(38,167,100)	(174,836,210)
(Purchase) & Sale of Investments (Net)	9,154,519	530,000
Preliminary expenses paid	-	-
Net Cash used in Investing Activities (B)	(29,012,581)	(174,306,210)
C) CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Long Term Borrowing (Net)	(4,599,086)	177,596,096
Proceeds from Short Term Borrowing	-	-
Net Cash used in Financing Activities (C)	(4,599,086)	177,596,096
Net increase in Cash and Cash equivalents (A+B+C)	(12,393,622)	11,961,498
Cash and Cash equivalents (Previous Year)	16,749,102	4,787,604
Cash and Cash equivalents (Current Year)	4,355,479	16,749,102

The accompanying significant accounting policies and notes to accounts are an integral part of financial statement

As per our report of even date attached

For Gupta Verma & Sethi
Chartered Accountants
FRN: 002605N

(CA. S.C.SHARMA)

Partner
Membership No.-083982

Place : New Delhi
Date : 30th June, 2021

For and on behalf of the Board of Directors of Rathi Industries Limited

VIKAS RATHI
(Director)
DIN : 01188409

SANGRAM SINGH
(Whole Time Director)
DIN : 01188132

VINAY RATHI
(Chief Financial Officer)

PARVEEN SHARMA
(Company Secretary)



RATHI INDUSTRIES LTD.

Note No.: 1 Property Plant & Equipment

(Amount in Rs.)

DESCRIPTION	GROSS VALUE			DEPRECIATION			NET VALUE	
	As at 1.4.2020	Addition during the year	Disposal during the year	Total as at 31.03.2021	Upto 31.03.2020	Provided during the year	Adjustment for earlier years dep.	Total Upto 31.03.2021
Land	775,718,768	-	4,490,368	771,228,400	-	-	-	771,228,400
Building	77,818,410	-	-	77,818,410	54,129,734	2,250,427	-	56,380,161
Plant & Machinery	1,021,268,531	138,856,392	101,906,015	1,058,218,908	607,215,642	52,301,618	63,716,154	595,801,106
Rolling Mill Rolls	144,457,524	8,426,159	-	152,883,683	124,435,003	13,150,543	-	137,585,546
Furniture & Fixture	4,226,491	2,900	-	4,229,391	1,585,822	595,806	-	2,181,628
Computer	2,522,786	38,559	-	2,561,345	2,260,562	108,521	-	2,369,083
Office Equipment	3,536,032	-	-	3,536,032	3,007,176	180,291	-	3,187,467
Vehicle	40,764,731	-	2,457,797	38,306,934	28,718,157	4,781,685	2,313,273	31,186,569
(A)	2,070,313,273	147,324,010	108,854,180	2,108,783,103	821,352,096	73,368,890	66,029,427	828,691,560
Capital Work in Progress	70,967,049	76,315,502	147,282,551	-	-	-	-	-
(B)								
(A+B)	2,141,280,322	223,639,512	256,136,731	2,108,783,103	821,352,096	73,368,890	66,029,427	828,691,560
PREVIOUS YEAR - ENDING ON 31.03.2020	2,008,755,057	375,442,043	242,916,778	2,141,280,322	809,275,489	5,418,567	42,108,460	821,352,096
								1,319,928,226
								1,199,479,568



RATHI INDUSTRIES LTD.

(Amount in Rs.)

