

Rathi Udyog Ltd.



An ISO 9001 & 14001 Company

RSPL/SEC.DEPT/2015-2016/
Works & Corporate Office 4th January, 2016
A-3 Industrial Area South of G. T. Road Ghaziabad 201009 India
Phone (0120) 2840346 to 50 Fax (0120) 2840351 to 53
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To,
Bombay Stock Exchange Limited
Corporate Relationship Deptt.
1st Floor, New Trading Ring
Rotunda Building, P. J. Towers,
Dalal Street, Fort,
Mumbai-400001.

**SUB :CORPORATE GOVERNANCE REPORT QUARTER ENDED 31st DECEMBER,
2015**

Dear Sir,

With reference the above, please find enclosed herewith Corporate Governance Report for the quarter ended 31st December, 2016 in the prescribed format.

We hope that you will find the same in order

Thanking You,

Your faithfully
For **RATHI STEEL AND POWER LTD.**


(Prem Narain Varshney)
(Whole-time director)
DIN- 00012709

Encl: As above

RATHI[®] STEEL BARS
Legacy of trust. Since 1947

Quarterly Compliance Report on Corporate Governance

Name of the Company:

RATHI STEEL AND POWER LIMITED

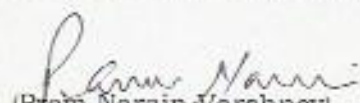
Quarter ending on:

31st December, 2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (IIA)	No	Out of total strength of 5 Directors, 3 are Non-Executive, one them being woman director. Out of 5 directors, 2 directors are Independent.
(B) Independent Directors	49 (IIB)	Yes	Out of 5 directors, 2 directors are Independent.
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	No compensation/fee is paid to Non-Executive Directors
(D) Other provisions as to Board and Committees	49 (IID)	Yes	The Board meets periodically within maximum time gap of 120 days between two Board Meetings. No director of the company is member of more than 10 committees or is a chairman of more than 5 committees across all companies.
(E) Code of Conduct	49 (IIE)	Yes	Copy of code of conduct is available at the website of the Company.
(F) Whistle Blower Policy	49 (IIF)	Yes	The Company has adopted a Whistle Blower Policy.
III. Audit Committee	49 (III)	Yes	
(K) Qualified & Independent Audit Committee	49 (IIIA)	Yes	Qualified and independent Audit Committee has been formed.
(L) Meeting of Audit Committee	49 (IIIB)	Yes	Members of the Audit Committee meet periodically to review the financial results of the Company.
(M) Powers of Audit Committee	49 (IIIC)	Yes	As per Clause 49 (IIIC) of the Listing Agreement.
(N) Role of Audit Committee	49 (IIID)	Yes	As per Clause 49 (IIID) of the Listing Agreement.
(O) Review of Information by Audit Committee	49 (IIIE)	Yes	The Audit Committee periodically reviewed the information mentioned in Clause 49 (IIIE) of the Listing Agreement.

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
IV. Nomination and Remuneration Committee	49 (IV)	Yes	Complied
V. Subsidiary Companies	49 (V)	N.A.	Company has no any Subsidiary Company.
VI. Risk Management	49 (VI)	Yes	The company has constituted risk management committee as per clause 49 w.e.f 01.10.2014
VII. Related Party Transactions	49 (VII)	Yes	There were no material related party transactions in this quarter.
VIII. Disclosures	49 (VIII)	Yes	
(M) Related party transactions	49 (VIII A)	Yes	At every meeting of Board a declaration regarding the material transaction with related party is disclosed and noted.
(N) Disclosure of Accounting Treatment	49 (VIII B)	Yes	Treatment from that prescribed in accounting standards has been followed in preparation of the financial statements.
(O) Remuneration of Directors	49 (VIII C)	Yes	For the financial Year 2015-16 Will be complied in Annual Report 2015-2016.
(P) Management	49 (VIII D)	Yes	Management Discussion and Analysis is annually published in Annual Report.
(Q) Shareholders	49 (VIII E)	Yes	All necessary information is uploaded on the company's website as required.
(R) Proceeds from public issues, rights, issue, preferential issues, etc	49 (VIII F)	N.A	-----
IX. CEO/CFO Certification	49 (IX)	Yes	Details of certification will be disclosed in the Annual report for the financial year 2015-16.
X. Report on Corporate Governance	49 (X)	Yes	Report on corporate Governance will be disclosed in the Annual Report for the financial year 2015-16.
XI. Compliance	49 (XI)	Yes	Report on compliance will be disclosed in the Annual Report for the financial year 2015-16.

For **RATHI STEEL AND POWER LTD.**


(Pym Narain Varshney)
(Whole-time director)
DIN-00012709