

| <b>General information about company</b> |                               |
|--|-------------------------------|
| Scrip code                               | 504903                        |
| Name of the entity                       | RATHI STEEL AND POWER LIMITED |
| Date of start of financial year          | 01-04-2016                    |
| Date of end of financial year            | 31-03-2017                    |
| Reporting Quarter                        | Yearly                        |
| Date of Report                           | 31-03-2017                    |
| Risk management committee                | Applicable                    |

|  |    |
|--|----|
| <b>Annexure I</b>  |    |
| <b>Annexure I to be submitted by listed entity on quarterly basis</b>                |    |
| <b>I. Composition of Board of Directors</b>  |    |
| Disclosure of notes on composition of board of directors explanatory                 |    |
| Is there any change in information of board of directors compare to previous quarter | No |

| <b>Annexure 1</b>  |                                       |                           |  |                         |                         |
|--|---------------------------------------|---------------------------|--|-------------------------|-------------------------|
| <b>II. Composition of Committees</b>   |                                       |                           |  |                         |                         |
| Disclosure of notes on composition of committees explanatory                 |                                       |                           |  |                         |                         |
| Is there any change in information of committees compare to previous quarter |                                       |                           |  |                         | Yes                     |
| Sr   | Name Of Committee                     | Name of Committee members | Category 1 of directors                  | Category 2 of directors | Name of other committee |
| 1  | Audit Committee                       | DWARKA DAS LAKHOTIA       | Non-Executive - Independent Director     | Member                  |                         |
| 2  | Audit Committee                       | PREM NARAIN VARSHEY       | Executive Director                       | Chairperson             |                         |
| 3  | Audit Committee                       | SHREE KUMAR DAGA          | Non-Executive - Independent Director     | Member                  |                         |
| 4  | Nomination and remuneration committee | AKANKSHA GARG             | Non-Executive - Nominee Director         | Member                  |                         |
| 5  | Nomination and remuneration committee | DWARKA DAS LAKHOTIA       | Non-Executive - Independent Director     | Member                  |                         |
| 6  | Nomination and remuneration committee | SHREE KUMAR DAGA          | Non-Executive - Independent Director     | Chairperson             |                         |
| 7  | Risk Management Committee             | DWARKA DAS LAKHOTIA       | Non-Executive - Independent Director     | Member                  |                         |
| 8  | Risk Management Committee             | PREM NARAIN VARSHEY       | Executive Director                       | Chairperson             |                         |
| 9  | Risk Management Committee             | SHREE KUMAR DAGA          | Non-Executive - Non Independent Director | Member                  |                         |
| 10   | Stakeholders Relationship Committee   | DWARKA DAS LAKHOTIA       | Non-Executive - Independent Director     | Member                  |                         |

**Annexure 1**

**II. Composition of Committees**

| Sr | Name Of Committee                   | Name of Committee members | Category 1 of directors              | Category 2 of directors | Name of other committee |
|----|-------------------------------------|---------------------------|--------------------------------------|-------------------------|-------------------------|
| 11 | Stakeholders Relationship Committee | PREM NARAIN<br>VARSHY     | Executive Director                   | Member                  |                         |
| 12 | Stakeholders Relationship Committee | SHREE KUMAR<br>DAGA       | Non-Executive - Independent Director | Chairperson             |                         |

| <b>Annexure 1</b>  |   |  |   |
|--|---|--|---|
| <b>Annexure 1</b>  |   |  |   |
| <b>III. Meeting of Board of Directors</b>                        |   |  |   |
| Disclosure of notes on meeting of board of directors explanatory |   |  |   |
| Sr   | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) |
| 1  | 15-10-2016  |  |   |
| 2  | 14-11-2016  |  | 29  |
| 3  | 31-12-2016  |  | 46  |
| 4  |   | 14-02-2017   | 44  |
| 5  |   | 31-03-2017   | 44  |

