Rathi Industries Ltd.
(ISO 9001-2000 & ISO 14001 Certified Company)

G.T. Road, Chhapraula,
Gautam Budh Nagar, U.P.
Phone : (0120) 4032800 Fax : (0120) 4032841
E-mail : rathiindustries1@rediffmail.com
CIN No.: L74899DL1991PLC046575

September 07, 2024

The Head - Listing & Compliance
Metropolitan Stock Exchange of India Ltd. (MSEI)
Building A, Unit 205A, 2nd Floor,
Piramal Agastya Corporate Park,
L.B.S Road, Kurla West,
Mumbai - 400 070, India.

MSEI SYMBOL: RATHIIND & ISIN INE173X01019

Sub: Compliance under Regulation 30 & 34 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Ma'am,
Pursuant to Regulation 30 & 34 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the following which has been sent to the members of the Company:

1. Notice of 32nd Annual General Meeting of the company to be held on Monday the 30th Day of September 2024 at 3.00 p.m. at the registered office of the Company situated at A-24/6, Mohan Co-operative Indl. Estate, Mathura Road, New Delhi -110044.

2. Integrated Annual Report for the financial year ended 31st March 2024.

We request you to kindly take this information on your record.

Thanking you,
Yours faithfully,

For Rathi Industries Limited,

Vinay Rathi
(Director & CFO)
DIN: 00137502

Encl: a/a

Rathi Industries Ltd.
(ISO 9001-2000 & ISO 14001 Certified Company)

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Sub: Intimation of Book Closure & Notice of Annual General Meeting

Dear Sir/Ma'am,
Pursuant to Regulation 42 of SEBI (Listing Obligation and Disclosure Requirements), Regulation, 2015 (Listing Regulations) read with Section 91 and other applicable provisions of the Companies Act, 2013, we would like to inform the following:

1. The Register of Members and Share Transfer Book of the Company will remain closed from Sunday, 22nd September 2024, to Monday, 30th September, 2024 (both days inclusive) for the purpose of 32nd Annual General Meeting of the Company for the financial year ended on March 31, 2024.
2. The Company has decided Tuesday, September 24th, 2024 as the record date for purpose of identifying the shareholders for the eligibility to vote in the Annual General Meeting.:
3. Notice of 32st Annual General Meeting of the company (enclosed) to be held on Monday the 30th Day of September 2024 at 3.00 P.M. at registered office of the Company situated at A-24/6, Mohan Co-operative Indl. Estate, Mathura Road New Delhi -110044.

We request you to kindly take this information on your record.

Thanking you,
Yours faithfully,

For Rathi Industries Limited,

Vinay Rathi
(Director & CFO)
DIN: 00137502

Encl: a/a

RATHI INDUSTRIES LTD.

NOTICE

Notice is hereby given that the 32nd Annual General Meeting of the shareholders of Rathi Industries Limited will be held on Monday, the 30th day of September, 2024 at 3.00 p.m. at its registered office situated at A-24/6, Mohan Co-operative Indl. Estate, Mathura Road, New Delhi-110044 to transact the following businesses:

(A) ORDINARY BUSINESS:

1. Adoption of Financial Statements:

To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company as at 31st March, 2024 together with the Report of the Directors' and Auditors' thereon.

2. Re-appointment of Mr. Vikas Rathi (DIN: 01188409) as a director liable to retire by rotation:

To appoint a director in place of Mr. Vikas Rathi (DIN: 01188409), who retires by rotation and being eligible, offers himself for re-appointment.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 152 and rules made thereunder (including any statutory modification and re-enactment thereof) and other applicable provisions of the Companies Act, 2013, the approval of members of the Company, be and is hereby accorded to reappoint Mr. Vikas Rathi (DIN: 01188409) as an Executive Director, who is liable to retire by rotation."

3. Appointment of Statutory Auditor and the fixing of the remuneration.

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution: -**

"**RESOLVED THAT** pursuant to provision of section 139 of the Companies Act 2013 (as amended or re-enacted from time to time) and other applicable provision of the companies Act 2013 and considering the recommendations made by the Audit Committee, **M/s Gada Chheda & Co. LLP (Chartered Accountants)** be and is hereby appointed as the statutory auditor of the company for a period of 5 years from the conclusion of the this Annual General Meeting till the conclusion of 37th Annual General Meeting, at remuneration as mutually decided between the Board of Director and the statutory auditor from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matter, filing and things which may deem necessary in this behalf."

(B) SPECIAL BUSINESS:

4. Ratification of Remuneration of Cost Auditor:

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 148(3) and such other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Avnesh Jain & Co. Cost Accountants, appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March 2025, be paid a remuneration of Rs. 35,000/- (Rupees Thirty-Five Thousand only) including Taxes as applicable in addition to reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Auditors in connection with the audit, as recommended by the Audit Committee and approved by the Board.

Vikas Rathi

RATHI INDUSTRIES LIMITED

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to above Resolution."

5. **Regularization of Mr. Kailash (DIN: 10090452) as an Independent Director.**

To regularize the appointment of Mr. Kailash (DIN: 10090452) as Independent Director and in this regard, to pass, the following resolution as a **Special Resolution:**

"RESOLVED that in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such other laws, rules and regulations as may be applicable in this regard, Mr. Kailash (DIN: 10090452) who was appointed as Independent Director by the Board of Directors (the "Board"), based on the recommendation of the Nomination and Remuneration Committee and who has submitted a declaration that he meets the criteria for independence as provided in the Act and SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, with effect from July 15, 2024 to hold office for a first term of 5 (five) consecutive years i.e. from July 15, 2024 till July 14, 2029"

RESOLVED FURTHER that the Board of Directors of the Company (with term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

6. **Approval of lock in of shares.**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution:**

"RESOLVED THAT consent of members be & is hereby accorded that the promoter and other top non-promoter shareholders together holding up to 25% of post listing equity share capital and any shareholder holding more than 5% of equity share capital shall be locked in for a period of 1 year from the date of listing to comply the listing norms of the Exchange/SEBI."

RESOLVED FURTHER THAT above approval is required as the company has issued Share warrants convertible into through preferential allotment to promoter & non-promoter group.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized to take all actions, file applications and do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution."

7. **To approve material related party transaction limits:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 ("Act") read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company's Policy on "Materiality of Related Party Transactions and also on dealing with Related Party Transactions" and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter into contract(s)/arrangement(s)/transaction(s) with M/s Rathi Iron Steel Private Limited a related party of the Company, for effecting sale/purchase of iron/steel bars products of the company and such other products for an amount not exceeding in the aggregate Rs. 50,00,00,000/- (Rupees Fifty Crores Only) per financial year, for the period of 3 (three) financial

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years, commencing from financial year 2024-2025 and upto and including financial year 2026-2027 provided that the said transactions are entered into/ carried out on arm's length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof)."

8. Approval of Resolution u/s 185 of Companies Act 2013.

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to section 185 read with relevant rules there under and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment(s) thereof for the time being in force), read with the companies (meeting of Board and its power) Rules, 2014 and in accordance of Article of Association of the Company and in addition to all resolution passed earlier in this regard, consent of members of the Company be and is hereby accorded to Board of Directors to provide corporate guarantee(s) and security in favour of the Kotak Mahindra Bank Limited with respect to Loan/ Credit Facilities aggregating to Rs. 39.62 Crores Sanction/ Extended by it to Satvik Logistics LLP (LLPIN: AAJ-5784) for its principal business with this understanding that directors are interested /directors' interest lies in Satvik Logistics LLP a group concern of Rathi Industries Limited.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such actions and to give all such directions as may be necessary or desirable with regard to the propose Corporate Guarantee and Securities and to do all such acts, Deeds, matters and things and to execute all such deeds, documents and Writings as may be necessary, desirable or expedient in connection therewith**."**

9. To adopt new set of Memorandum of Association and Article of Association of the Company.

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to and in accordance with the provisions of Section 13 and 14 of the Companies Act, 2013 ("the Act") and all other applicable provisions, if any, of the Act or any other law for the time being in force (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof), the new set of **Memorandum of Association and Article of Association** of the Company, as available for inspection at the registered office of the Company, be and is hereby approved and adopted as the new set of Memorandum of Association and Article of Association of the Company, in substitution for, and to the exclusion of, the existing Memorandum of Association and Article of Association of the Company.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized to take all actions and do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.**"**

By order of the Board of Directors
of **Rathi Industries Limited**

Mukesh Bhardwaj
(Whole Time Director)
DIN: 01257936

Date: 05.09.2024
Place: Chhapraula

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NOTES:

1. **A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

2. **A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. PROVIDED THAT A MEMBER HOLDING MORE THAN TEN PERCENT, OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**

3. The proxies in order to be effective must be received at the company's registered office at A-24/6, Mohan Co-operative Indl. Estate, Mathura Road, New Delhi-110044 not less than 48 hours before the time fixed for the meeting. The proxy form and admission slip are enclosed.

4. A proxy shall not have right to speak at AGM and shall not be entitled to vote except on poll.

5. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Special businesses at items No. 4 to 9 is annexed.

6. The Register of Members of the Company shall remain closed from 22.09.2024 to 30.09.2024 (both days inclusive) in terms of Section 91 of the Companies Act, 2013.

7. Equity Shares of the Company are under compulsory demat trading by all investors. Those shareholders who have not dematerialized their shareholding are advised to dematerialize the same to avoid any inconvenience in future.

8. All documents referred to in the accompanying notice are available for inspection by the members at the registered office of the Company during normal business hours 9.30 a.m. to 6.00 p.m. on all working days, except Saturdays till the date of AGM.

9. Members are requested to send their queries, if any, to reach the company's registered office at least 10 days before the date of AGM, so that, information can be made available at the meeting.

10. Copies of Annual Report 2024 and the notice of 32nd AGM are being sent by electronic mode to all members whose email addresses are registered with the company/RTA, unless a member has requested for a hard copy of the same.

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of KYC Documents by every participant in securities market. Members are requested to submit their KYC details to the Registrars and Transfer Agents (RTA) M/s Skyline Financial Services Private Limited.

12. In terms of sections 101 and 136 of the Act, read with the rules made thereunder, the listed companies may send the notice of AGM and the annual report, including financial statements, boards' report, etc. by electronic mode. Pursuant to the said provisions of the Act, read with MCA Circulars, SEBI Circular dated 12 May 2020, Notice of 32nd AGM along with the Annual Report for FY2024 is being sent only through electronic mode to those members whose email addresses are registered with the Company/depositories. Members may note that the Notice and Annual Report for FY2024 will also be available on the Company's website at www.rilstelmax.com and website of the stock exchange i.e., Metropolitan Stock Exchange India Limited at www.msei.in.

13. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the rules framed thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e- Voting services provided by Central Depository Services Limited /Skyline Financial Services Private Limited on all the resolutions set forth in the Notice.

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14. Shareholders having multiple folios are requested to write to the RTA for consolidation of the Folios to save the administrative or servicing cost.

15. In pursuant to Section 72 of the Companies Act, 2013, Shareholders holding shares in the company, singly or jointly, may nominate in the prescribed manner, a person to whom all the rights in the shares of the Company shall vest in the event of death of the sole/ all joint shareholders. Shareholders may send their nomination in the prescribed form, duly filled in, to the Company.

