

**46TH
ANNUAL - REPORT
2016-2017**

Rathi Steel and Power Ltd.

RATHI STEEL AND POWER LTD.

CIN L27109DL1971PLC005905

BOARD OF DIRECTORS	Shri Prem Narain Varshney (DIN:00012709) – Managing Director* Shri Shree Kumar Daga (DIN:00208058) - Independent Director Shri Dwarka Das Lakhotia (DIN:00012380) - Independent Director Ms Akanksha Garg (DIN:0719311) - Women Director * Appointed w.e.f. 24 th August, 2016
AUDITORS	M/s M. Lal & Co. (Chartered Accountants) III-A, 49 Nehru Nagar Ghaziabad (U.P.), Pin- 201001
LEGAL ADVISOR	Mr. Shiv Khorana, Advocate F-7, Second Floor, Lajpat Nagar-III New Delhi- 110024
BANKERS	Bank of Baroda Canara Bank Syndicate Bank State Bank of India Dena Bank Karur Vyasa Bank Limited Corporation Bank
REGISTERED OFFICE	Chauhan Market, Madanpur Khadar, Near Local Shopping Complex, Pocket- D & E, Sarita Vihar, New Delhi-110076 Ph: 011- 4500 2400 Fax: 011-4500 2410
Web Site:	http://www.rathisteelandpower.com
CORPORATE OFFICE	Industrial Area No. 1 A-3, South of GT Road Ghaziabad (U.P.) Pin- 201009 Ph: 0120-2840346-350 Fax: 0120-2840352-353
WORKS:	Unit No. 1 Industrial Area No. 1 A-3, south side of GT Road, Ghaziabad (U.P.) Pin- 201009 Ph: 0120-2840346-350 Fax: 0120-2840352-353 Unit No.2 Vill. Potapalli, Sikirdi, P.S. Burla, Dist. Sambalpur, Odisha Pin- 768006
REGISTRAR & SHARE TRANSFER AGENT	Mas Services Limited T-34, Second Floor Okhla Industrial Area, Phase-II, New Delhi- 110020 Ph: 011-26387281-82-83 Fax:011-26387384 Email: info@masserv.com

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NOTICE

NOTICE is hereby given that the 46th Annual General Meeting of the Members of Rath Steel and Power Ltd. (CIN: L27109DL1971PLC005905) will be held at The Little Theater Group, Copernicus Marg, New Delhi- 110001 on Tuesday, September 26th, 2017 at 10:00 A. M. to transact the following Business:

Ordinary Business:

1. Adoption of Financial Statements

To consider and adopt the audited financial statements of the Company for the year ended 31st March, 2017, together with the Report of the Directors and Auditors' thereon.

2. Appointment of a Director

To appoint a Director in the place of Ms. Akanksha Garg (DIN 07193111), who retires by rotation and, being eligible, seeks re-appointment.

3. Appointment of Statutory Auditors

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

"RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, as amended from time to time, the Company hereby appoints Messrs H.G. & Company, Chartered Accountants (Firm's Registration No. 013074C) as statutory Auditors in place of Retiring Auditor M/s M. Lal & Co, Chartered Accountants (Firm's Registration No. 011148) for a period of three years as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 49th Annual General Meeting of the Company to be held in year 2020, subject to be ratified by shareholders at every AGM and to examine and audit the accounts of the Company for the Financial Year 2017-18 at such remuneration plus GST, out-of-pocket, travelling and living expenses etc., as may be mutually agreed between the Board of Directors and the Auditors."

Special Business:

4. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2018 and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, as amended from time to time, the Company hereby ratifies the remuneration of Rs.50,000/- (Rupee fifty thousand) plus out-of-pocket expenses payable to Messrs R. M. Bansal & Co., Cost Accountants, Cost Accountants (Firm's Registration No. 000022) who have been appointed by the Board of Directors as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company, for the Financial Year ending 31 March, 2018."