| <b>Annexure 1</b>  |                   |   |  |                                     |   |  |                         |
|--|-------------------|---|--|-------------------------------------|---|--|-------------------------|
| <b>IV. Meeting of Committees</b>                         |                   |   |  |                                     |   |  |                         |
| Disclosure of notes on meeting of committees explanatory |                   |   |  |                                     |   |  |                         |
| Sr   | Name of Committee | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) | Name of other committee |
| 1  | Audit Committee   | 14-02-2017  | Yes  | yes                                 | 14-11-2016  | 91   |                         |

|                   |
|-------------------|
| <b>Annexure 1</b> |
|-------------------|

|                                      |  |  |  |
|--------------------------------------|--|--|--|
| <b>V. Related Party Transactions</b> |  |  |  |
|--------------------------------------|--|--|--|

| Sr | Subject  | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|--|-------------------------------|--|
| 1  | Whether prior approval of audit committee obtained   | Yes                           |  |
| 2  | Whether shareholder approval obtained for material RPT   | Yes                           |  |
| 3  | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes                           |  |

### Annexure 1

#### VI. Affirmations

| Sr | Subject  | Compliance status (Yes/No) |
|----|--|----------------------------|
| 1  | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015  | Yes                        |
| 2  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee  | Yes                        |
| 3  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee                                   | Yes                        |
| 4  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee                                   | Yes                        |
| 5  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities) | Yes                        |
| 6  | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.                              | Yes                        |
| 7  | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.                  | Yes                        |
| 8  | This report and/or the report submitted in the previous quarter has been placed before Board of Directors.   | Yes                        |



| <b>Annexure II</b>   |   |                               |  |                            |
|--|---|-------------------------------|--|----------------------------|
| <b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b> |   |                               |  |                            |
| <b>I. Disclosure on website in terms of Listing Regulations</b>  |   |                               |  |                            |
| Sr   | Item  | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address                |
| 1  | Details of business   | Yes                           |  | www.rathisteelandpower.com |
| 2  | Terms and conditions of appointment of independent directors            | Yes                           |  | www.rathisteelandpower.com |
| 3  | Composition of various committees of board of directors                 | Yes                           |  | www.rathisteelandpower.com |
| 4  | Code of conduct of board of directors and senior management personnel   | Yes                           |  | www.rathisteelandpower.com |
| 5  | Details of establishment of vigil mechanism/ Whistle Blower policy      | Yes                           |  | www.rathisteelandpower.com |
| 6  | Criteria of making payments to non-executive directors                  | Yes                           |  | www.rathisteelandpower.com |
| 7  | Policy on dealing with related party transactions                       | Yes                           |  | www.rathisteelandpower.com |
| 8  | Policy for determining 'material' subsidiaries                          | No                            | The Company has no material Subsidiaries                       |                            |
| 9  | Details of familiarization programmes imparted to independent directors | No                            | Not required as per Management Views                           |                            |

| <b>Annexure II</b>   |   |                               |  |                            |
|--|---|-------------------------------|--|----------------------------|
| <b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b> |   |                               |  |                            |
| <b>I. Disclosure on website in terms of Listing Regulations</b>  |   |                               |  |                            |
| Sr   | Item  | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address                |
| 10   | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes                           |  | www.listing.bseindia.com   |
| 11   | email address for grievance redressal and other relevant details  | Yes                           |  | www.rathisteelandpower.com |
| 12   | Financial results   | Yes                           |  | www.rathisteelandpower.com |
| 13   | Shareholding pattern  | Yes                           |  | www.rathisteelandpower.com |
| 14   | Details of agreements entered into with the media companies and/or their associates   | Yes                           |  | www.rathisteelandpower.com |
| 15   | New name and the old name of the listed entity  | Yes                           |  | www.rathisteelandpower.com |