Particulars	As at 31st March, 2021	As at 31st March, 2020
Note No. 2		
<u>Investment Property</u>		
Investment in Land	34,830,347	34,830,347
Total	<u>34,830,347</u>	<u>34,830,347</u>
Note No. 3		
<u>Other non-current Assets</u>		
Security Deposits	15,745,000	12,041,675
Pre-operative Expenses	-	-
Other loans and advances	5,656,000	5,656,000
Advance for Land	4,640,000	4,640,000
Fraudulent Withdrawals A/c	-	-
Insurance Claim Recoverable	-	-
Regulatory Surcharge paid under protest	-	-
Total	<u>26,041,000</u>	<u>22,337,675</u>
Note No. 4		
<u>Inventories</u>		
Raw materials	131,730,517	109,851,804
Finished goods	136,194,618	213,519,034
Stock in trade	232,214	1,330,241
Stores and spares	6,760,500	7,010,500
Oil & Fuel	4,883,800	6,099,573
Stock of Retired Machinery being Scrap	12,329,460	12,329,460
Stock of dismantled Machinery parts	30,958,571	10,908,270
Total	<u>323,089,680</u>	<u>361,048,882</u>
Note No. 5		
<u>Trade receivables</u>		
Trade receivable outstanding for a period exceeding six months from due date		
Unsecured, considered good	14,045,300	12,540,500
Other trade receivables		
Unsecured, considered good	818,572,641	787,538,944
Total	<u>832,617,941</u>	<u>800,079,444</u>
Note No. 6		
<u>Bank Balance other than Cash and cash equivalents</u>		
Bank Balance other than Cash and cash equivalents		
Balances with banks		
In current accounts	1,496,118	4,392,614
FDRs & RD with scheduled banks	1,085,326	11,085,326
Total	<u>2,581,444</u>	<u>15,477,940</u>



RATHI INDUSTRIES LTD.

(Amount in Rs.)

Particulars	Year ended 31st March, 2021	Year ended 31st March, 2020
-------------	-----------------------------	-----------------------------

Note No. 7

Current Tax Assets (Net)

Current Tax Assets (Net)

Advance tax	2,500,000	3,500,000
TDS on Royalty 2020-2021	18,000	41,000
TDS on Rent Received 2020-21	450,000	600,000
TCS on purchase 2020-21	2,054,596	14,680
Income Tax Refund receivable f/y2019-2020	893,365	13,638
TDS Received on Sale of Land	64,815	-
TDS ON INTEREST RCD ON ELECTRICITY SECURITY	-	138,407
Total	<u>5,980,776</u>	<u>4,307,725</u>

Note No. 8

Other Current Assets

Other current assets

Advances to suppliers and others	156,539,855	107,094,816
Cenvat, Vat, Gst and other taxes / duties	3,794,418	12,178,075
Prepaid expenses	176,457	389,070
Miscellaneous advances	23,695,111	16,022,946
Total	<u>184,205,841</u>	<u>135,684,907</u>



RATHI INDUSTRIES LTD.

NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS

Note No. 9

Equity Share Capital

(Amount in Rs.)

Particulars	As at 31st March, 2021		As at 31st March, 2020	
	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
(a) Authorised				
Equity Shares of Rs.10/- each	7,000,000	70,000,000	7,000,000	70,000,000
Total		70,000,000		70,000,000
(b) Issued, subscribed and paid up				
Equity shares of Rs.10/- each	6,460,000	64,600,000	6,460,000	64,600,000
Total		64,600,000		64,600,000

(c) Reconciliation of number and amount of equity shares out standing at the beginning and at the end of the reporting year :

Particulars	As at 31st March, 2021		As at 31st March, 2020	
	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
Outstanding at the begining of the reporting year	6,460,000	64,600,000	6,460,000	64,600,000
Add:				
(i) Issued on exercise of employees stock options	-	-	-	-
(ii) Issued for consideration other than cash	-	-	-	-
(iii) Issued for cash	-	-	-	-
Less : Share bought back	-	-	-	-
Outstanding at the end of the reporting year	6,460,000	64,600,000	6,460,000	64,600,000

(d) Details of rights, preferences and restrictions attached to equity shares :

The Company has one class of equity shares having a par value of Rs.10/- per share. Each equity share holder is entitled to one vote. Dividend if declared, then paid in Indian rupees. The dividend proposed by the board of directors is subject to approval of shareholders in the ensuing Annual General Meeting.