INSTRUCTIONS FOR E-VOTING

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

(i) The voting period begins on 27.09.2024, 9.00 A.M. and ends on 29.09.2024, 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 24.09.2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular**,** Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) SL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 4) e e-Voting service providers' website directly. 5) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 6) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) ected to e-Voting service provider website for casting your vote during the remote e-Voting period. 3) cted to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

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	5) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting 6) service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 7) service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. our vote during the remote e-Voting period. ur vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.comor contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.
3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

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b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.
5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) trongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) rongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

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(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; rathiindustriesltd@rediffmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 22 55 33.

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement(s) sets out all material facts relating to the business mentioned under Item Nos. 4 to 9 of the accompanying Notice dated September 05, 2024

Vikas Rathi

RATHI INDUSTRIES LIMITED

ITEM NO. 4

Ratification of Remuneration of Cost Auditor:

The Board of Directors of the Company on the recommendation of the Audit Committee has approved the appointment and remuneration of M/s Avnesh Jain & Co., Cost Accountants (Firm Registration No. 101048), to conduct the audit of the cost records of the Company for the financial year ending March 31, 2025.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the members of the Company.

M/s Avnesh Jain & Co., Cost Accountants (Firm Registration No. 101048), have furnished certificates regarding their eligibility for appointment as Cost Auditors of the Company. In accordance with the provisions of Section 148 of the Act read with the Rules, the remuneration payable to the cost auditor has to be ratified by the shareholders of the Company.

Accordingly, ratification by the members is sought for the remuneration of Rs 35,000/- (Rupees Thirty-Five Thousand Only) (excluding out of pocket expenses and applicable taxes) payable to the Cost Auditor for Financial year ending March 31, 2025 by passing Ordinary Resolution as set out at Item No. 4 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members of the Company.

In light of above, you are requested to accord your approval to the Ordinary Resolution as set out at Agenda Item No. 4 of the accompanying Notice.

None of other Directors, Promoters and Key Managerial Personnel of the Company and their relatives, except to the extent of their shareholding, if any, in the Company, are in any way concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 5

Regularization of Mr. Kailash (DIN: 10090452) as an Independent Director.

Mr. Kailash (DIN:10090452) was appointed as Additional Independent Director on the board of the company on July 15, 2024. In accordance with Section 149 (10) and (11) of the Act, an Independent Director can hold office for two consecutive terms of up to five years each on the Board of a Company, subject to shareholders approving the term by passing a special resolution.

Mr. Kailash is transformative and results-oriented professional with approximately 8 years of extensive experience in Company Law, RBI, SEBI and corporate governance. Further, Mr. Kailash possess substantial expertise in Listing stock exchange Compliances and Company Law, with significant experience in both. Additionally, he is an active strategist specializing in customer relationship management. His skill set includes strong analytical and problem-solving abilities, coupled with effective time management and leadership skills. Brief details of Mr. Kailash, the nature of his expertise and experience, with other details relating to his directorship, are annexed to this Notice.

Mr. Kailash has given his consent to act as Director of the Company along with a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (LODR) Regulations and an intimation to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013. The Nomination and Remuneration Committee (NRC) of the Board of Directors at its meeting held on July 15, 2024, on the basis of the report of performance evaluation and skills, vast experience and expertise possessed by Mr. Kailash, has recommended appointment of Mr. Kailash as an Additional Independent Director for a first term of 5 (Five) consecutive years.

Vikas Rathi

RATHI INDUSTRIES LIMITED

The Board based on the recommendation of the NRC, and considering the skills, vast experience and expertise possessed by Mr. Kailash particularly, his knowledge & expertise approved the appointment subject to approval of shareholders.

In the opinion of the Board, Mr. Kailash fulfills the conditions for appointment as an Independent Director of the Company as specified in the Act and Rules thereunder, he is not debarred from holding the office of director by virtue of any SEBI order and he is independent of the management. The Board recommends the appointment of Mr. Kailash as an Independent Director for the first term from July 15, 2024 upto July 14, 2029 subject to approval of shareholders.

Your Directors recommend the resolution set forth in Item no. 5 for the approval of the Members.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and SEBI (LODR) Regulations, appointment of Independent Directors for their first term requires approval of Members by way of a Special Resolution.

Accordingly, the approval of the Members of the Company is being sought by way of a Special Resolution.

None of other Directors, Promoters and Key Managerial Personnel of the Company and their relatives, except to the extent of their shareholding, if any, in the Company, are in any way concerned or interested, financially or otherwise, in the resolution.

This explanatory statement along with the additional information as per Regulation 36 of the SEBI (LODR) Regulations and Secretarial Standard 2 (SS-2) on General Meetings issued by The Institute of Company Secretaries of India (ICSI), as annexed herewith may also be regarded as disclosure under the provisions of the Act and SEBI (LODR) Regulations.

ITEM NO. 6

Approval of lock in of shares.

As per the listing norms of the Exchanges, it is proposed to comply with the shareholder approval for lock in of shares of promoter and other top non-promoter shareholders together holding up to 25% of post listing equity share capital and any shareholder holding more than 5% of equity share capital shall be locked in for a period of 1 year from the date of listing to comply the listing norms of the Exchange/SEBI. Above approval is required as the company has issued Share warrants convertible into through preferential allotment to promoter & non-promoter group

The Board of Directors of the Company, therefore, recommends passing of the resolution as set out Item no. 6 to this Notice as Special Resolution.

None of other Directors, Promoters and Key Managerial Personnel of the Company and their relatives, except to the extent of their shareholding, if any, in the Company, are in any way concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 7

To approve material related party transaction limits with M/s Rathi Iron Steel Private Limited.

Pursuant to the applicable provision of the Companies Act, 2013 ("Act") read with the applicable rules issued under the Act, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amendment thereof ("SEBI Listing Regulations") and the Company's Policy on Materiality of Related Party Transactions and also on dealing with Related Party Transactions of the Company ("the Policy"), all material related party transactions of the Company require prior approval of the members of the Company through ordinary resolution.

In accordance with Regulation 23 of the SEBI Listing Regulations, "Material Related Party Transaction" means any transaction with a related party if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year exceeds ten percent of the annual consolidated turnover as per the last audited financial statements of the Company.

Vikas Rathi

RATHI INDUSTRIES LIMITED

The Company proposes to enter into a transaction with M/s Rathi Iron Steel Private Limited for effecting sale/purchase of iron/steel bars products of the company and other products. The transactions of sale/purchase of iron/steel bars products of the company and other products of the Company are expected to exceed the aforesaid material related party limit of 10% in the financial year 2024- 2025 and onwards as the Company will be focusing on expansion of market of its products. The said proposed transactions are expected to be long term in nature and will help the Company in exploring new market for sale of its special iron/steel products.

Accordingly, the approval of the members of the Company is being sought by way of ordinary resolution for the material transaction with M/s Rathi Iron Steel Private Limited, as set out in item no.7 of this Notice, in the ordinary course of business of the Company and at arms' length basis as per the applicable provisions of the Act and SEBI Listing Regulations.

As per Regulation 23 of the SEBI Listing Regulations and read with applicable provisions of the Act, related parties of the Company are not permitted to vote to approve the resolutions set out in Item No. 7 of this Notice whether the related party is a related party to the proposed transaction or not.

In accordance with Section 102(1) and the proviso to Section 102(2) of the Act, the nature of concern or interest financial or otherwise and the shareholding interest of every Promoter/ Director/ Key Managerial Personnel of the Company in the related parties to the extent that such shareholding is in excess of 2% is required to be disclosed.

Mr. Vinay Rathi & Mr. Vikas Rathi, Director of the Company are also the director & shareholder of M/s Rathi Iron Steel Private Limited, and their shareholding in M/s Rathi Iron Steel Private Limited is in excess of 2% of total shareholding of M/s Rathi Iron Steel Private Limited.

M/s Rathi Iron Steel Private Limited is an Associate Company of Rathi Industries Ltd. Other than as set out above none of the promoters of the Company hold 2% or more of the paid-up share capital of any of M/s Rathi Iron Steel Private Limited.

None of the Directors and/or Key Managerial Personnel of the Company and/or any of their respective relatives except disclosed above is concerned or interested, financially or otherwise, in the resolutions set out at Items No. 7 to this Notice.

ITEM NO. 8

Approval of Resolution u/s 185 of Companies Act, 2013.

As per the provisions of Section 185 of the Companies Act, 2013, no company shall, directly or indirectly, advance any loan including any loan represented by a book debt, to any of its Directors or to any other person in whom the Director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person. However, in order to promote ease of doing business, the entire Section 185 of the Companies Act, 2013 has been substituted vide Companies (Amendment) Act, 2017 and the same was notified by the Ministry of Corporate Affairs on 7th May, 2018 In terms of the amended Section 185 of the Act, a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution and requisite disclosures are made in the Explanatory Statement. The management on recommendation of the board has decided to provide corporate guarantee to its sister concern M/s Satvik Logistics LLP (SLP) upto an amount of Rs. 39.62 Cr which shall be utilised towards primary business activities of LLP.

The Board of Directors of the company therefore, recommends passing of the resolution as set out Item no. 8 to this Notice as Special Resolution.

Mr. Vinay Rathi & Mr. Vikas Rathi, along with their relatives holds substantial interest in the capital contribution of SLP & their holding is in excess of 2% of total capital of the SLP.

Vikas Rathi

RATHI INDUSTRIES LIMITED

Apart from above None of other Directors, Promoters and Key Managerial Personnel of the Company and their relatives, except to the extent of their shareholding, if any, in the Company, are in any way concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 9

To adopt new set of Memorandum of Association and Article of Association of the Company.

The existing Memorandum of Association and Article of Association are based on the Companies Act, 1956 and several regulations in the existing MOA/AOA contains references to specific section of the Companies Act, 1956 and some regulations are no longer in conformity with the Act.

In order to make the Memorandum of Association and Article of Association of the Company in tandem and to comply with the relevant sections/ provisions under the Companies Act, 2013 and rules made thereof it is proposed to replace the existing Memorandum of Association and Article of Association of the Company by a new set of Memorandum of Association and Article of Association.

Accordingly, in lieu of amendments to various articles in the existing Memorandum of Association and Article of Association, it is considered prudent and desirable to adopt a new set of Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association of the Company. Pursuant to Section 13 and 14 of the Companies Act, 2013 ("the Act"), the consent of the members of the Company by way of a Special Resolution is required for adoption of a new set of Memorandum of Association and Article of Association of the Company. Accordingly, this matter has been placed before the Shareholders for approval.

The Board of Directors of the Company, therefore, recommends passing of the resolution as set out Item No. 9 to this notice as Special Resolution.

A copy of the proposed new set of the Articles of Association of the Company would be available for inspection at the registered office of the Company situated at A-24/6, Mohan Co-operative Indl. Estate, Mathura Road, New Delhi-110044 on all working days except Saturdays and Public Holidays between 9.30 A.M and 6:00 P.M upto the date of declaration of the results of voting by the Company and would be uploaded on the Company's Website for perusal by the shareholders.

None of other Directors, Promoters and Key Managerial Personnel of the Company and their relatives, except to the extent of their shareholding, if any, in the Company are in any way concerned or interested financially or otherwise in the resolution.

