

Rathi Steel And Power Ltd.

(Formerly Rathi Udyog Ltd.)

An ISO 9001 : 2000 Company

Works & Corporate Office

A-3 Industrial Area South of G. T. Road Ghaziabad 201009 India

Phone (0120) 2840346 to 51 Fax (0120) 2840352 to 53

Website www.rathisteelndpower.com Email info@rathisteelndpower.com

Quarterly Corporate Governance Report under Clause 49 of the Listing Agreement

Name of the Company:

RATHI STEEL AND POWER LIMITED

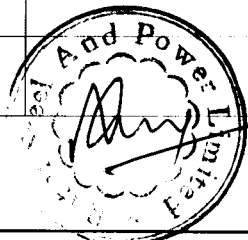
Scrip Code:

504903

Quarter ending on:

30TH SEPTEMBER 2011

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I		As per Annexure I
(A) Composition of Board	49(IA)	Yes	
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	Yes	
(C) Other Provisions as to Board and Committees	49 (IC)	Yes	
D) Code of Conduct	(49 (ID)	Yes	Declaration given in the Annual Report 2010-2011
II. Audit Committee	49 (II)		As per Annexure II
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee		Yes	
(C) Powers of Audit Committee 49 (IIC)	49 (IIB)	Yes	
(D) Role of Audit Committee	49 II(D)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Companies	49 (III)	N.A.	
IV. Disclosures	49 (IV)	Yes	
(A) Basis of Related Party Transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from Public Issues, Rights Issues,	49 (IV D)	Yes	



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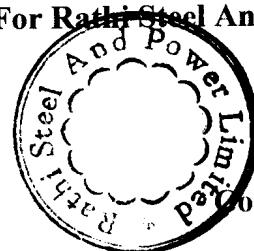
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Preferential Issues etc.			
(E) Remuneration of Directors	49 (IV E)	Yes	Disclosed in the annual report 2010-2011. The same form part of the annual report 2010-2011.
(F) Management	49 (IV F)	Yes	Management Discussion and analysis form part of annual report 2010-2011.
(G) Shareholders	49 (IV G)	Yes	
V.CEO/CFO Certification	49 (V)	Yes	Declaration given in annual report 2010-2011.
VI. Report on Corporate Governance	49 (VI)	Yes	A separate section was there in the annual report 2010-2011.
VII. Compliance	49 (VII)	Yes	Compliance certificate received from the auditors regarding compliance of corporate governance was annexed with the Director's report in 2010-2011.

For Rathi Steel And Power Limited



A handwritten signature in black ink, appearing to read "NK Garg".

NK Garg

Company Secretary

Date: 04/10/2011

Place: New Delhi

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ANNEXURE- I

COMPOSITION OF BOARD AS ON 30-09-2011

The composition of Board of Directors as on 30-09-2011 was as under:

(1) Shri Pradeep Rathi	Chairman and Managing Director
(2) Shri Prem Narayan Varshney	Whole Time Director
(3) Shri Dwarka Das Lakhotia	Independent Director
(4) Shri Shree Kumar Daga	Independent Director
(5) Shri Ranjit Khattar	Independent Director

ANNEXURE- II

The composition of the Audit Committee as on 30-09-2011 was as under:

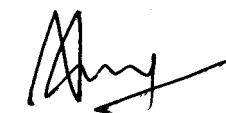
(1) Shri Shree Kumar Daga	Chairman
(2) Shri Dwarka Das Lakhotia	Member
(3) Shri Ranjit Khattar	Member

Compliance officer of the Company act as the secretary to the committee.

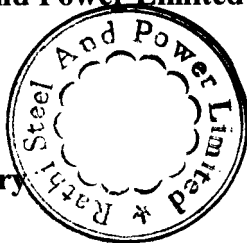
The Chairman and the other two members are independent Directors. All the members of the Committee are financially literate. Shri Ranjit Khattar is having professional qualification under the amended clause 49 as per listing agreement.

Thanking you,

For Rathi Steel And Power Limited



NK Garg
Company Secretary



Date: 04/10/2011

Place: New Delhi