(e) Shareholders holding more than 5% of the equity shares of the company:

Name of Shareholders	As at 31st March, 2021		As at 31st March, 2020	
	No. of Shares held	% of holding	No. of Shares held	% of holding
Raghav Overseas Pvt. Ltd.	561,500	8.69	561,500	8.69
Comero Trading & Investment Pvt. Ltd.	435,000	6.73	435,000	6.73
Ghaziabad Marbles & Mach. Mfg. Pvt. Ltd.	430,000	6.66	430,000	6.66
Jagdamba Marbles Ltd.	425,000	6.58	425,000	6.58
Glance Trading & Investment Pvt. Ltd.	411,000	6.36	411,000	6.36
Sh. Prem Ratan Rathi	509,400	7.89	509,400	7.89



RATHI INDUSTRIES LTD.

(Amount in Rs.)

Particulars	Year ended 31st March, 2021	Year ended 31st March, 2020
Note No. 10		
Other Equity		
(a) Capital reserves		
In respect of Revaluation of Land		
Balance as per last account	731,453,201	731,453,201
Add: Addition on revaluation of fixed assets	-	-
Less: Utilised for set off against depreciation	-	-
Closing balance	<u>731,453,201</u>	<u>731,453,201</u>
(b) Surplus in statement of profit and loss		
Balance as per last financial statement	563,905,771	551,294,235
Add: Net profit for the year as per Statement of profit and loss	26,299,197	12,611,536
Amount available for appropriation	590,204,967	563,905,771
Less: Appropriations:		
Proposed dividend	-	-
Tax on proposed dividend	-	-
Transfer to general reserve	-	-
Closing balance	<u>590,204,968</u>	<u>563,905,771</u>
Total Other Equity (a+b)	<u>1,321,658,169</u>	<u>1,295,358,972</u>



RATHI INDUSTRIES LTD.

(Amount in Rs.)

Particulars	Year ended 31st March, 2021	Year ended 31st March, 2020
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Note No. 11

Borrowings

a) Long-term borrowings

Secured Term Loan		
i) WCDL From J & K Bank	30,000,000	-
ii) From South Indian Bank	150,000,000	151,508,961
iii) Vehicle Loans	5,380,303	8,452,940

Unsecured Loan

From other than banks	175,922,260	159,052,656
Total	361,302,563	319,014,557

b) Nature of securities for Secured Term Loan

i) Term Loan of Rs. 162,000,000/- from The South Indian Bank Ltd., Ambedkar Road, Ghaziabad is secured by way of hypothecation of Land and Plant & Machinery and further guaranteed by two promoters of the Company.

ii) Term Loans of Rs. 7091738/- are obtained to purchase the vehicles for Company against hypothecation of relevant vehicles.

c) Terms of repayments

Name of the banks/enties	Amount outstanding as on 31-03-2021		Period of maturity w.r.t. Balance Sheet date	Number of Installments	Amount of Installments	Rate of Interest
	Current	Non-Current		Numbers of Installments		
South Indian Bank Ltd	150,000,000	-	31.03.2028	81.00	2000000	11.90%

Particulars	Year ended 31st March, 2020	Year ended 31st March, 2019
-------------	-----------------------------	-----------------------------

Note No. 12

Provision

Provision for Employee benefits		
Gratuity	3,324,278	2,823,432
Leave encashment	640,624	972,916
Total	3,964,902	3,796,348

Note No. 13

Deferred tax liabilities (Net)

Deferred tax liabilities:

Related to Provision for Employee Benefits	-	-
Related to Depreciation Difference	40,710,288	35,336,724
Total	40,710,288	35,336,724



RATHI INDUSTRIES LTD.

(Amount in Rs.)