By order of the Board of Directors
of **Rathi Industries Limited**

Mukesh Bhardwaj
(Whole Time Director)
DIN: 01257936

Date: 05.09.2024
Place: Chhapraula

Vikas Rathi

RATHI INDUSTRIES LIMITED

RATHI INDUSTRIES LTD.

Annexure to the Notice dated September 05, 2024

Information of Director retiring by rotation and the directors seeking appointment/re-appointment at the Annual General Meeting pursuant to Regulation 26 and 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, in accordance with provisions of Companies Act, 2013 and Secretarial Standards, as on the date of Notice:

Name	Mr. Vikas Rathi	Mr. Kailash
Age	58 Years	34 Years
DIN	01188409	10090452
Designation / Category of Director	Director	Independent Director
Date of Birth	December 31, 1965	August 15, 1990
Date of First Appointment on the Board	March 26, 2016	July 15, 2024
Qualification	Graduate	Post -Graduate
Background, Expertise	Kindly refer Corporate Governance Report section of this Annual Report.	Mr. Kailash is a Transformative and results-oriented professional with approximately 8 years of extensive experience in Company Law, RBI, SEBI and corporate governance. Further, Mr. Kailash possesses substantial expertise in Listing Stock Exchange Compliances and Company Law, with significant experience in both. Additionally, he is an active strategist specializing in customer relationship management. His skill set includes strong analytical and problem-solving abilities, coupled with effective time management and leadership skills.
Number of Equity Shares held in the Company including shareholding as beneficial owner as on date of notice	3,18,200/- (3.17 %) Equity Shares.	NIL
Term and Condition of Appointment / Re-appointment	Executive Director and Liable to retire by rotation.	Appointment as Independent Director of the Company for the period of 5 years w.e.f. July 15, 2024, not liable to retire by rotation and more details mentioned in explanatory Statement
Details of remuneration last drawn during F.Y 2024 (including sitting fees, if any)	Rs. 27,00,000	Not Applicable
Details of remuneration sought to be paid	Rs. 27,00,000	No remuneration except Sitting fess for attending Board and Committee meetings
Number of meeting of Board attended during the year (2023-2024)	5	NIL

Vikas Rathi

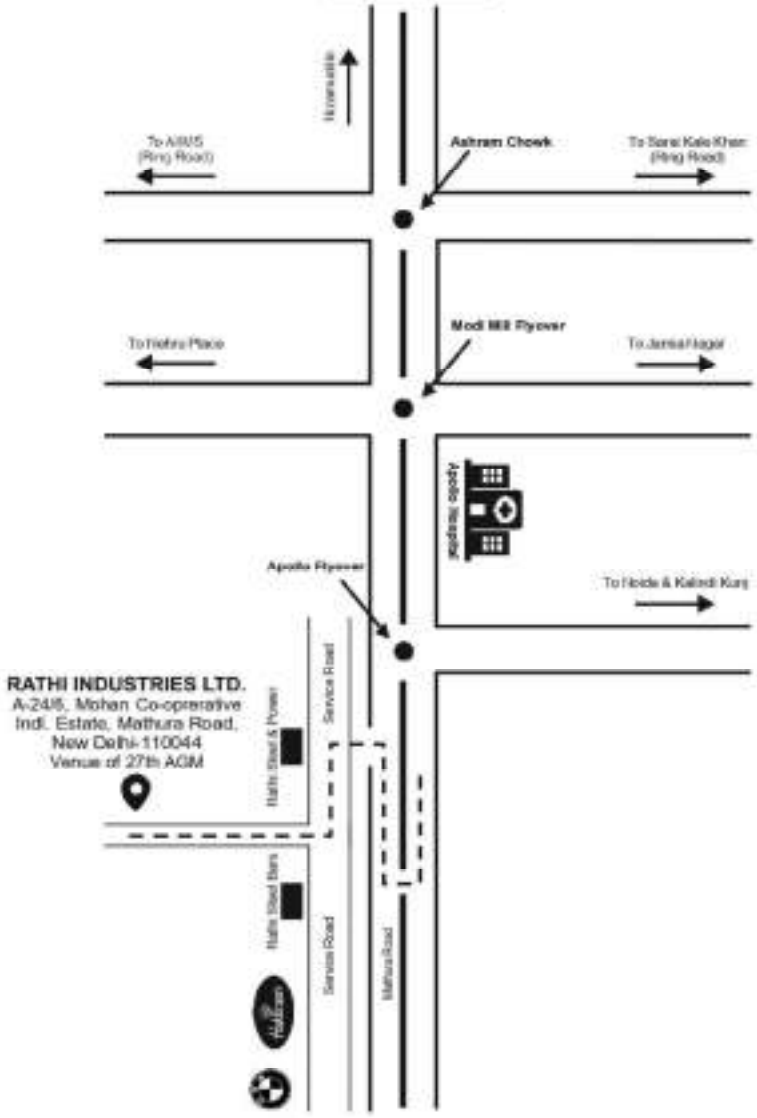
RATHI INDUSTRIES LIMITED

Relationship with other Directors / KMPs	Brother of Mr. Vinay Rathi who is also an Executive director of the company.	Not related to any of the Director or KMP of the Company
No of the Companies in which person holds Directorship (excluding foreign companies)	11	2
Membership / Chairmanship of committees of other Boards as on March 31, 2024	Nil	NA
Names of listed Companies in which person ceased to be a director in past three years	None	None
List of core skills/ expertise/ competencies identified by the Board and those actually available	Kindly refer Corporate Governance Report section of this Annual Report.	

Vikas Rathi

RATHI INDUSTRIES LIMITED

ROAD MAP



Vikas Rathi

RATHI INDUSTRIES LIMITED

RATHI INDUSTRIES LTD.

RATHI INDUSTRIES LIMITED
CIN: L74899DL1991PLC046570
Regd. Office: A-24/6, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi-110044
Tel. No. 011-46569307, Fax No. 011-46569307
Website: www.rilstelmax.com, E-mail id: rathiindustriesltd@rediffmail.com

PROXY FORM
(FORM MGT – 11)
[Pursuant to section 105(6) of Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):	
Registered address:	
E- mail ID	
Folio No./Client ID	
DP ID	

I/We being the member(s) of ……. shares of the above named company hereby appoint:

1. Name: ……E-mail-ID: …….

   Address: ……. Signature ……..……...……..
   or failing him/her
2. Name: …… E-mail ID: …….

   Address: ……. Signature ……..……...……..
   or failing him/her

3. Name: …… E-mail ID: …….

   Address: ……. Signature ……..……...……

and whose signatures are appended below as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty Second Annual General Meeting of the Company to be held on the Monday the 30th day of September, 2024 at 3.00 P.M. at A-24/6, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi-110044 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	**Particulars**	**Optional***	
Ordinary Business		**For**	**Against**
1	Adoption of Financial Statements		
2	Re-appointment of Mr. Vikas Rathi (DIN: 01188409) as a director liable to retire by rotation		
3	Appointment of Statutory Auditor and the fixing of the remuneration		
Special Business			
4	Ratification of Remuneration of Cost Auditor		
5	Regularization of an Independent Director		
6	Approval of lock in of shares		
7	Approval of related party transactions		
8	Approval of Resolution u/s 185 of Companies Act, 2013		
9	Adoption of new set of Memorandum of Association and Article of Association of the Company		

Vikas Rathi

RATHI INDUSTRIES LIMITED

RATHI INDUSTRIES LTD.

Affix Rupee 1/- Revenue Stamp

Signed this …….. day of ……2024.

Signature of shareholder: ……..

Signatures of proxy holders: …….

Notes:

1. The proxy form duly signed across the Revenue Stamp must be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting.
2. A proxy need not be a member of the Company.
3. * This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

Vikas Rathi

RATHI INDUSTRIES LIMITED

RATHI INDUSTRIES LTD.

RATHI INDUSTRIES LIMITED
CIN: L74899DL1991PLC046570
Regd. Office: A-24/6, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi-110044
Tel. No. 011-46569307, Fax No. 011-46569307
Website: www.rilstelmax.com, E-mail id: rathiindustriesltd@rediffmail.com

ATTENDENCE SLIP

32nd ANNUAL GENERAL MEETING

I hereby record my presence at the 32nd Annual General Meeting of the Company held on Monday, 30th day of September, 2024 at 3.00 P.M. at the A-24/6, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi-110044.

Full name of the Member ……

Signature ..…….....

Member's Folio/DP ID - Client ID No. ……..……

Full name of the Proxy ..……..……

Signature ……..

No. of shares held …….

Note:

1. This attendance slip duly filled in should be handed over at the entrance of the meeting hall.
2. Member/Proxy holders are requested to bring their copy of Notice for reference at the meeting.
3. Entry accompanying children/non-members will not be allowed.

Vikas Rathi

RATHI INDUSTRIES LIMITED

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RATHI INDUSTRIES LTD.

Directors Report

Dear Members,
Rathi Industries Limited

Your Company's Directors are pleased to present before you the 32nd Annual Report together with the Audited Financial Statements of your Company for the financial year ended 31st March, 2024.

1. **FINANCIAL HIGHLIGHTS:**

(Rs. in Lacs)

Particulars	**2023-24**	**2022-23**
Sales	**57539.65**	65937.19
Profit/(Loss) before Depreciation	**515.92**	301.42
Less: Depreciation	**56.12**	207.35
Operative Profit/(Loss) before exceptional items	**459.80**	94.06
Less: Exceptional Items	**-**	**-**
Profit/(Loss) before tax	**459.80**	94.06
Less: Provision for Income Tax	**76.75**	15.70
Deferred Tax	**2.80**	70.29
Net Profit/(Loss) after Tax	**385.85**	8.08
Other Comprehensive Income	**0.00**	0.00
Total comprehensive income for the year	**385.85**	8.08

2. **FINANCIAL REVIEW & OUTLOOK**

During the year the Company has achieved sales turnover of Rs. 57539.65 Lacs as compared to previous year's sales turnover of Rs. 65,937.19 Lacs. Your Company has registered the profit before tax of Rs. 459.80 Lacs as compared to previous year profit before tax of Rs. 94.06 Lacs. Outlook of the business has been discussed in detail in the "Management Discussion and Analysis" which forms a part of this Annual Report.

3. **DIVIDEND**

In order to preserve the resources, your directors do not recommend any dividend for the current financial year.

4. **TRANSFER OF PROFITS TO RESERVES**

Your directors have decided not to transfer any amount to General Reserves and to carry forward the entire surplus under the Statement of Profit & Loss.

5. **HEALTH, SAFETY AND ENVIRONMENTAL PROTECTION**

Your company has complied with all the applicable environmental and labour laws. The company has been taking all necessary measures to protect the environment and maximize health protection and safety of workers.

6. **ISO CERTIFICATION**

Your Company is an **ISO 9001:2000 & 14001** certified Company, which is internationally recognized for the production, control and other qualities.

7. **SHARE CAPITAL**

The Company has not issued any equity shares, sweat equity shares or employee stock option during the year.

