



RATHI BARS LIMITED

CIN: L74899DL1993PLC054781

Regd. Office: A-24/7, Mohan Co-operative Industrial. Estate, New Delhi-110044

Ph.:011-42760373, 42730360

Web: www.rathisteels.com; E-mail: rathibars@hotmail.com

May 27, 2024

**The Secretary, Listing Department
BSE Limited
Phiroz Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001
Maharashtra, India**

Scrip Code: **532918**
Symbol: **RATHIBAR**

Subject: Annual Secretarial Compliance Report for the FY 2023-24 in pursuance to the Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 read with Circular No. CIR/CFD/CMD1?27/2019 dated 08.02.2019, please find enclosed the Annual Secretarial Compliance Report in respect of the Rathi Bars Limited for the Financial Year ended 31.03.2024 received from M/s PWR Associates, Practicing Company Secretaries.

This is for your information & records.

Your Sincerely,
For Rathi Bars Limited

Anamika Shukla
Digitally signed by
Anamika Shukla
Date: 2024.05.27
12:40:31 +05'30'

**Anamika Shukla
Company Secretary and compliance Officer**

Encl: As above



PWR ASSOCIATES

Company Secretaries

C-239, LGF, Defence Colony, New Delhi-110024

Phone: 011-4052 5819, 3551 1686

Email id: pwrasso@gmail.com

Secretarial Compliance Report of Rathi Bars Limited For the financial year ended 31.03.2024

To,
Rathi Bars Limited
A-24/7, Mohan Co-operative Industrial. Estate,
New Delhi-110044

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Rathi Bars Limited (hereinafter referred as "**the listed entity**"), having its registered office A-24/7, Mohan Co-operative Industrial. Estate, New Delhi-110044. The Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes book, forms and returns and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31st March 2024, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, M/s PWR Associates, Company Secretaries have examined:

- a) all the documents and records made available to us and explanation provided by the Listed Entity;
- b) the filings/ submissions made by the listed entity to the stock exchanges;
- c) website of the listed entity;
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

for the year ended March 31st, 2024 ("Review Period") in respect of compliance with the provisions of:

- a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there-under; and
- b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there-under and the Regulations, circulars, guidelines issued there-under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there-under, have been examined, include: -



- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(The provisions of the said regulations are not applicable to the Listed Entity during the review period).;**
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; 2018 **(The provisions of the said regulations are not applicable to the Listed Entity during the review period).;**
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; 2018 **(The provisions of the said regulations are not applicable to the Listed Entity during the review period).;**
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(The provisions of the said regulations are not applicable to the Listed Entity during the review period).;**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(The provisions of the said regulations are not applicable to the Listed Entity during the review period.)**
- k) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

and circulars/guidelines issued there-under.

and based on above examination, we hereby report that, during the review period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below: -

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1.2



Sr. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks
					Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning etc.					
1.	Disclosure of outcome of Board Meeting within 30 minutes of the closure of the meeting under Regulation 30 read with Schedule III of SEBI LODR	Regulation 30 read with Schedule III of SEBI LODR	The Company has not made disclosure regarding outcome of Board Meeting within 30 minutes as prescribed	Bombay Stock Exchange	Advisory	The Company has not made disclosure regarding outcome of Board Meeting within 30 minutes as prescribed	Nil	PWR Associates, Company Secretary observed the non-compliance and informed the Company Secretary of the Company to be vigilant next time.	The Company has represented to BSE that it will ensure that this type of non-compliance shall not occur in future.	
2.	Dissemination of timings of commencement and conclusion of meeting in the intimation of outcome of board meeting filed with Exchange under	Regulation 30 read with Schedule III of LODR Regulations	The Company in its submission dated 13-Feb-2023 has not disclosed the time of commencement/conclusion of the board meeting.	Bombay Stock Exchange	Advisory	The Company in its submission dated 13.02.2023 has not disclosed the time of commencement/conclusion of the board meeting.	Nil	PWR Associates, Company Secretary observed the non-compliance and informed the Company Secretary of the Company to be vigilant next time.	The Company has represented to BSE that it will ensure that this type of non-compliance shall not occur in future.	



