



PWR ASSOCIATES

Company Secretaries

A-395, 3rd Floor, Defence Colony, New Delhi-110024

Phone: 011-35576012

Email id: pwrasso@gmail.com

FORM No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,
Rathi Bars Limited
A-24/7, Mohan Cooperative Industrial Estate
Mathura Road, New Delhi-110044

CIN: L74899DL1993PLC054781

Authorized Capital: Rs. 18.00 Crore

We have conducted the Secretarial Audit of compliance of applicable statutory provisions and the adherence to good corporate practices by Rathi Bars Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information/ representations provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit.

We hereby report that in our opinion, the Company has during the audit period covering the financial year ended on March 31, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024, according to the provisions of:

- (i) The Companies Act, 2013 and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -



- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the audit period);
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not applicable to the Company during the audit period);
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the audit period);
 - f) 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;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the audit period);
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the audit period);
- (vi) The other laws as applicable specifically on the Company: -
1. Air (Prevention and Control of Pollution) Act, 1981 and the rules and standards made there under.
 2. Water (Prevention and Control of Pollution) Act, 1974 and Water (Prevention and Control of Pollution) Rules, 1975.
 3. Environment Protection Act, 1986 and the rules, notifications issued there under.
 4. Factories Act, 1948 and allied State Laws.

We have also examined compliances with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Stock Exchange.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, guidelines, standards etc. mentioned above subject to the following observations:

1. That the Company has filed the respective forms, returns, documents and resolutions with the Ministry of Corporate Affairs, New Delhi prescribed under the Act and rules made there under.
2. That the Board has duly met 7 (Seven) times i.e. on 08.05.2023, 30.05.2023, 10.07.2023, 09.08.2023, 12.09.2023, 07.11.2023 and 12.02.2024 during the year.



Audit Committee also met 6 (Six) times on 30.05.2023, 10.07.2023, 09.08.2023, 12.08.023, 07.11.2023 and 12.02.2024.; Nomination and Remuneration Committee duly met 3 (Three) times on 08.05.2023, 10.07.2023 and 12.02.2024; Stakeholders Relationship Committee duly met once on 12.02.2024 during the year.

3. The Company was not required to deposit the unclaimed amounts pending for more than seven years to the Investor Education and Protection Fund pursuant to Section 125 of the Companies Act, 2013.
4. The Company has constituted the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee as per the provisions of the Companies Act, 2013;
5. Managerial Remuneration has been paid to the Mr. Anurag Rathi (Managing Director) and Mr. Uddhav Rathi (Whole time Director cum CFO), and sitting fee was paid to Mr. Chander Mohan (Non-Executive Non-Independent Director), Mr. Rajendra Prasad (Independent Director), Mrs. Shikha Chakraborty (Independent Director), Mrs. Sonali V Chitalkar (Independent Director) during the year.
6. The Company has entered into business transactions with related parties in the normal course of business at arm's length.
7. That the shares of the Company are in dematerialized form with the depositories and an agreement between the Company and the Depository has been entered initially in the year 2007 and amended/revised from time to time;

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance in requisite time as permitted under the Companies Act, 2013 and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the Company has no other specific event required to be reported except above mentioned.

We further report that the Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets during the last three years and no penalties and/or strictures have been imposed on the Company in this regard, except in the following cases:



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
					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	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	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.



	under Regulation 30 read with Schedule III of SEBI LODR		board meeting.						
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	Regulation 23(9) of SEBI LODR	The Company has misinterpreted the provision and filed	Bombay Stock Exchange	Fine	The Company has misinterpreted the provision and filed	Rs, 11,800 excluding GST	PWR Associates, Company Secretary observed the non-compliance and	The Company has paid the fine amount and informed the same to the BSE



SEBI (LODR) Regulations, 2015		the same with 2 days delay			the same with 2 days delay		informed the Company Secretary of the Company to be vigilant next time.	
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For PWR Associates
Company Secretaries



Devesh Maheshwari

Partner

C. P. No: 26255

UDIN: **A070318F001069239**

Peer Review No. 2988/2023

Date: 29.08.2024

Place: New Delhi

Note: This report is to be read with our letter of even date which is annexed as "Annexure 1 to the Report" and forms an integral part of this report.

Annexure 1 to the Secretarial Audit Report

To,
The Members
Rathi Bars Limited
New Delhi

Our Secretarial Audit Report of even date, for the financial year 2023-24 is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For PWR Associates
Company Secretaries



Devesh Maneshwari
Partner
C. P. No: 26255
UDIN: **A070318F001069239**
Peer Review No. 2988/2023

Date: 29.08.2024
Place: New Delhi