Vikas Rathi

RATHI INDUSTRIES LIMITED

8. NUMBER OF MEETINGS OF THE BOARD

During the year under review, The Board duly met 9 times in financial year 2023-24. The intervening gap between two consecutive Board Meetings was within the period prescribed under the Companies Act, 2013.

9. CHANGE IN THE NATURE OF BUSINESS, IF ANY

During the year your Company has not changed the nature of its business.

10. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF FINANCIAL YEAR TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF REPORT

The Company has issued and allotted 35,62,900 share warrants convertible into equity shares at Rs. 120/- each to promoter & non-promoter group**,** further the above share warrants have been converted into equity shares as well.

11. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

s

Your Company has in place adequate internal control systems commensurate with the size of its operations. Internal control systems comprising of policies and procedures are designed to ensure sound management of your company's operations, safekeeping of its assets, optimal utilization of resources, reliability of its financial information and compliance. Clearly defined roles & responsibilities have been instituted.

12. MATERIAL ORDERS BY GOVERNING AUTHORITIES

There were no significant or material orders passed by any governing authority of the Company including regulators, courts or tribunals which could impact the going concern status and Company's operations in future.

13. STATUTORY AUDITORS

The members are informed that the tenure of M/s. Gupta Verma & Sethi, Chartered Accountants (FRN: 002605N), who was appointed as statutory auditors of the company for 2 years i.e. from the conclusion of 30th Annual General Meeting till conclusion of 32nd Annual General Meeting is expiring on the ensuing Annual General Meeting on the company.

Pursuant to the provisions of Section 139 read with the Companies (Audit and Auditors) Rules, 2014 the board of director has recommended to appoint M/s Gada Chheda & Co. LLP Chartered Accountants (FRN: W100059) as statutory auditor of the company for a term of 5 years i.e. from the conclusion of 32nd Annual General Meeting till conclusion of 37th Annual General Meeting.

14. COST RECORDS & AUDITORS

In pursuance of Section 148 of the Companies Act, 2013, the Board of Directors of the company has on the recommendation of the Audit Committee, approved the appointment of M/s. Avnesh Jain & Co., Jaipur having Firm Registration No. 101048 as the Cost Auditors of the Company to conduct Cost Audit pertaining to relevant products prescribed under the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time for the year ending 31st March, 2025.

M/s. Avnesh Jain & Co. has vast experience in the field of Cost audit and has conducted the audit of Cost record of the Company for the past several years.

Vikas Rathi

RATHI INDUSTRIES LIMITED

15. SECRETARIAL AUDITORS

In pursuance of Section 204(1) of the Companies Act 2013 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Board of Directors has appointed M/s. Parveen S & Associates, Company Secretaries (Membership No. 41531, COP. No. 25707) as Secretarial Auditor to conduct Secretarial Audit of the Company for financial year 2023-24 and their report is annexed to this Board Report.

16. EXPLANATION OR COMMENTS BY THE BOARD ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE

(A) BY STATUTORY AUDITOR

The members are informed that there were no qualifications, reservation or adverse remark or disclaimer made by Statutory Auditor in the Audit Report. Hence no explanation/comments are required to be given by the Board.

(B) BY COST AUDITOR

The members are informed that there were no qualifications, reservation or adverse remark or disclaimer made by Cost Auditor in the Audit Report. Hence no explanation/comments are required to be given by the Board.

(C) BY THE SECRETARIAL AUDITOR IN THEIR SECRETARIAL AUDIT REPORT

The members are informed that Secretarial Auditor in the Secretarial Audit Report has given observation regarding non-compliance of the Provisions of SEBI (LODR) Regulations 2015. The company has complied with the required compliance.

17. MANAGERIAL REMUNERATION

Pursuant to Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, there has been no employee employed by the company either for whole or part of the year drawing remuneration in excess Rs. 8,50,000/- per month or Rs. 1,02,00,000/- in a year. Other information's are as under: -

(A) Ratio of Remuneration of each Director to median remuneration of Employees

(i) Ratio of remuneration of Mr. Mukesh Bhardwaj to median remuneration of employees during the year was 3.09:1

(ii) Ratio of remuneration of Mr. Vinay Rathi to median remuneration of employees during the year was 24.75:1

(iii) Ratio of remuneration of Mr. Vikas Rathi to median remuneration of employees during the year was 24.75:1

(B) Percentage increase in the remuneration of employees

There was no increase in the median remuneration of employees in the financial year 2023-24.

(C) Ratio of remuneration of highest paid employee if it exceeds remuneration of highest paid Director

There was no employee of the company who had been paid remuneration more than the highest remuneration paid to the directors of the company.

(D) Policy Compliance affirmation

The remuneration to Directors and KMP is as per the nomination and remuneration policy of the company.

Vikas Rathi

RATHI INDUSTRIES LIMITED

18. DIRECTORS

(A) Directors retiring by rotation

Mr. Vikas Rathi (DIN: 01188409), Executive director, who retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment to the office of Directors on the Board of your company.

(B) Appointment & Cessation of Director & KMPs

During the year under review, Mr. Abhishek Bhatter (DIN: 01106946) has resigned w.e.f December 05, 2023 from the position of Independent Director due to his personal reasons and Mr. Parminder Singh Kalsi (DIN: 10152883) was appointed as Independent Director on the board of the company w.e.f February 14, 2024.

(C) Statement on declaration given by Independent Directors

The members are informed that the Independent Directors Mr. Abhishek Bhatter (resigned w.e.f December 05, 2023), Mr. Ghanshyam Tiwari, Ms. Mona Gupta & Mr. Parminder Singh Kalsi (appointed w.e.f February 14, 2024) have given a declaration that they meet the criteria of independence as provided in sub-section 6 of the Section 149 of the Companies Act, 2013.

The Board of the company also confirms that the above Independent Directors fulfill the criteria of being Independent Director as specified under the provisions of the Companies Act, 2013.

(D) Formal Annual Evaluation

Pursuant to the provisions of the Act and the corporate governance requirements as prescribed by SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015, ("the Listing Regulations") the Board of Directors has carried out an annual evaluation of its own performance and that of its committees and individual Directors.

19. DISCLOSURE REGARDING SUBSIDIARIES, JOINT VENTURE OR ASSOCIATE COMPANIES

As on 31st March 2024 the company does not have any subsidiary or joint venture. However, M/s Rathi Iron Steel Private Limited is an associate company and details pertaining to the associate company is attached to this Board Report as AOC-1.

20. CORPORATE GOVERNANCE

Your Directors reaffirm their commitment to good corporate governance practices. During the year under review, your Company was in compliance with the provisions relating to corporate governance as provided under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations). The Compliance Report is provided in the Corporate Governance section of this Annual Report. The Certificate on compliance with the conditions of Corporate Governance of the Listing Regulations is also included in the Annual Report.

21. DEPOSITS

During the year the company has not accepted any deposit from the members or the general public under the Companies Act, 2013.

22. ANNUAL RETURN

Pursuant to Section 92(3) of the Act, the Annual Return as on March 31, 2024 is available on Company`s website on https://www.rilstelmax.com.

Vikas Rathi

RATHI INDUSTRIES LIMITED

23. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the year the company had not entered into any transaction of loan, investment and Guarantee under Section 186 of the Companies Act, 2013.

24. DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013 the directors confirm that in preparation of Annual Accounts:

(a) the applicable Indian accounting standards have been followed along with proper explanation relating to material departures,

(b) appropriate accounting policies have been selected and applied consistently, judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period,

(c) proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities,

(d) the annual accounts have been prepared on a going concern basis,

(e) proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively, and

(f) proper internal financial controls were laid down and that such internal financial controls are adequate and were operating effectively.

25. MANAGEMENT DISCUSSION AND ANALYSIS

As per the provisions of Regulation 34 of the LODR a detailed review by the Management of the business operations of the Company is presented under separate section "Management Discussion and Analysis" which forms a part of this Annual Report. The MD&A Report captures your Company's performance, industry trends and other material changes with respect to your Company.

26. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year under review, Company was engaged in contract manufacturing, therefore provisions related to Conservation of Energy, Technology Absorption are not applicable on the company.

However, your company is continuously looking for new ways of conservation of energy and wastes minimization for the protection of environment such as :

(i) Implementing energy conservation schemes.
(ii) Awareness programmes for employees at all levels and for community.
(iii) Tree Plantation Campaigns.
(iv) Promoting the use of alternative fuels and materials.

Vikas Rathi

RATHI INDUSTRIES LIMITED

During the year under review, your company was carrying contract manufacturing activities. Therefore, Energy Consumption in production activities for the year is NIL and details on Energy Consumption in production activities for the previous year 2022-23 are given hereunder:

S. No.	Particulars	Financial Year (2023-24)	Financial Year (2022-23)
1	**Electricity (Purchased)** Unit Total Amount Rate/Unit	NIL	70,88,100 Units Rs. 58,271,205/- Rs. 8.22/Unit
2	**Furnace Oil** Qty. Total Amount Rate/Unit	NIL	467609 Kgs Rs. 22,731,716/- Rs. 48.61/- Kg.
3	**Coal** Unit Total Amount Rate/Unit	NIL	3146.270 MT Rs. 56,911,587/- Rs. 18,941/- per MT

Foreign exchange earnings and outgo

The company has neither earned nor any outgo of foreign exchange during the year.

27. CORPORATE SOCIAL RESPONSIBILITY (CSR) OF THE COMPANY

In accordance with the provisions of Section 135 of the Companies Act, 2013, the company has constituted a Corporate Social Responsibility (CSR) Committee to oversee and guide its CSR initiatives. Although the company was not statutorily obligated to undertake CSR activities as per Section 135 of the Act, it has voluntarily engaged in various CSR initiatives, reflecting its commitment to social responsibility.

28. STATEMENT ON RISK MANAGEMENT POLICY

The Board of Directors has developed and implemented a risk management policy for the company. A risk management committee has also been formed for identification and assessment of risks and minimization of risks by adopting various measures. The Company has taken proper initiatives to mitigate risks.

29. RELATED PARTY TRANSACTIONS OR ARRANGEMENTS

All related party transactions that were entered into during the financial year were in the ordinary course of business. There were no materially significant related party transactions which were transacted by the Company with any of the Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with the interest of your Company.

In terms of Section 134(3)(h), information to be provided regarding the particulars of contracts or arrangements with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 are attached to this report in form AOC-2.

30. POLICY ON PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The board of directors of your company has also laid down a policy on prevention of sexual harassment at workplace. The company is committed to providing equal opportunities without regard to their caste, sex, religion, color, disability etc; during the year the company did not receive any complaint under the said policy.

Vikas Rathi

RATHI INDUSTRIES LIMITED

31. PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND DIRECTORS

The Board has established a comprehensive process to evaluate the performance of the Board, its committees and of individual directors. The performance evaluation matrix defining the criteria of evaluation for each of the above has been put in place. The performance evaluation of the Independent Directors was carried out by the other members of the Board (excluding the Director being evaluated).

32. INFORMATION OF PROCEEDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016

National Company Law Tribunal, New Delhi Principal Bench has ordered to initiate insolvency proceedings vide order No. (IB)-601(PB)/2022 dated 10.04.2023 against the company in the matter of Sarvottam Rolling Mills Private Limited. Moreover, the above order has been quashed by National Company Law Appellate Tribunal, Principal Bench, New Delhi on dated 27.04.2023 against appeal no. Company Appeal (AT) (Insolvency) No. 529/2023 filed by the Company and there is no proceeding pending under the Insolvency and Bankruptcy Code, 2016 against your company.