Particulars	Year ended 31st March, 2021	Year ended 31st March, 2020
-------------	-----------------------------	-----------------------------

Note No. 14

Other non-current liabilities

Payable to supplier of capital goods	6,495,147	8,862,273
Security deposits	6,600,000	76,610,000
Loans and Advances	137,999,806	108,975,000
Total	<u>151,094,953</u>	<u>194,447,273</u>

Note No. 15

Borrowings

a) Short-term borrowings (Secured)

Loans Repayable on demand from banks (Cash credit limit)

i) From Jammu & Kashmir Bank Ltd.- Delhi.	237,372,311	275,642,478
ii) From Bank of Baroda- Delhi.	319,123,222	357,551,898
iii) From Central Bank of India Gzb.	-	-
Total	<u>556,495,533</u>	<u>633,194,376</u>

b) Nature of Securities

Loans repayable on demand from Bank of Baroda and Jammu & Kashmir Bank Ltd. are secured by way of hypothecation of entire stock and other current assets including book debts, both present and future, of the company.

Note No. 16

Trade Payables

Micro and Small Enterprises	-	-
Others	130,546,742	102,459,157
Total	<u>130,546,742</u>	<u>102,459,157</u>

Note No. 17

Other Current liabilities

Advance from customers and others	13,312,287	17,605,323
Statutory liabilities payable	12,273,080	3,836,065
Unpaid salaries and other dues	4,192,555	5,003,012
Miscellaneous expenses payable	24,715,425	15,786,815
Total	<u>54,493,347</u>	<u>42,231,215</u>

Note No. 18

Provisions

Income Tax	6,346,110	4,527,686
Total	<u>6,346,110</u>	<u>4,527,686</u>



RATHI INDUSTRIES LTD.

(Amount in Rs.)

Particulars	Year ended 31st March, 2021	Year ended 31st March, 2020
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Note No. 19

Revenue from operations

Sale of goods (Net of Sales Return)

Manufactured goods		
Iron & Steel	4,077,119,971	6,126,220,761
Traded goods		
Iron & Steel	480,935,764	720,309,311
Total	<u>4,558,055,735</u>	<u>6,846,530,072</u>

Note No. 20

Other Income

Interest Income (Gross)

Fixed deposits with banks	41,812	136,377
Others	2,369	2,144,041

Other non-operating income

Profit on sale of Land	4,151,732	-
Profit on sale of Vehicle	367,895	327,515
Income Tax excess provision 2019-20	1,113,326	-
Rent received	6,000,000	6,000,000
Miscellaneous income	248,318	1,027,782
Total	<u>11,925,452</u>	<u>9,635,715</u>

Note No. 21

Cost of raw material consumed

Opening stock	109,851,804	223,461,545
Add: purchases	<u>3,512,819,411</u>	<u>5,361,912,995</u>
	3,622,671,215	5,585,374,540
Less: Closing stock	131,730,517	109,851,804
Cost of raw material consumed	<u>3,490,940,698</u>	<u>5,475,522,736</u>

Note No. 22

Purchases of stock-in-trade

Trade Goods Purchase	474,004,500	714,627,125
Total	<u>474,004,500</u>	<u>714,627,125</u>



RATHI INDUSTRIES LTD.

(Amount in Rs.)

Particulars	Year ended 31st March, 2021	Year ended 31st March, 2020
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Note No. 23

Changes in inventories of finished goods and stock in trade

Finished goods

Opening stock	213,519,034	66,725,852
Less: Closing stock	136,194,618	213,519,034
	77,324,416	(146,793,182)

Stock-in-trade

Opening stock	1,330,241	6,245,273
Less: Capitalised	-	-
Less: Closing stock	232,214	1,330,241
	1,098,027	4,915,032

Total	78,422,443	(141,878,150)
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Note No. 24

Employee benefits expenses

Salaries and wages	39,765,897	51,827,281
Contribution to provident and other funds	1,787,639	2,865,509
Staff welfare expenses	405,129	199,947

Total	41,958,665	54,892,737
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Note No. 25

Finance costs

Interest expenses

On long term borrowings	17,869,598	3,697,837
On short term borrowings	79,196,947	72,723,271
On others	10,724,866	8,541,984

Other borrowing costs	498,487	376,671
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Total	108,289,898	85,339,763
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RATHI INDUSTRIES LTD.