	Regulation 30 read with Schedule III of SEBI LODR									
3.	Quarterly Corporate Governance Report under regulation 27(2)(a) of SEBI (LODR) Regulations, 2015		Maximum gap between 2 Board Meetings was not shown in Corporate Governance Report for the quarter ended on 30.09.2023	Bombay Stock Exchange	Clarification	Maximum gap between 2 Board Meetings was not shown in Corporate Governance Report for the quarter ended on 30.09.2023	Nil	PWR Associates, Company Secretary observed the non-compliance and informed the Company Secretary of the Company to be vigilant next time.	The Company has filed revised corporate governance report for the quarter ended 30.09.2023	
4.	Details of statutory auditor appointed by the Company from f.y. 2018-19 to f.y. 2023-24	NA	NA	Bombay Stock Exchange	Query	NA	Nil	NA	The Company has filed the required details	
5.	Quarterly financial statements under regulation 33 of SEBI (LODR) Regulations, 2015	Regulation 33 of SEBI LODR	NA	Bombay Stock Exchange	Fine	NA	Nil		The Company has addressed the issue to BSE	
6.	Related Party Transaction under regulation 23(9) of SEBI (LODR) Regulations, 2015	Regulation 23(9) of SEBI LODR	The Company has misinterpreted the provision and filed the same with 2	Bombay Stock Exchange	Fine	The Company has misinterpreted the provision and filed the same with 2 days delay	Rs, 11,800 excluding GST	PWR Associates, Company Secretary observed the non-compliance and informed the Company Secretary of	The Company has paid the fine amount and informed the same to the BSE	



			days delay					the Company to be vigilant next time.		
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

S r . N o . .	Observations/Remarks of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended 2021, 2022, 2023	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation/ deviations and actions taken/ penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
	Not Applicable					

and based on above examination, we hereby report that, during the Review Period, the compliance status of the listed entity is appended as below:

Sl. No.	Particulars	Compliance Status (Yes/ No/ NA)	Observations/Remarks by PCS*
1.	Secretarial Standard: <ul style="list-style-type: none"> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (55) issued by the Institute of Company Secretaries India (ICS) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable. 	Yes	None
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time as per the regulations/ circulars/ guidelines issued by SEBI. 	Yes Yes	The Listed Entity has reviewed, approved, adopted & updated the following mandatory policies as applicable on the Company with effect from 12.02.2024: <ol style="list-style-type: none"> Board Diversity Policy Code of Conduct for Board and Senior Management Code of Conduct for Prohibition of Insider Trading Familiarization Programme for Independent Directors Terms & Conditions for Appointment of Independent Directors Nomination & Remuneration Policy Policy on Determination of Materiality of events/Information Policy on Evaluation of Performance of Directors and the Board Policy on Prevention of sexual Harassment (POSH) of Women at workplace Preservation of Documents and Archival Policy



			11. Policy on Related Party Transaction 12. Vigil Mechanism/ Whistle Blower Policy
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Listed Entity is maintaining a functional website. Timely dissemination of the documents/information under a separate section on the website. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website. 	Yes Yes Yes	None
4.	Disqualification of Director: None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	
5.	Details related to Subsidiaries of listed entities have been examined w.r.t: <ol style="list-style-type: none"> Identification of material subsidiary companies Disclosure requirement of material As well as other subsidiaries 	NA	The Company does not have any subsidiary as on the financial year ended on 31.03.2024, therefore, identification and disclosures are not required.
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per policy of Preservation of Documents and Archival Policy prescribed under SEBI (LODR) Regulations, 2015	Yes	None
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations.	Yes	None
8.	Related Party Transactions: <ol style="list-style-type: none"> The listed entity has obtained prior approval of Audit Committee for all related party transactions; or The listed entity has provided detailed reasons along with the confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained. 	Yes Yes	None
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there-under.	Yes	None
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations,	Yes	None



	2015		
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued there-under except as provided under separate paragraph herein.	Yes	Action taken by the SEBI or Stock Exchange are already disclosed in para-a.
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/ or its material subsidiary(ies) has/ have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	Yes	None
13.	Additional non-compliances, if any: No additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc.	No	None

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information.
3. This is neither an audit nor an expression of opinion. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For PWR Associates
Company Secretaries**



**Devesh Maheshwari
(Partner)**

M. No.: A70318

COP No.: 26255

UDIN: A070318F000453745

Date: 27.05.2024

Place: New Delhi