33. GENERAL

Your directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions on these matters during the year under review:

a. Issue of equity shares with differential rights as to dividend, voting or otherwise.
b. The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
c. Any remuneration or commission received by Managing Director of the Company, from any of its subsidiary.
d. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
e. During the period No fraud has been reported by the Auditors to the Audit Committee or the Board.
g. There was no instance of onetime settlement with any Bank or Financial Institution.

34. ACKNOWLEDGEMENTS

Your Board places on record sincere gratitude and appreciation for all the employees who had, mostly through remote working, during the pandemic time delivered as per organisational requirements. The Board conveys its appreciation for its customers, vendors, investors, bankers, end users, dealers, distributors, business partners and other business constituents during the year under review. We also thank the support received from various government and regulatory authorities.

By order of the Board of Directors
of **Rathi Industries Limited**

Date: 05.09.2024
Place: Chhapraula

Vinay Rathi
(Director & CFO)
DIN: 00137502

Mukesh Bhardwaj
(Whole Time Director)
DIN: 01257936

Vikas Rathi

RATHI INDUSTRIES LIMITED

Annexure to Director's Report

Form No. MR- 3
Secretarial Audit Report
For the financial year ended 31st March, 2024
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Rathi Industries Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Rathi Industries Limited** (hereinafter called 'the company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2024 ("Audit Period") 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:

I have examined the books, papers, minute books, forms and returns filed and other records made available to me & maintained by the company for the financial year ended on March 31, 2024 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable as Company neither have any FDI, ECB nor made any ODI during the Audit Period)

(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 (Listing Obligations & Disclosure Requirements) Regulations, 2015.

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time;

(c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time;

(d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. (Not applicable as the Company did not issue any security during the financial year under review).

(e) The Securities & Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the Client;

(f) The other regulations of Securities and Exchange Board of India as may be applicable to the company.

(vi) Other laws applicable specifically to the company as per the representation made by the company namely.

(a) Factories Act, 1948 : Not applicable

and

(b) allied State Laws.

I have also examined compliance with the applicable clauses of the following: -

Vikas Rathi

RATHI INDUSTRIES LIMITED

(i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.

(ii) The Listing Agreement entered into by the company with Metropolitan Stock Exchange of India Limited (MSEI) read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that:

1. 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.

2. Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, 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.

3. Majority decision is carried through while the dissenting members' view are captured and recorded as part of the minutes.

I 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.

I further report that during the audit period the company has no instances of:

- Public/Rights/Preferential issue of shares/debentures/sweat equity, etc.
- Redemption/buy back of securities.
- Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.
- Merger/amalgamation/reconstruction etc.
- Foreign technical collaborations.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except following observations:

1. Some E-forms have been filed with delay due to MCA Portal issue as confirmed by the management.
2. The company have complied the provisions of SEBI LODR Regulations, 2015 except the submission of cash flow for the Qtr. ended September, 2023 along with financial results, which was inadvertently missed during scanning of the documents, however company has later on complied with said submission.

For Parveen S & Associates
(Company Secretaries)

CS Parveen Sharma
(Proprietor)
M. No. 41531
C. P. No. 25707
UDIN: A041531F001028211

Place: Noida
Date:23.08.2024

Note: (This Report is to be read with my letter of even date which is annexed as "Annexure A" and forms an integral part of this report.)

Vikas Rathi

RATHI INDUSTRIES LIMITED

'Annexure A'

To,
The Members,
Rathi Industries Limited

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.

2. I 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. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Where ever required, I 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. My 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 the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Parveen S & Associates
(Company Secretaries)

CS Parveen Sharma
(Proprietor)
M. No. 41531
C. P. No. 25707
UDIN: A041531F001028211

Place: Noida
Date: 23.08.2024

Vikas Rathi

RATHI INDUSTRIES LIMITED

Management Discussion and Analysis Report

Overview

The objective of this report is to convey the Management's perspective on the environment and steel industry, as well as strategy, operating and financial performance, material developments in human resources and industrial relations, risks and opportunities, and internal control systems and their adequacy in the Company during the Financial Year 2023-24. This should be read in conjunction with the Company's financial statements, the schedules and notes thereto and other information included elsewhere in the Integrated Report.

Industry Structure and Developments

Despite a sluggish global economy, India remained one of the world's fastest-growing economies. Markets experienced volatility as geopolitical turmoil intensified, aggressive interest rate hikes by the US Fed occurred, and the global outlook deteriorated, dampening investor sentiment. Despite pressure from the foreign exchange market and portfolio withdrawals, Indian equity markets saw a slight increase in trading. This resilience reflects the robust economy and the increasing investments by local organisations. Forecasts by the National Statistical Office indicate that India achieved a real GDP growth of 8.2% during FY2024.

Many high-performance indicators have shown strong growth in the Indian economy. Along with increased capex deployment by the government, strong tax revenue collections, burgeoning domestic demand and increasing capacity utilisation across sectors as well as the booming food industry, have all helped strengthen economic activity. Additionally, stable repo rates, government bond yields and healthy foreign exchange reserves indicate macroeconomic stability in the near term.

During the F.Y 2023-24, India's iron and steel industry has also demonstrated robust performance, bolstered by strong domestic demand and favourable global market conditions. The industry benefited from government infrastructure projects and a resilient automotive sector, leading to increased steel consumption. Production levels saw a steady rise, with India maintaining its position as the world's second-largest steel producer. The sector also witnessed a gradual shift towards the production of higher-value steel products, catering to diverse industries such as construction, engineering, and manufacturing.

Looking ahead, the outlook for the Indian iron and steel industry is optimistic. Continued government investment in infrastructure, particularly in transportation and urban development, is expected to drive domestic steel demand. Additionally, the anticipated growth in sectors such as renewable energy and electric vehicles will likely further boost steel consumption. However, the industry may face challenges such as fluctuating raw material prices, environmental regulations, and global trade dynamics, which could impact profitability.

To remain competitive, Indian steel companies are likely to increase their focus on innovation, digitalization, and sustainability. The adoption of green steel technologies and increased recycling efforts are expected to play a crucial role in the industry's future trajectory. Overall, the Indian iron and steel industry is poised for sustained growth, provided it navigates the evolving challenges and capitalizes on emerging opportunities.

Business Outlook of the Steel Industry

The business outlook for the steel industry is positive, driven by several key factors that are expected to sustain growth over the coming years. One of the primary drivers is the ongoing global emphasis on infrastructure development, particularly in emerging economies where urbanization and industrialization are accelerating as governments continue to invest in large-scale infrastructure projects, including transportation networks, bridges, and energy facilities, the demand for steel is likely to remain strong.

In addition to infrastructure, the steel industry is expected to benefit from the expansion of the automotive and construction sectors. The transition to electric vehicles (EVs) and advancements in renewable energy technologies are creating new avenues for steel consumption, especially high-strength and specialized steel products that are essential for these industries. The construction sector, fuelled by both residential and commercial development, is also a significant contributor to the sustained demand for steel.

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However, the industry faces challenges such as volatility in raw material prices, particularly iron ore and coking coal, which can affect production costs and profitability. Environmental regulations are becoming increasingly stringent, compelling steel producers to invest in cleaner and more sustainable production technologies. The shift towards decarbonization and the development of green steel is gaining momentum, with companies seeking to reduce their carbon footprints and meet global climate target

Technological innovation and digitalization are expected to play a crucial role in the future of the steel industry. Companies that invest in automation, artificial intelligence, and data analytics are likely to achieve greater operational efficiency, cost savings, and competitive advantage. Overall, the steel industry's business outlook is characterized by opportunities for growth, tempered by the need to adapt to evolving market conditions, regulatory environments, and technological advancements.

Our Product

We are ISO 9001-2000 & 14001 certified company by International Certification Ltd; Newzealand. We have been manufacturing reinforcement bars of international quality for the last many years. We are committed to continue our journey to excellence.

Our product, an output of state-of-the art automatic plant coupled with latest technology; dominate market in quality and trust. Our plant is manufacturing superior quality of steel bars (CTD/TMT) having edge over other manufacturers in terms of the various characteristic and features.

Sales & Marketing Review

Besides major advertising campaign for popularizing and branding of Thermo Mechanically Treated (TMT) Bars was taken up by our company to further boost its demand and popularity, the company developed widest dealership networks in U.P., Haryana, Punjab, Delhi, J & K., Gujarat, Rajasthan & Himachal Pradesh. Due to wider dealership networking Rathi TMT bars under the brand name **"Rathi Stelmax"** are readily available in wide range of 6 mm to 32 mm in the entire region of Northern & Western India instantly.

Strategy and Planning

The management has discontinued the manufacturing facilities of the plant situated at Chhapraula. Management has taken this decision due to a) higher cost of production in comparison to its peers, b) restrictions on productions by pollution Board & other authorities, c) other operation challenges. The company is focusing on trading business & exploring new geographical locations to expand its reach to consumers. The company has entered into franchise agreement with new age manufactures for production of company's products under the brand name of the company. Since last two years company has shifted its business model on contract manufacturing.

Financial Review

This year the company have seen a better recovery in the operative margins and expecting good growth in the years to come.

Key Financial Ratios

(i) Debtors Turnover
(ii) Inventory Turnover
(iii) Interest Coverage Ratio
(iv) Current Ratio
(v) Debt Equity Ratio
(vi) Operating Profit Margin (%)
(vii)Net Profit Margin (%)

Vikas Rathi

RATHI INDUSTRIES LIMITED

(viii) details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof.

Note: above ratio's along with Other important ratio's are provided at Note No. 29 of financial statement.

Risk Management

The Company adopted a comprehensive Risk Management framework which helps to identify risks and opportunities and monitor their movement. The risk is evaluated based on two parameters:

- Likelihood of the event
- Impact of risk on the Company's operations and performance

Primary risks are defined as those with a high likelihood and high impact. The Company's risk management framework also identifies the potential emerging risks. This methodical approach to risk identification helps Management in making strategic decisions and building-specific risk mitigation plans. The identified risks are subsequently incorporated into the Company's ongoing planning cycle, which is reviewed regularly to ensure that business and operations are sustainable and secure. It analyses the status of significant risks and the application of Risk Management across plants and the corporate office on a regular basis.
s of significant risks and the application of Risk Management across plants and the corporate office on a regular basis.
of significant risks and the application of Risk Management across plants and the corporate office on a regular basis.

We are having three keys elements for risk management, these are:

a) **Risk Identification**

It includes identify and categorize risks that could affect the project and steps includes documentation of risks. The outcome of risk identification is a list of risks.

b) **Risk Mitigation**

It covers efforts taken to reduce either the probability or consequences of a threat. It also called risk reduction.

c) **Risk Monitoring and Control**

It is the process for the tracking identified risks, monitoring residual risks, identifying new risks, executing risk response plans and evaluating their effectiveness.

Internal Control System

The Company has developed a system which helps the company to achieve its objectives efficiently and effectively. Our internal Control systems are adequate and provide reasonable assurance against misuse or loss of company's assets and provide optimum utilization of available resources of the Company.