(Amount in Rs.)

Particulars	Year ended 31st March, 2021	Year ended 31st March, 2020
Note No. 26		
<u>Other expenses</u>		
Consumption of stores and spare parts	17,039,138	33,676,627
Power and fuel	198,688,024	423,267,992
Rent	1,798,384	1,815,113
Repairs to:		
Machinery	578,401	1,885,369
Others	509,753	1,062,021
Vehicle Running & Maintenance	328,399	1,354,562
Insurance	631,464	666,642
Rates and taxes	180,875	435,847
Payments to auditors:		
For statutory audit	250,000	250,000
For tax audit	20,000	20,000
Payment to cost auditors	40,000	35,000
Payment to Internal auditors	20,000	20,000
Miscellaneous expenses	30,258,439	57,888,866
Commission paid	8,297,456	5,952,275
Selling expenses	2,035,224	22,964,174
Total	<u>260,675,557</u>	<u>551,294,488</u>

Note No. 27 **Deffered Tax**

Deffered Tax for the year	5,373,564	9,245,896
Total	<u>5,373,564</u>	<u>9,245,896</u>



RATHI INDUSTRIES LTD.

NOTE NO. : 28

(NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2021)

(I) Company Information

Rathi Industries Ltd. (the Company) is a public limited company incorporated on 29.11.1991 under the provisions of Companies Act, 1956 having its registered office at New Delhi. The Company is engaged in re-rolling activities particularly manufacturing & selling of M.S. Bars (TMT) under the brand name “**RATHI STELMAX**”. The Company's operation includes four rolling mills installed at their plant situated at G.T. Road, Chhapraulla, Gautam Budh Nagar (U.P.).

(II) Basis of Preparation

The financial statements of the Company have been prepared and presented under the historical cost convention on the accrual basis of accounting, unless stated otherwise and comply in all material aspects with the Indian Accounting Standards ('Ind AS') including the rules notified under the relevant provisions of the Companies Act, 2013. Company's financial statements are presented in Indian Rupees, which is also its functional currency.

(III) Significant Accounting Policies

A. Property Plant & Equipment

Property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Property, Plant and Equipment which are significant to the total cost of that item of Property, Plant and Equipment and having different useful life are accounted separately.

Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre-operative expenses and disclosed under Capital Work-in-Progress.

Depreciation on Property, Plant & Equipment is provided to the extent of depreciable amount on the Straight Line Method (SLM). Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.



RATHI INDUSTRIES LTD.

In respect of additions or extensions forming an integral part of existing assets, depreciation is provided as aforesaid over the residual life of the respective assets.

Dismantlement of plant:

The Company is in process of modernisation of its plant situated at Chhapraula Gautam Budh Nagar. During the process of above modernisation & finalisation in current year, a loss of Rs. 1,81,39,562/- has been booked on account of scrap of plant dismantlement.

B. Use of Estimates

The preparation of Financial Statements in conformity with Ind AS requires the Management to make estimates, judgments and assumptions that affect the application of accounting policies and the reported amount of assets and liabilities, the disclosure of contingent assets and liabilities as at the date of the Financial Statements and the reported amount of revenues and expenses during the reporting year. Accounting estimates could change from period to period. Actual results could differ from those estimated. Appropriate changes in estimates are made as the Management becomes aware of the changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and if material, their effects are disclosed in the notes to the financial statements.

C. Inventories

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition.

D. Investments

Investment has been valued at cost. The cost comprises purchase price and directly attributable acquisition charges.