By Order of the Board
For Rath Steel And Power Ltd
Sd/-

Prem Narain Varshney
(Managing Director)
DIN: 00012709

Place: Delhi
Date: 30.08.2017

Registered Office: Chauhan Market, Madanpur Khadar, Near Local Shopping Complex, Pocket -D & E, Sarita Vihar New Delhi- 110076

CIN: L27109DL1971PLC005905
Phone : 011- 45002400
Fax : 011- 45002410
Email : info@rathisteelandpower.com
Website : www.rathisteelandpower.com

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy and the proxy need not be a member of the Company.
2. The Proxy form must be deposited at the registered office of the Company not less than 48 hours before the scheduled hour of commencement of the meeting i.e. by 10:00 A. M. on September 26th, 2017.
3. Members/Proxies should bring their attendance slips duly filled in for attending the meeting.
4. Members are requested to bring their copy of the Annual Report with them at the Annual General Meeting, as the copies of the report will not be circulated at the meeting.
5. The Register of Members and Share Transfer Registers of the Company will remain closed

from September 20th, 2017 to September 26th, 2017 (both days inclusive).

6. Explanatory statements pursuant to section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting under Item No.4 is Annexed hereto.
7. Members who hold shares in dematerialized form are requested to bring their Depository ID Number and Client ID Number for easier identification of attendance at the Annual General Meeting.
8. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his request to the Company at least 10 days prior to the Meeting so that the required information can be made available at the Meeting.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Registrar M/s Mas Services Limited (Unit Rathi Steel), Phone (011)26387281-83, Fax : (011) 26387384, E-mail : info@masserv.com
11. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically
12. The details of directors who are proposed to be reappointed/newly appointed are given in Corporate Governance Report. There are no inter-se relationships between the Board Members.
13. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means.

The cutoff date for determining the eligibility to vote by electronic means or by ballot in the

general meeting shall be September 19th, 2017.

The members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting in terms of notification issued by the Ministry of Corporate Affairs dated 19.03.2015.

A separate communication containing all necessary instructions and relevant information is being sent separately.

14. The results of voting shall be declared at the Registered Office of the Company within 3 days of the conclusion of the Annual General Meeting by the chairman of the meeting and shall also be displayed at the website of the company www.rathisteelandpower.com

PROCESS FOR MEMBERS OPTING FOR E-VOTING

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause

35B of the Listing Agreement, the Company will be providing members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL). The detailed procedure to be followed in this regard has been given in Annexure – A to the notice. The members are requested to go through them carefully.

ANNEXURE TO THE NOTICE:**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4

Based on the recommendation of the Audit Committee, the Board in its meeting appointed Messrs R. M. Bansal & Co., Cost Accountants, to conduct the audit of the steel manufacturing and power generation business for the financial year 2017-18 at fee of Rs. 50,000/- plus out of pocket expenses.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be approved by the Members of the Company. Accordingly, the Members are requested to approve the remuneration payable to the Cost Auditors as set out in the Resolution at item No 4 of the convening Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives is in any way concerned or interested in the said Resolution.

By Order of the Board
For Rath Steel And Power Ltd

Sd/-
Prem Narain Varshney
Managing Director
DIN: 00012709

Place: Delhi

Date : 30.08.2017

Registered Office: Chauhan Market, Madanpur Khadar, Near Local Shopping Complex, Pocket – D & E, Sarita Vihar New Delhi- 110076

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ANNEXURE TO ITEMS 2 OF THE NOTICE

Details of Directors seeking re-appointment at the
Forthcoming Annual General Meeting
(in pursuance of LODR Regulations, 2015)

Name of the director	Ms Akanksha Garg
Director Identification Number(DIN)	07193111
Date of Birth	24/02/1997
Nationality	Indian
Date of Appointment on Board	30/05/2015
Qualification	Graduate
Shareholding in RSPL	NIL
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	NIL
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	NIL

Annexure A to the notice

Instructions for the voting through electronic means

The procedure and instructions for e-voting as given in the Notice of the 46th Annual General Meeting are again reproduced hereunder for easy reference:

- I. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):
 - a. Open e-mail and open PDF file viz. "RSPL- e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
 - b. Launch internet browser by typing the following
URL: <https://www.evoting.nsdl.com/>.
 - c. Click on Shareholder-Login.
 - d. Put user ID and password as initial password noted in step (i) above. Click Login.
 - e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - g. Select "EVEN" of "Rathi Steel and Power Limited".
 - h. Now you are ready for remote e-voting as Cast Vote page opens.
 - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
- II. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to mail@csnitesh.com with a copy marked to evoting@nsdl.co.in.
- III. In case of Members receiving Physical copy of Notice of 46th Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)
 - a. Initial password is provided in the box overleaf.
 - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- IV. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- V. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VI. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 19th September, 2017.
- VIII. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 19th September, 2017, may also obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA, MAS Services Limited.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- F. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- G. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- H. Shri Nitesh Kumar Sinha, Practicing Company Secretary (Membership No. FCS 7536 & CP No. 7648), Proprietor, M/s. NKS & Company, Company Secretaries have been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- I. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- J. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unlock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- K. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.rathisteelandpower.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited.

BOARD'S REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 46th Annual Report together with the Audited Statement of Accounts of Rathi Steel & Power Limited for the year ended 31st March, 2017.

1. FINANCIAL RESULTS:

	CURRENT YEAR (RS. IN LACS)	PREVIOUS YEAR (RS. IN LACS)
Revenue from Operation	38174.98	59734.73
EBITDA	(-2331.66)	(-4959.11)
Interest	1661.03	1785.26
Depreciation	2338.58	2361.16
Profit after Tax (PAT)	(-6331.27)	(-9105.53)
Dividend	NIL	NIL

2. OPERATIONAL REVIEW:

During the year under review, the Company has achieved revenue from operation of Rs. 38174.98 lacs against previous year of Rs. 59734.73 Lacs. The Company has incurred loss of Rs. 6331.27 lacs against previous year loss of Rs. 9105.53 lacs. Company expects to do better if there is an improvement in overall industrial scenario.

3. DIVIDEND

In view of losses, no dividend has been recommended.

4. CAPACITY EXPANSION

Company is having very good reputation in the market for value added stainless steel products being manufactured at its Ghaziabad unit. In order to cater to growing demand of its value added products Company is considering to enhance the capacity.

5. SICA act since be repealed and therefore Company is no more registered with BIFR.

6. ECONOMIC SCENARIO AND OUTLOOK

According to International Monetary Fund ('IMF'), global growth is projected to rise to 3.5% in 2017 and 3.6% in 2018, moving closer to the long-term growth trend of 4%. The modest recovery is projected to be supported by a mildly expansionary fiscal stance, accommodative financial conditions and a weaker euro. The

macro-economic stability with inflation below 5% continues to be the foundation of economic success which is reflected by growth in its key sectors - agriculture, industrial and services. Government initiatives like Make-in-India, Invest India, Start Up India and e-biz Mission Mode Project under the national e-governance plan are helping to improve ease of doing business in the country. In addition, the biggest tax reform since Independence, Goods and Services Tax ('GST') will help simplify India's tax regime and is likely to boost GDP and reduce inflation in the long-term despite the threat of a potential slowdown in economic activity during the transition to the GST in the near term. However, structural issues continue to pose a significant risk to the growth cycle. Firstly, initiative of the US Government of advancing 'Buy American Hire American' and political trends in Europe and elsewhere suggest a rising wave of protectionism which may lead to reversals of trade liberalization and geo-political conflicts. Secondly, economic policy uncertainty continues to be high, given USA's expansive pro-growth reforms and China taking lead in globalization 2.0. This poses a risk of high level of volatility in the financial markets. Thirdly, debt and deficits among emerging market and developing economies are on the rise making them susceptible to increase in borrowing costs. Fourthly, outcome of the Brexit negotiations is likely to impact the pace of recovery in UK as well as Eurozone economy.

7. FUTURE OUTLOOK

As per the World Steel Association ('WSA'), global steel demand is expected to grow at 0.9% in 2018 to 1.55 billion tonnes. Recovery in developed economies and accelerating growth in emerging and developing markets especially Russia, Brazil and India is expected to aid demand growth and keep inventory levels low which in turn is expected to support global steel prices. However, low level of capacity reduction than targeted by nations and continued oversupply in raw materials especially iron ore are likely to weigh down on the prices in the absence of effective trade measures and/ or increase in steel demand. China's steel demand which accounts for 45% of global steel demand is expected to be flat this year at 681 million tonnes while falling by 2% to 667 million tonnes in 2018. However, as per WSA, steel demand in emerging and developing economies excluding China is