Human Resources

The Company recognises its intellectual capital as its primary asset. The well-being and satisfaction of its team members is thus, extremely crucial for its prosperity. According to the Company, the growth of its employees will act as the major driver for its success. Rathi Industries prioritises its aim of building an environment that encourages and supports personal development within a welcoming and secure atmosphere. Realising the importance of diversity, the Company highly values the contribution of each individual.

Total number of employees as of 31st March 2024 was **Twenty-Eight.**

Vikas Rathi

RATHI INDUSTRIES LIMITED

Your Company`s Human capital is the most valuable resource for shaping the Company's future and ensuring smooth operations. The strength as a group lies in the Company's cohesive teamwork. Training and skill development are essential for both individual as well as organisational growth. Additionally, company prioritises maintaining a flat communication structure to enable transparent dialogue between employees and management. These initiatives strengthen the Company's ability to attract and retain top talent, resulting in a committed and satisfied workforce. The Company has also successfully implemented HR initiatives and people management practices.

Cautionary Statement

Statement in Management Discussion and Analysis are reporting the company's objectives, projections, estimates and expectation may be 'forward looking' within the meaning of applicable laws and regulations. Actual result might differ materially from those expressed or implied.

By order of the Board of Directors
of **Rathi Industries Limited**

Vinay Rathi
(Director & CFO)
DIN: 00137502

Mukesh Bhardwaj
(Whole Time Director)
DIN: 01257936

Date: 05.09.2024
Place: Chhapraula

Vikas Rathi

RATHI INDUSTRIES LIMITED

REPORT ON CORPORATE GOVERNANCE

The report on Corporate Governance as prescribed by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") is given below:

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Corporate governance refers to the way in which a company is directed, administered, controlled and concerns the relationships among various internal & external stakeholders. Corporate governance also provides the structure through which the objectives of a company are set and the means of attaining those objectives and monitoring performance are determined.

Your company continuously strives to achieve excellence in corporate governance through its values – Integrity, Commitment, Passion, Seamlessness and Speed.

In terms of the Listing Regulations, the details of compliance are as follows:

2. BOARD OF DIRECTORS:

(i) Composition of the Board

As on March 31, 2024, the Board comprises six Directors having one Whole Time Director, Two Executive Directors and Three Non-Executive Independent Directors. The Chairman of the company is an Executive. The number of Independent Directors on the Board is 50% of the total number of Directors as well as the number of Non-Executive Directors are also 50% of the total number of Directors.

All Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. The maximum tenure of Independent Directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. Based on the disclosure received from the independent directors and also in the opinion of the board, the independent directors fulfill the conditions as specified in Companies act 2013, the Listing regulations and are independent to the management.

During the financial year, Mr. Abhishek Bhatter (DIN: 01106946), who served as an Independent Director on the Board, tendered his resignation effective from 05th December 2023, citing personal reasons that require his undivided attention. Mr. Abhishek Bhatter has been an integral part of the Board, providing invaluable insights and contributing significantly to the company's strategic direction and governance.

The Board deeply appreciates Mr. Abhishek Bhatter's dedication and commitment throughout his tenure and acknowledges the positive impact of his contributions on the company's growth and success.

(ii) Board Meeting

The Board duly met 9 times during financial year 2023-24 on dated 10.04.2023, 30.05.2023, 14.08.2023, 01.09.2023, 06.09.2023, 14.11.2023, 04.01.2024, 14.02.2024, and 30.03.2024.

The name and categories of the Directors on the Board, their attendance at the Board Meetings and at the last Annual General Meeting and also the number of Directorship and Committee Membership held by them in other companies are as given below:

Vikas Rathi

RATHI INDUSTRIES LIMITED

Name of the Directors	Category	No. of Board Meeting Attended	Whether Attended Last AGM	No. of Director-Ship in other Companies	No. of Committees Position held in other Companies	
					Chairman	Member
Mr. Mukesh Bhardwaj	Chairman & Whole Time Director	8	Yes	3	Nil	Nil
Mr. Abhishek Bhatter*	Non – Executive Independent Director	6	Yes	2	Nil	Nil
Mr. Parminder Singh Kalsi**	Non - Executive Independent Director	1	NA	2	1	4
Mr. Vinay Rathi	Executive Director	8	Yes	13	Nil	Nil
Mr. Vikas Rathi	Executive Director	7	Yes	11	Nil	Nil
Mr. Ghanshyam Tiwari	Non-Executive Independent Director	9	Yes	Nil	Nil	Nil
Ms. Mona Gupta	Non - Executive Independent Director	9	Yes	Nil	Nil	Nil

* Mr. Abhishek Bhatter has resigned from the directorship of Company w.e.f 05-12-2023.
** Mr. Parminder Singh Kalsi was appointed as Non - Executive Independent Director of the company w.e.f 14-02-2024.

3. RELATIONSHIP AMONG THE DIRECTORS

S. No.	Name	Relationship with other Disclosures
1.	Mr. Vinay Rathi	Brother of Mr. Vikas Rathi
2.	Mr. Vikas Rathi	Brother of Mr. Vinay Rathi

4. COMMITTEES OF THE BOARD:

The Board of Directors has constituted the following committees with adequate delegation of Powers:

(i) Audit Committee:

As on 31st March, 2024, the "Term of Reference" of the Committee and its composition were in conformity with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. The Audit Committee consist of two Non-Executive Independent Directors & one executive director namely Mr. Parminder Singh Kalsi, Ms. Mona Gupta & Mr. Vinay Rathi.

The Audit Committee has been delegated with powers and entrusted with the duties to assists the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The

Vikas Rathi

RATHI INDUSTRIES LIMITED

Committee's purpose is to oversee the accounting and financial reporting process of the company, adequacy of internal audit system, the audits of the Company's financial statements, the appointment, independence and performance of the statutory auditors and to meet out the requirements of Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

The names of the Members of the Committee and their attendance at the Meetings during the year 2023-24 are as follows:

S. No.	Name of the Members	Category	No. of Meetings Held	No.(s) of Meeting attended
1.	Mr. Abhishek Bhatter*	Chairperson	3	3
2.	Mr. Parminder Singh Kalsi**	Member	1	1
3.	Ms. Mona Gupta ***	Chairperson	4	4
4.	Mr. Vinay Rathi	Member	4	4

* Mr. Abhishek Bhatter has resigned from the directorship of Company w.e.f 05-12-2023.

** Mr. Parminder Singh Kalsi was appointed as Non - Executive Independent Director of the company w.e.f 14-02-2024 and was eligible to attend only one meeting of Audit Committee.

*** After resignation of Mr. Abhishek Bhatter from the Directorship and Chairperson of Audit Committee of the company w.e.f 05-12-2023, Ms. Mona Gupta, Non-executive Independent Director of the company was appointed as the Chairperson of the Audit Committee.

Vigil Mechanism/Whistle Blower Policy

The company has in place a vigil mechanism pursuant to which a values Committee has been constituted for addressing complaints received from directors and employees concerning unethical behavior, actual or suspected fraud and violation of the code of conduct or ethics policy of your company. The policy provides for adequate safeguards against victimization and all personnel have access to Audit Committee.

ii) Nomination and Remuneration Committee

As on 31st March, 2024, the Company has a Remuneration Committee in conformity with regulation 19 of the Listing Regulations consist of three Independent Directors namely Ms. Mona Gupta (Chairperson), Mr. Parminder Singh Kalsi (Member) & Mr. Ghanshyam Tiwari (Member). The remuneration is fixed keeping in view of the overall limit laid down under the Companies Act, 2013, qualification and experience of the appointee and overall financial performance of the company. The remuneration of Executive Directors of the company is being paid as approved by the Board of Directors and Shareholders of the company.

The names of the Members of the Committee during the year 2023-24 are as follows:

S. No.	Name of the Members	Category
1.	Mr. Abhishek Bhatter *	Chairperson
2.	Ms. Mona Gupta **	Chairperson
3.	Mr. Ghanshyam Tiwari	Member
4.	Mr. Parminder Singh Kalsi ***	Member

* Mr. Abhishek Bhatter has resigned from the directorship and chairperson of Nomination and Remuneration Committee of the Company w.e.f 05-12-2023.

** After resignation of Mr. Abhishek Bhatter from the Directorship and Chirperson of Nomination and Remuneration Committee of the company w.e.f 05-12-2023, Ms. Mona Gupta, Non-executive Independent Director of the company was appointed as the Chairperson of the Nomination and Remuneration Committee.

Vikas Rathi

RATHI INDUSTRIES LIMITED

*** Mr. Parminder Singh Kalsi was appointed as Non - Executive Independent Director of the company w.e.f 14-02-2024 and appointed as member of Nomination and Remuneration Committee.

iii) Stakeholders' Relationship Committee:

As on 31st March, 2024, the Committee had a Shareholders/Investors Grievance Committee consist of two Non-Executive and Independent Directors & one executive director namely Ms. Mona Gupta, Mr. Parminder Singh Kalsi and Mr. Vinay Rathi. the "Term of Reference" of the Committee and its composition were in conformity with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations.

The Stakeholders' Relation Committee looks into redressal of the shareholders and investors complaints like transfer of shares, issue of duplicate shares and other matters relating to investors grievances and investors relations. It also considers and resolves the grievance of security holders of the company.

The numbers of complaints received from the shareholders have been quite negligible during the year under review. No complaint was pending as on 31st March, 2024.

The names of the Members of the Committee are as given below:

S. No.	Name of the Members	Category
1	Ms. Mona Gupta	Chairperson
2.	Mr. Vinay Rathi	Member
3.	Mr. Parminder Singh Kalsi	Member

iv) Corporate Social Responsibility (CSR) Committee

During the financial year 2023-24, the provisions of Section 135 of the Companies Act, 2013, were not applicable to the company. Consequently, the company was not mandated to constitute a Corporate Social Responsibility (CSR) Committee. However, recognizing the importance of CSR and our commitment to social responsibility, the company voluntarily undertook several CSR initiatives during the year. To oversee and ensure the effective implementation of these activities, the Board has proactively constituted a CSR Committee in accordance with Section 135 of the Companies Act, 2013.

The details of CSR Committee are as follows:

S. No.	Name of the Members	Category
1.	Mr. Ghanshyam Tiwari	Chairman
2.	Ms. Mona Gupta	Member
3.	Mr. Vinay Rathi	Member

(a) Executive Directors

Details of the remuneration paid/payable to Executive Directors for the financial year 2023-24 are as follows.

Name	Salary (Rs.)	Commission	Perquisite & Allowances	Stock Options
Mr. Mukesh Bhardwaj	420,000/-	Nil		
Mr. Vinay Rathi	2,700,000/-	Nil		
Mr. Vikas Rathi	2,700,000/-	Nil		

Vikas Rathi

RATHI INDUSTRIES LIMITED

(b) Non-Executive Directors

Details of the remuneration paid/payable to Non-Executive Directors for the financial year 2023-24 is given below: -

Name	Salary (Rs.)	Commission	Perquisite & Allowances	Stock Options
Mr. Abhishek Bhatter *	Nil	Nil	Nil	Nil
Mr. Ghanshyam Tiwari	Nil	Nil	Nil	Nil
Ms. Mona Gupta	Nil	Nil	Nil	Nil
Mr. Parminder Singh Kalsi **	Nil	Nil	Nil	Nil

* Mr. Abhishek Bhatter has resigned from the directorship of Company w.e.f 05-12-2023.
** Mr. Parminder Singh Kalsi was appointed as Non - Executive Independent Director of the company w.e.f 14-02-2024.