E. Cash Flow Statement

Cash flows are reported using the Indirect Method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

Cash and cash equivalents comprise cash and cash on deposit with banks and corporations. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents

F. Revenue Recognition

Revenue from sale of goods is recognised when the significant risks and rewards of



RATHI INDUSTRIES LTD.

ownership have been transferred to the buyer, recovery of the consideration is probable, the associated cost can be estimated reliably, there is no continuing effective control or managerial involvement with the goods, and the amount of revenue can be measured reliably.

Revenue from sale of goods is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Revenue from operations includes sale of goods, excise duty and adjusted for discounts (net), and gain/loss on corresponding hedge contracts.

Interest income: Interest income from a financial asset is recognised using effective interest rate method.

(IV) Employee Benefits

As per Indian Accounting Standard 19 "Employee Benefits", the disclosure of Employee Benefits as defined in the Accounting Standard are given below:-

(i) **Defined Contribution Plan**

Contribution payable to recognized provident fund, superannuation scheme, family pension scheme which are substantially defined contribution plans, are recognized as expense in statement of profit & loss, as they are incurred:

Particulars	(Amount in Rs.)	
	2020-21	2019-20
Employer's Contribution to Provident Fund	503,433	250,814
Employer's Contribution to Family Pension Scheme	1,284,206	362,979
Employer's Contribution to ESI	462,747	95,005

(ii) **Defined Benefit Plan**

The obligation in respect of defined benefit plans, which are Gratuity, Pension, Leave Encashment Benefit, are provided on actuary basis at the end of each financial year. The liability recognized in the balance sheet for defined benefit obligations are as under:-

Particulars	(Amount in Rs.)	
	2020-21	2019-20
Gratuity	3,324,278	2,823,432
Leave Encashment Benefit	640,624	972,916



RATHI INDUSTRIES LTD.

(V) Provisions

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

(VI) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

Particulars	2020-21	(Amount in Rs.)
		2019-20
Net Profit/(Loss) as per Profit & Loss Account	26,299,196	12,611,536
Number of Equity shares	64,60,000	64,60,000
Basic E.P.S. (In Rs.)	4.07	1.95
Diluted E.P.S. (In Rs.)	4.07	1.95



RATHI INDUSTRIES LTD.

(VII) Particulars of Consumption of Raw Materials and Stores

Particulars	2020-21		2019-20	
	Value (Rs.)	%	Value (Rs.)	%
Raw Materials				
i) Indigenous	3,490,940,698	100	5,475,522,736	100
ii) Imported		0	0	0
Total	3,490,940,698	100	5,475,522,736	100
Stores				
i) Indigenous	17,039,138	100	33,676,627	100
ii) Imported	0	0	0	0
Total	17,039,138	100	33,676,627	100

(VIII) CIF Value of Imports/Exports

There was not any import or export made by the company during the year as well as in immediately preceding year.

(IX) Segment Information

There is only one primary segment (MS Bars) and disclosure regarding segment reporting is not applicable.

(X) Disclosure under Micro, Small and Medium Enterprises Development Act, 2006

The Company called for the information from creditors regarding their status as to small scale undertaking, in order to make the required disclosure. Cases where no response received, it is assumed that they are not covered under the definition of Micro and Small Enterprises. Total outstanding to Micro and Small Enterprises as on 31.3.2021 is Nil.



RATHI INDUSTRIES LTD.

Exceptional items:

The company has earned profit before exceptional items Rs. 42,320,535/- and Profit before Tax Rs. 38,018,870/-. An amount of Rs. 43,01,665/- has been charged under exceptional items towards:

- a. TOD received from PVVNL for earlier years amounting Rs. 68,97,897/-
- b. Refund received from GAIL for earlier years amounting Rs. 69,40,000/.
- c. Loss booked on account of Dismantlement of plant amounting Rs. 1,81,39,562.