| <b>Annexure II</b>             |   |                   |                               |  |
|--------------------------------|---|-------------------|-------------------------------|--|
| <b>II. Annual Affirmations</b> |   |                   |                               |  |
| Sr                             | Particulars   | Regulation Number | Compliance status (Yes/No/NA) | If status is “No” details of non-compliance may be given here. |
| 1                              | Independent director(s) have been appointed in terms of specified criteria of ‘independence’ and/or ‘eligibility’ | 16(1)(b) & 25(6)  | Yes                           |  |
| 2                              | Board composition   | 17(1)             | Yes                           |  |
| 3                              | Meeting of Board of directors   | 17(2)             | Yes                           |  |
| 4                              | Review of Compliance Reports  | 17(3)             | Yes                           |  |
| 5                              | Plans for orderly succession for appointments   | 17(4)             | Yes                           |  |
| 6                              | Code of Conduct   | 17(5)             | Yes                           |  |
| 7                              | Fees/compensation   | 17(6)             | Yes                           |  |
| 8                              | Minimum Information   | 17(7)             | Yes                           |  |
| 9                              | Compliance Certificate  | 17(8)             | Yes                           |  |
| 10                             | Risk Assessment & Management  | 17(9)             | Yes                           |  |

| <b>Annexure II</b>             |   |                          |                               |  |
|--------------------------------|---|--------------------------|-------------------------------|--|
| <b>II. Annual Affirmations</b> |   |                          |                               |  |
| Sr                             | Particulars   | Regulation Number        | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 11                             | Performance Evaluation of Independent Directors                                 | 17(10)                   | Yes                           |  |
| 12                             | Composition of Audit Committee  | 18(1)                    | Yes                           |  |
| 13                             | Meeting of Audit Committee  | 18(2)                    | Yes                           |  |
| 14                             | Composition of nomination & remuneration committee                              | 19(1) & (2)              | Yes                           |  |
| 15                             | Composition of Stakeholder Relationship Committee                               | 20(1) & (2)              | Yes                           |  |
| 16                             | Composition and role of risk management committee                               | 21(1),(2),(3), (4)       | Yes                           |  |
| 17                             | Vigil Mechanism   | 22                       | Yes                           |  |
| 18                             | Policy for related party Transaction  | 23(1),(5),(6), (7) & (8) | Yes                           |  |
| 19                             | Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3)               | Yes                           |  |
| 20                             | Approval for material related party transactions                                | 23(4)                    | Yes                           |  |

| <b>Annexure II</b>             |   |                          |                               |  |
|--------------------------------|---|--------------------------|-------------------------------|--|
| <b>II. Annual Affirmations</b> |   |                          |                               |  |
| Sr                             | Particulars   | Regulation Number        | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 21                             | Composition of Board of Directors of unlisted material Subsidiary   | 24(1)                    | No                            | Not Required   |
| 22                             | Other Corporate Governance requirements with respect to subsidiary of listed entity                               | 24(2),(3), (4),(5) & (6) | No                            | Not Required   |
| 23                             | Maximum Directorship & Tenure   | 25(1) & (2)              | Yes                           |  |
| 24                             | Meeting of independent directors  | 25(3) & (4)              | Yes                           |  |
| 25                             | Familiarization of independent directors  | 25(7)                    | Yes                           |  |
| 26                             | Memberships in Committees   | 26(1)                    | Yes                           |  |
| 27                             | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3)                    | Yes                           |  |
| 28                             | Disclosure of Shareholding by Non-Executive Directors   | 26(4)                    | Yes                           |  |
| 29                             | Policy with respect to Obligations of directors and senior management   | 26(2) & 26(5)            | Yes                           |  |
|                                | Any other information to be provided - Add Notes  |                          |                               |  |

| <b>Annexure II</b>       |  |  |
|--------------------------|--|--|
| <b>III. Affirmations</b> |  |  |
| <b>Sr</b>                | <b>Particulars</b>   | <b>Compliance status<br/>(Yes/No/NA)</b> |
| 1                        | The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied | No                                       |
|                          | Any other information to be provided   |  |

| <b>Signatory Details</b> |                      |
|--------------------------|----------------------|
| Name of signatory        | PREM NARAIN VARSHNEY |
| Designation of person    | Managing Director    |
| Place                    | Ghaziabad            |
| Date                     | 12-04-2017           |