5) GENERAL BODY MEETING:

Location, date and time of the AGM held during preceding three years are as under: -

No. of AGM	Date	Location	Time
31st	30.09.2023	A-24/6, Mohan Co-op. Indl. Estate Mathura Road, New Delhi	3.00 P.M.
30th	30.09.2022	A-24/6, Mohan Co-op. Indl. Estate Mathura Road, New Delhi	3.00 P.M.
29th	30.09.2021	A-24/6, Mohan Co-op. Indl. Estate Mathura Road, New Delhi	3.00 P.M.

No Special resolutions were passed in any of the previous three Annual General Meetings of the company.

6) COMPLAINTS FILED UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013, IN THE FOLLOWING FORMAT:

Particular	F.Y 2023-24	F.Y 2022-23
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	0	0
Complaints on POSH as a % of female employees/ workers	0%	0%
Complaints on POSH upheld	0	0

7) FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:

Pursuant to the provisions of Regulation 25 of the SEBI Listing Regulations, the Company has formulated a programme for familiarising its Independent Directors pertaining to which all new Directors (including Independent Directors) inducted to the Board go through a structured orientation programme.

The new Directors are given an orientation on their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, products of the business, group structure and subsidiaries, Board constitution and procedures, matters reserved for the Board and the major risks and risk management strategy of the Company.

During the year under review, Mr. Parminder Singh Kalsi (DIN: 10152883), as an Independent Directors were inducted to the Board. The details of the aforementioned programme is available on the Company's website at www.rilstelmax.com.

Vikas Rathi

RATHI INDUSTRIES LIMITED

Further, the Company has received declaration from all the Independent Directors, as envisaged in sub section (6) of Section 149 of the Companies Act, 2013.

(i) confirmation that in the opinion of the board, the independent directors fulfill the conditions specified in these regulations and are independent of the management.

8) RISK MANAGEMENT:

The Board of Directors has developed and implemented a risk management policy for the company. A risk management committee has also been formed for identification and assessment of risks and minimization of risks by adopting various measures. The Company has taken proper initiatives to mitigate risks.

9) SUBSIDIARY COMPANY:

As on 31st March 2024 the company does not have any subsidiary or joint venture. However, M/s Rathi Iron Steel Private Limited is an associate company and details pertaining to the associate company is attached to this Board Report as AOC-1.

11) CEO/CFO CERTIFICATION:

The Whole Time Director and Chief Financial Officer of your company have issued necessary certificate pursuant to the provisions of Regulation 17(8) of the Listing Regulations and the same forms part of this Annual Report.

12) REPORT ON CORPORATE GOVERNANCE:

Your company complied with the corporate governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub – regulation (2) of Regulation 46 of the Listing Regulations.

13) COMPLIANCE CERTIFICATE:

A certificate from the Practicing Chartered Accountant confirming compliance with the conditions of corporate governance as stipulated in the Listing Regulations forms part of this Annual Report.

14) GENERAL SHAREHOLDERS INFORMATION:

(a)	Annual General Meeting	:	Monday, 30th September, 2024 at 3.00 P.M. at A-24/6, Mohan Co-op. Indl. Estate, Mathura Road, New Delhi -110044.
(b)	Financial year	:	1st April, 2023 to 31st March 2024
(c)	Date of Book Closure	:	**22nd September 2023 to 30th September 2024** (both days inclusive)
(d)	Dividend payment	:	No dividend is recommended for the year.
(e)	Listing with Stock Exchange(s)	:	Metropolitan Stock Exchange of India
(f)	Registrar and Transfer agents	:	M/s Skyline Financial Services Pvt. Ltd, D-153 A, Okhla Industrial Area, Phase-1, New Delhi-110020. Phone No. 011-26812682-83, 011-40450193-97 E-mail id – info@skylinerta.com Website – www.skylinerta.com
(g)	Dematerialization of Equity	:	The Company has provided D-MAT connectivity

Vikas Rathi

RATHI INDUSTRIES LIMITED

With both the depositories i.e. NSDL & CDSL.
ISIN: INE173X01019

(h) Address for correspondence : Regd. Off: A-24/6, Mohan Co-Operative Industrial Estate, Mathura Road
New Delhi -110044.
Phone No.: 011-46569307
E-mail Id: rathiindustriesltd@rediffmail.com
Website: www.rilstelmax.com

: Corp. Office: Plot No 1319, G.T. Road, Chhapraulla, Gautam Budh Nagar (U.P.)
Ph. No. +91 -9311904448

(i) Market Price Data (Rs.) : 95.35

(j) Distribution of shareholding of the company as on 31.03.2024 was as follows: -

Range of No. of Shares Holding, Nominal Value Rs.10/- each	No. of Shares Held	% to Total shareholding	No. of Shareholders	% to Total Shareholders
1 to 500	943284	14.60	5513	92.36
501 to 1000	274081	4.24	309	5.18
1001 to 2000	109220	1.69	68	1.14
2001 to 3000	57060	0.88	21	0.35
3001 to 4000	21461	0.33	6	0.10
4001 to 5000	71500	1.11	15	0.25
5001 to 10000	80794	1.25	11	0.18
10001 and above	4902600	75.89	26	0.44
TOTAL	**6460000**	**100.00**	**5969**	**100.00**

15) MEANS OF COMMUNICATION:

Timely and transparent disclosure of pertinent and trustworthy information concerning corporate financial performance stands as the cornerstone of effective governance. To achieve this objective, key measures that have been implemented includes:

(a) The quarterly and half-yearly results of the Company were announced within 45 days of the end of quarter and financial year end results were announced with 60 days of the end of the financial Year. In order to attain maximum shareholders, reach the results were published in leading newspaper in India which includes "Financial Express (English)" and "Jansatta (Hindi)". The results containing limited review report and audit report, as the case may be, are also displayed on Companies website www.rilstelmax.com.

(b) Press Releases and presentations on results from time to time are promptly made available on the Company's website www.rilstelmax.com.

(c) The Company's official news and other important investor related information are periodically informed to the Stock Exchanges in a prompt manner and updated on the company's website.

16) LIST OF ALL CREDIT RATINGS

Current Credit rating of the Company is "BB'' obtained from CRISIL. However credit rating for the Previous Financial Year was "BBB-"

Vikas Rathi

RATHI INDUSTRIES LIMITED

17) Code of Conduct Declaration pursuant to Regulation 34(3) read with Schedule V (Part D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

As provided under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors and the senior Management Personnel have confirmed compliance with the code of Conduct for the year ended 31st March, 2024.

18) As stipulated under Schedule V of the SEBI Listing Regulations**,** core **Skills/ Expertise/ Competencies** as required in the context of the Company's Business and those actually available with Board Members are identified by the Board of Directors.

Chart/Matrix of such core skills/expertise/competencies of Directors of the company along with the names of directors who possess such skills are given in the Table below:

S. No.	Name of Director	**Skills/ Expertise/ Competencies**
1	Mukesh Bhardwaj	Management & Strategy
		Operation, Human Resource & Industrial Relations
		Administration & Decision Making
2	Vinay Rathi	Finance & Taxation
		Corporate Governance & Ethics
		Forex Management, Banking, Investment and Treasury
		Administration & Decision Making
		Legal, Regulatory & Government matters
		Audit & Risk Management
3	Vikas Rathi	Management & Strategy
		Sales & Marketing Skills
		Operation, Human Resource & Industrial Relations
		Administration & Decision Making
4	Abhishek Bhatter *	Management & Strategy
		Operation, Human Resource & Industrial Relations
		Sales & Marketing Skills
		Administration & Decision Making
5	Mona Gupta	Management & Strategy
		Corporate Governance
		Compliance & Procedures
6	Ghanshyam Tiwari	
		Management & Strategy
		Operation, Human Resource & Industrial Relations
		Sales & Marketing Skills
		Administration & Decision Making
7	Mr. Parminder Singh Kalsi **	Management & Strategy
		Operation, Human Resource & Industrial Relations
		Sales & Marketing Skills
		Administration & Decision Making

* Mr. Abhishek Bhatter has resigned from the directorship of Company w.e.f 05-12-2023.
** Mr. Parminder Singh Kalsi was appointed as Non - Executive Independent Director of the company w.e.f 14-02-2024.

Vikas Rathi

RATHI INDUSTRIES LIMITED

19) Independent Director's Meetings:

The Independent Directors met once during the year under report, i.e., 14th February, 2024, without the presence of Non- Independent Directors or Management representatives.

The Independent Directors evaluate the performance of the Non-Independent Directors, wherein the evaluation of performance of the Non-Independent Directors, including the Chairman and also of the Board as a Whole was made, against pre-defined and identified criteria.

20) Postal Ballot: No Postal Ballot was carried out during the year ended March 31, 2024.

21) Extra Ordinary General Meeting:

No Extra Ordinary General Meeting was held during the year ended March 31, 2024.

22) Certificate for Disqualification of Directors:

A certificate has been received from Mr. Parveen Sharma, Practicing Company Secretary, that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority. This certificate is annexed to this report.

23) Disclosures with respect to Demat Suspense Account/ Unclaimed Suspense Account– Not applicable

24) Disclosure of Accounting Treatment

In preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

25. Important Web Links

(a) Criteria of making payments to non-executive directors: www.rilstelmax.com

(b) Web link where policy for determining 'material' subsidiaries is disclosed: www.rilstelmax.com

(c) web link where policy on dealing with related party transactions: www.rilstelmax.com

(d) Disclosure of commodity price risks and commodity hedging activities N.A

(e) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A). www.rilstelmax.com

(g) Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries. N.A

By order of the Board of Directors
of **Rathi Industries Limited**

Mukesh Bhardwaj
(Whole Time Director)
DIN: 01257936

Date: 05.09.2024
Place: Chhapraula

Vikas Rathi

RATHI INDUSTRIES LIMITED

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members
Rathi Industries Limited

We have examined the compliance of the conditions of Corporate Governance by Rathi Industries Limited for the year ended on 31st March 2024, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 in Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations, 2015").

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the provisions as specified in Chapter IV of the Listing Regulations, 2015. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion, to the best of our knowledge and according to the explanation given to us, and the representations made by Directors & the Management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the provisions as specified in Chapter IV of the Listing Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For GUPTA VERMA & SETHI
(Chartered Accountants)
FRN: 002605N

CA S.C. SHARMA
(Partner)
M. No. 083982

Date: 23.08.2024
Place: New Delhi

Vikas Rathi

RATHI INDUSTRIES LIMITED

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(As per clause C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with regulation 34(3) of the said Listing Regulations).