(XI) Impact of Covid -19

The Manufacturing facilities of the Company at Chhapraula, Gautam Budh Nagar was shut down on 23 March, 2020 following countrywide lockdown due to COVID-19. With easing of some restrictions, the Company restarted the manufacturing activity of steel bars operations at the Chhapraula, Gautam Budh Nagar plant with effect from 23rd May, 2020.

The Company has considered the impact of COVID 19 in preparation of the financial results. The Company has evaluated its assessment of the possible effects on the carrying amounts of property, plant and equipment, inventory and receivables. The Company, has considered internal and external sources of information and determined, exercising reasonable estimates and judgments, that the carrying amounts of these assets are recoverable. Having regard to the above, and the company's liquidity position, there is no material uncertainty in meeting the financial obligations over the foreseeable future.

(XII) The company has reclassified previous year figures to confirm to this year's classification.

(XIII) Notes to Financial Statements 1 to 28 forms an integral part of the Balance Sheet and Statement of Profit & Loss in our Report of even date.

As Per Our Report of Even Date Attached

For Gupta Verma & Sethi

Chartered Accountants

FRN: 002605N

(CA. S.C.SHARMA)

Partner

Membership No. 083982

Sangram Singh

(Whole Time Director)

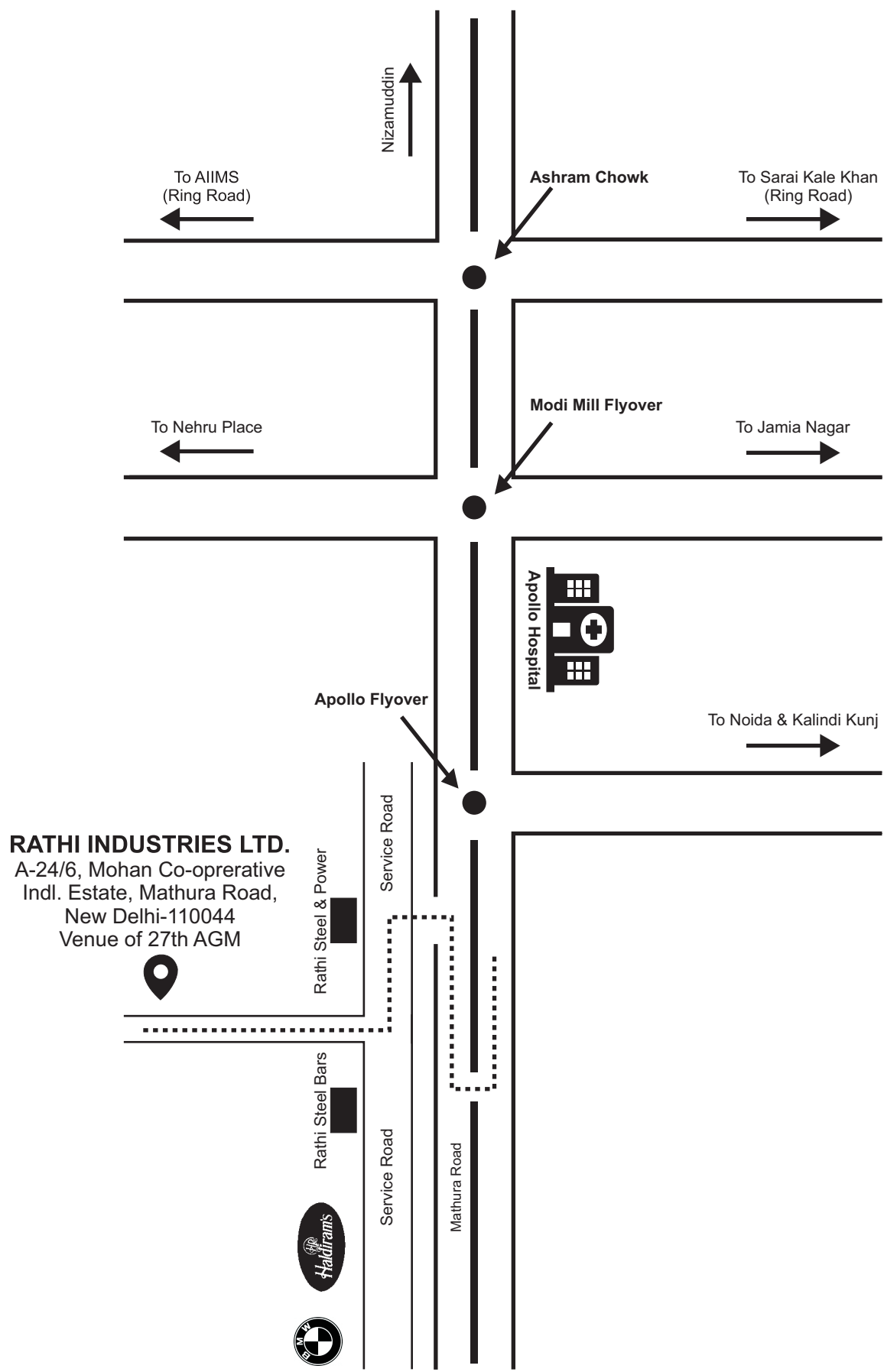
DIN: 01188132

Vikas Rathi

(Director)

DIN: 01188409

ROAD MAP





RATHI INDUSTRIES LTD.

RATHI INDUSTRIES LIMITED

CIN: L74899DL1991PLC046570

Regd. Office: A-24/6, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi-110044

Tel. No. 011-46569307, Fax No. 011-46569307

Website: rathistelmax.com, E-mail id: rathiindustriesltd@rediffmail.com

PROXY FORM

(FORM MGT – 11)

[Pursuant to section 105(6) of 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: E-mail ID:

Address: Signature
or failing him/her

2. Name: E-mail ID:

Address: Signature
or failing him/her

3. Name: E-mail ID:

Address: Signature

