

Works & Corporate Office

A-3 Industrial Area South of G.T. Road Ghaziabad 201009 India
Phone (0120) 2840346 to 51, 0120 4934034 Fax (0120) 2840352
Website www.rathisteelandpower.com Email info@rathisteelandpower.com

RSPL/BSE/2025-26/

Date: 3rd September, 2025

To
BSE Limited
Phiroze, Jeejeebhoy Towers,
Dalal Street, Mumbai-400001
Maharashtra

Scrip Code: 504903

Dear Sir,

Subject: Outcome of Board Meeting pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") commenced at 2.00 p.m. and concluded at 5.40 pm IST

Pursuant to Regulation 30 of the Listing Regulations read with Para A Part A of Schedule III thereto, we hereby inform you that the Board of Directors in its meeting held today i.e., September 3, 2025, has, inter alia:

- 1) On recommendation of the Audit Committee of the Board and subject to the approval of the shareholders of the Company, approved the appointment of M/s. Sameer Bhatnagar & Company, Practicing Company Secretaries (Membership No.: 30997, COP No.: 13115 and Peer reviewed number: 5256/2023) as the Secretarial Auditor of the Company for the first term of 5 (Five) consecutive years commencing from Financial Year 2025-26 to Financial Year 2029-30.
- 2) On recommendation of the Audit Committee of the Board, approved the appointment of M/s R. M. Bansal & Co., Cost Accountants, Practicing Cost and Management Accountants (Firm Registration No. 000022) as the Cost Auditor of the Company for the Financial Year 2025-26.
- 3) On recommendation of the Audit Committee of the Board, approved the appointment of M/s. DIT & Company (Firm Registration Number: 015421C), Chartered Accountants as the Internal Auditor of the Company for the Financial Year 2025-26.
- 4) Subject to the approval of shareholders of the Company and in accordance with the Articles of Association of the Company, approved to alter the existing Authorized Share Capital in the following manner:
 - (i) To create an additional 8,51,853 (Eight Lakh Fifty-One Thousand Eight Hundred and Fifty Three) Equity Shares of Rs.10/- (Rupees Ten only) each, aggregating to Rs. 85,18,530 (Rupees Eighty Five Lakh Eighteen Thousand Five Hundred and Thirty only).
 - (ii) To cancel & reclassify the unissued 4,08,147 (Four Lakh Eight Thousand One Hundred and Forty Seven) Preference Shares ("PS") having face value of Rs. 10/- (Rupees Ten only) each, aggregating to Rs. 40,81,470/- (Rupees Forty Lakh Eighty One Thousand Four Hundred and Seventy Only) into 4,08,147 (Four Lakh Eight Thousand One Hundred and Forty Seven) Equity Shares having face value of Rs. 10/- (Rupees Ten only) each, aggregating to Rs. 40,81,470/- (Rupees Forty Lakh Eighty One Thousand Four Hundred and Seventy Only).

Consequent to the above alterations, existing Clause V of the Memorandum of Association of the Company be amended by substituting with the following new clause:

“The Share Capital of the Company is Rs. 1,32,50,00,000/- (Rupees One Hundred Thirty-Two Crore Fifty Lakh only) divided into 12,25,00,000 (Twelve Crore Twenty Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 122,50,00,000 (Rupees One Hundred Twenty Two Crore and Fifty Lakh only) and 1,00,00,000 (One Crore Only) Preference Shares of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 10,00,00,000/- (Rupees Ten Crore only).”

Rathi Steel And Power Ltd.

CIN : L27109DL1971PLC005905

An ISO 9001:2015 & 14001:2015 Company

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- 5) Approved the Notice of 54th Annual General Meeting (“AGM”) of the Company to be held on Tuesday, September 30, 2025 through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) at 12.30 p.m. (IST), to transact the businesses as set out in the said Notice.
- 6) Approved the Annual Report of the Company for the Financial Year 2024-25, including the Board’s Report, Management and Discussion Analysis Report and Corporate Governance Report for the said year.
- 7) Approved the appointment of M/s. Sameer Bhatnagar & Company, Practicing Company Secretaries (Membership No.: 30997, COP No.: 13115 and Peer reviewed number: 5256/2023) as the Scrutinizers to scrutinize the remote e-voting and e-voting process during the 54th AGM.