and whose signatures are appended below as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Ninth Annual General Meeting of the Company to be held on the Thursday, the 30th day of September, 2021 at 3.00 p.m. at A-24/6, 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.	Particulars	Optional*	
Ordinary Business		For	Against
1	To adopt the Audited Financial Statements for the financial year 2020-21		
2	To re –appoint Mr. Vikas Rathi (DIN: 01188409) as Director who is liable to retire by rotation and offered himself eligible for re-appointment as Director.		
Special Business			
3	To approve the Remuneration of Cost Auditors M/s. Avnesh Jain & Co.		



RATHI INDUSTRIES LTD.

Signed this day of2021.

Signature of shareholder:

Signatures of proxy holders:

Affix
Rupee 1/-
Revenue
Stamp

Notes:

1. The proxy form duly signed across the Revenue Stamp must be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting.
2. A proxy need not be a member of the Company.
3. * This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

RATHI INDUSTRIES LIMITED

CIN: L74899DL1991PLC046570

Regd. Office: A-24/6, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi-110044

Tel. No. 011-46569307, Fax No. 011-46569307

Website: rathistelmax.com, E-mail id: rathiindustriesltd@rediffmail.com

ATTENDANCE SLIP

29TH ANNUAL GENERAL MEETING

I hereby record my presence at the 29th Annual General Meeting of the Company held on Thursday, 30th day of September, 2021 at 3.00 p.m. at the A-24/6, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi-110044.

Full name of the Member Signature

Member's Folio/DP ID - Client ID No.

Full name of the Proxy Signature

No. of shares held

Note: 1. this attendance slip duly filled in should be handed over at the entrance of the meeting hall.

2. Member/Proxy holders are requested to bring their copy of Annual Report for reference at the meeting.

3. Entry accompanying children/non-members will not be allowed.

BOOK-POST

If undelivered please return to :

RATHI INDUSTRIES LIMITED

A-24/6, Mohan Co-operative Industrial Estate,
Mathura Road, New Delhi-110044