The requisite disclosure as required under Listing regulations read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, in this regard, is enclosed herewith as **Annexure A**.

The Board meeting commenced at 2.00 p.m. and concluded at 5.40 pm IST. You are requested to take note of the same.

Thanks and regards.

Yours faithfully,
For Rathi Steel and Power Limited

Abhishek Verma
Director
DIN: 08104325

Encl.: as above

Annexure A

Details required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024

Appointment of Secretarial Auditor

Particulars	Details
Reason for change viz. appointment, reappointment, resignation, removal, death or otherwise	Appointment of M/s. Sameer Bhatnagar & Company, Practicing Company Secretaries (Membership No.: 30997, COP No.: 13115 and Peer reviewed number: 5256/2023) as Secretarial Auditor of the Company, subject to the approval of the Shareholders.
Date of appointment / reappointment / cessation (as applicable) & term of appointment / reappointment;	For a period of 5 consecutive years commencing from Financial Year 2025-26 to Financial Year 2029-30.
Brief profile (in case of appointment)	Mr. Sameer Kishore Bhatnagar, Company Secretary qualified in the year 2014 and has been in practice since the year 2015. He is primarily engaged in providing professional services in the field of Corporate Laws, SEBI Regulations, FEMA Regulations, Legal Compliances, Due Diligence, Secretarial Audits etc. for various reputed companies. His firm is Peer Reviewed by the Institute of the Company Secretaries of India.
Disclosure of relationships between Directors (in case of appointment of a Director)	Not Applicable

Appointment of Cost Auditor

Particulars	Details
Reason for change viz. appointment, reappointment, resignation, removal, death or otherwise	Appointment of M/s R. M. Bansal & Co., Cost Accountants, Practicing Cost and Management Accountants (Firm Registration No. 000022) as Cost Auditor of the Company.
Date of appointment / reappointment / cessation (as applicable) & term of appointment / reappointment;	The said Appointment is effective from September 3, 2025, for the Financial Year 2025-26.
Brief profile (in case of appointment)	M/s R. M. Bansal & Co., Cost Accountants are experience in versatile field viz., Cost Audit / Management Costing / Budgeting / Standard costing / Cost Control / Physical verification of Stores Inventory / designing and implementation of costing system etc. He worked for many renowned clients and Government of India Undertakings such as NTPC, IOCL, Power Grid Corporation of India Ltd., Coal India Ltd., SAIL, BHEL, Mahanagar Telephone Nigam Limited, NBCC (India) Ltd etc.
Disclosure of relationships between Directors (in case of appointment of a Director)	Not Applicable

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Appointment of Internal Auditor

Particulars	Details
Reason for change viz. appointment, reappointment, resignation, removal, death or otherwise	Appointment of M/s. DIT & Company (Firm Registration Number:015421C), Chartered Accountants as Internal Auditor of the Company.
Date of appointment / reappointment / cessation (as applicable) & term of appointment / reappointment;	The said Appointment is effective from September 3, 2025, for the Financial Year 2025-26.
Brief profile (in case of appointment)	M/s. DIT & Company (Firm Registration Number:015421C) is about 15 years old partnership firm having multi-dimensional experience of Conducted detailed verification of financial records of various companies, partnership firms and individuals, ROC compliance and other taxation matter during field audits. Exposure in various manufacturing industries and working for various renowned companies including SPC Management Services Private Limited, Touro Primeiro Private Limited, TKG Astro private Limited, SMD IT & Technology Ventures Private limited etc.
Disclosure of relationships between Directors (in case of appointment of a Director)	Not Applicable