To
The Members,
Rathi Industries Limited

As required by item 10(i) of Part C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I certify that as on 31.03.2024, none of the below mentioned directors on the board of Rathi Industries Limited have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority:

S. No.	Name of Director	DIN	Date of Appointment	Cessation (If Any)
1	Mr. Mukesh Bhardwaj	01257936	13/11/2021	-
2	Mr. Vinay Rathi	00137502	02/12/2013	-
3	Mr. Vikas Rathi	01188409	26/03/2016	-
4	Mr. Abhishek Bhatter	01106946	31/12/2002	05-12-2023
5	Ms. Mona Gupta	08893032	15/09/2020	-
6	Mr. Ghanshyam Tiwari	02466896	16/08/2016	-
7	Mr. Parminder Singh Kalsi	10152883	14/02/2024	-

For Parveen S & Associates
(Company Secretaries)

CS Parveen Sharma
(Proprietor)
M. No. 41531
C. P. No. 25707
UDIN: A041531F001028187

Date: 23.08.2024
Place: Noida

Vikas Rathi

RATHI INDUSTRIES LIMITED

CEO/CFO Certificate Pursuant to Regulation 17(8) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

To,
The Board of Directors,
Rathi Industries Limited

We certify that:

a) We have reviewed the financial statement and the cash flow statement of the company for the year ended 31st March, 2024 and that to the best of our knowledge and belief:

(i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct;

c) We are responsible for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and have disclosed to the Company's auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or proposed to be taken to rectify the deficiencies.

d) We have indicated to the auditors and the Audit committee: -

(i) significant changes in Company's internal control over financial reporting during the year;

(ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

By order of the Board of Directors
of **Rathi Industries Limited**

Date: 05.09.2024
Place: Chhapraula

Vinay Rathi
(Director & CFO)
DIN: 00137502

Mukesh Bhardwaj
(Whole Time Director)
DIN: 01257936

Vikas Rathi

RATHI INDUSTRIES LIMITED

RATHI INDUSTRIES LTD.

FORM NO. AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

Name of Subsidiary	
The date since when subsidiary was acquired	Not Applicable
Reporting Currency	
Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries.	
Share capital *(₹ In Lacs)*	
Reserves and surplus *(₹ In Lacs)*	
Total assets *(₹ In Lacs)*	
Total Liabilities *(₹ In Lacs)*	
Investments *(₹ In Lacs)*	
Turnover *(₹ In Lacs)*	
Profit/loss before taxation *(₹ In Lacs)*	
Provision for taxation *(₹ In Lacs)*	
Profit/loss after taxation *(₹ In Lacs)*	
Proposed Dividend	
Extent of shareholding (in percentage)	

Notes: The following information shall be furnished at the end of the statement:

1. *Names of subsidiaries which are yet to commence operations- Not Applicable*
2. *Names of subsidiaries which have been liquidated or sold during the year – Not Applicable*

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

(₹In Lacs)

SI.No	Name of Associates/Joint Ventures	Rathi Iron Steel Private Limited (Associate Company)
1.	Latest audited Balance Sheet Date	31.03.2024
2.	Date on which the Associate or Joint Venture was associated or acquired	30.03.2024
3.	Shares of Associate/Joint Ventures held by the company on the year end	
i.	No.	38,40,000
ii.	Amount of Investment in Associates/Joint Venture *(₹In Lacs)*	9,98,40,000
iii.	Extent of Holding %	38.79
4.	Description of how there is significant influence	Shareholding of 38.79
5.	Reason why the associate/joint venture is not consolidated	Not Applicable
6.	Net worth attributable to Shareholding as per latest audited Balance Sheet *(₹In Lacs)*	----
7.	Profit / Loss for the year *(₹In Lacs)*	----

Vikas Rathi

RATHI INDUSTRIES LIMITED

SI.No	Name of Associates/Joint Ventures	Rathi Iron Steel Private Limited (Associate Company)
i.	Considered in Consolidation	----
ii.	Not Considered in Consolidation	----

Notes:

1. Names of associates or joint ventures which are yet to commence operations. – Not Applicable
2. Names of associates or joint ventures which have been liquidated or sold during the year. -Not Applicable

By order of the Board of Directors
of **Rathi Industries Limited**

For Gupta Verma & Sethi
Chartered Accountants
FRN: 002605N

(CA. S.C.Sharma)
Partner
Membership No.-083982

Vinay Rathi
(Director & CFO)
DIN: 00137502

Mukesh Bhardwaj
(Whole Time Director)
DIN: 01257936

Vikas Rathi
(Director)
DIN:01188409

Ankush Vig
(Company Secretary)

Date: 05.09.2024
Place: Chhapraula

Vikas Rathi

RATHI INDUSTRIES LIMITED

RATHI INDUSTRIES LTD.

Form No. AOC-2

Particulars of Contracts/arrangements made with the related parties
(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

This Form pertains to the disclosure of particulars of contracts/arrangements/transactions entered into by the company with related parties referred to sub-section (1) of Section 188 of Companies Act, 2013, including certain arm's length transactions under third proviso thereto.

1. **Details of contracts or arrangements or transactions not at arm's length basis:**
   There are no such contracts or arrangements or transactions entered into during the year ended March 31, 2024, which were not at Arm's Length Basis.

2. **Details of material contracts or arrangements and transactions entered during the financial year at Arm's Length Basis are as:**

S. No	Name of the Related Party	Nature of Relationship	Nature of contract/ arrangements/ transactions	Duration of Contract/arrangement(s)	Amount (In Rs. Lacs)
1.	Rathi Iron Steel Private Limited	Associate	Purchase of Goods	NA	9042.16
2.	Rathi Iron Steel Private Limited	Associate	Sale of Goods	NA	102.03
3.	Mr. Vinay Rathi	Director	Rent Paid	NA	3.00
4.	Mr. Vikas Rathi	Director	Rent Paid	NA	3.00
5.	Satvik Logistics LLP	Directors having significant Interest	Rent Received	NA	240.00

By order of the Board of Directors
of **Rathi Industries Limited**

Date: 05.09.2024
Place: Chhapraula

Vinay Rathi
(Director & CFO)
DIN: 00137502

Mukesh Bhardwaj
(Whole Time Director)
DIN: 01257936

Vikas Rathi

RATHI INDUSTRIES LIMITED

INDEPENDENT AUDITOR'S REPORT

To,
The Members of
Rathi Industries Limited

Opinion

We have audited the accompanying financial statements of **Rathi Industries Limited** (herein after referred to as "the Company") which comprise the balance sheet as at 31st March 2024, the statement of profit and loss (including other comprehensive income), Statement of changes in equity and the cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information (herein after referred to as 'the financial statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Ind AS, of the financial position of the Company as at 31st March 2024 and its financial performance including other comprehensive income and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information other than the Financial Statements and Auditors' Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholders' Information but does not include the Financial Statements and our Auditor's Report thereon.
Our opinion on the Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.
In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Vikas Rathi

RATHI INDUSTRIES LIMITED

Responsibilities of the Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act, with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent, and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

a. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
b. Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on effectiveness of the Company's internal financial controls.
c. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
d. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
e. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Vikas Rathi

RATHI INDUSTRIES LIMITED

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.
We also communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the financial statements and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.

2. As required by Section 143 (3) of the Act, we report that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
   (c) the balance sheet, the statement of profit and loss, the statement of cash flow and the statement of changes in equity dealt with by this Report are in agreement with the books of account;
   (d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act read with relevant rules issued thereunder;
   (e) on the basis of the written representations received from the directors as on 31 March 2024 taken on record by the Board of Directors, none of the director is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164 (2) of the Act;
   (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure B;
   (g) with respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act.
   (h) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, to the best of our information and according to the explanations given to us we state that:

      (i) The Company has disclosed pending litigations and the impact on its financial position in its Financial Statements.

Vikas Rathi

(ii) The company did not have any long-term contract including derivative contract for which there were any material foreseeable losses.

(iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For GUPTA VERMA & SETHI
(Chartered Accountants)
FRN: 002605N

CA S.C. SHARMA
(Partner)
M. No. 083982
UDIN: 24083982BKAQFM3840

Place: New Delhi
Date: 30th May, 2024

Vikas Rathi

RATHI INDUSTRIES LIMITED

ANNEXURE - A TO INDEPENDENT AUDITORS' REPORT

(Referred to in Paragraph (1) under the heading of "Report on other Legal and Regulatory Requirements" of our report of even date to the members of Rathi Industries Ltd. for the year ended March 31, 2024)

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

i. (a) In respect of its fixed assets (Property, Plant and Equipment):

A. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment, capital work-in-progress, investment properties and relevant details of right- of-use assets.

B. The Company has maintained proper records showing full particulars of intangible assets.

(b) The major Property, Plant and Equipment of the company have been physically verified by the management at reasonable intervals during the year and no material discrepancies were noticed on such verification.

(c) According to the information and explanation given to us, the title deeds of the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the company.

(d) The Company has revalued its land based on the revaluation report of registered valuer during the year.

(e) According to the information and explanations given to us, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

ii. (a) The inventories (other than inventories in transit) were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. Inventories in transit, were verified by the management based on the subsequent delivery challans. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.

(b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at point of time during the year, from banks or financial institutions on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly returns or statements comprising statement of stock position filed by the Company with such banks or financial institutions are in agreement with unaudited books of account of the Company of the respective quarters and no material discrepancies have been observed.

iii. The Company has made investments, provided guarantee or security and granted loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year.

(a) The Company has not provided any loans or advances in the nature of loans and stood guarantee during the year.

(b) Investment has been made by the company during the year.

(c) No loan has been granted or advances in the nature of loans provided by the Company.

Vikas Rathi

RATHI INDUSTRIES LIMITED

(d) As no amount of loans granted and advances in the nature of loans provided by the Company, there is no amount overdue for more than 90 days at the balance sheet date.

(e) No loan or advance in the nature of loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.

(f) According to information and explanations given to us and based on the audit procedures performed, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.

v. According to the information and explanations given to us, the Company has not accepted any deposit or amounts which are deemed to be deposits during the year. The Company does not have any unclaimed deposits and accordingly, the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 are not applicable to the Company.

vi. The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the books of account maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended, prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained by the Company. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

vii. According to the information and explanations given to us in respect of statutory dues:

(a) Undisputed statutory dues, including Goods and Service tax, Provident Fund, Employees' State Insurance, Income tax, cess and other material statutory dues applicable to the Company have been generally regularly deposited by it with the appropriate authorities. We have been informed that the provisions of Service Tax, duty of Excise and Value Added Tax are not applicable to the Company.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance Income-tax, duty of Custom, cess and other material statutory dues in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.

(b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2024 on account of disputes are given below:

An amount of Rs. 62,29,18,004/- (Rs. 31,14,59,002/- Tax and Rs. 31,14,59,002 -Penalty) for the financial year 2018-19 has been demanded vide order dated 28.03.2022 by the office of Deputy Commissioner under State Goods & Service Tax Act, 2017. Out of above Rs. 62,29,18,004/- relief of Rs. 11,59,94,464/- (Rs. 5,79,97,232/- Tax and Rs. 5,79,97,232/- Penalty) received by company vide order of Additional Commissioner (Appeals). For remaining amount matter is pending with Hon'ble High Court of Uttar Pradesh, Allahabad.

viii. There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

ix. (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

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RATHI INDUSTRIES LIMITED

(b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

(c) To the best of our knowledge and belief, in our opinion, term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained.

(d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries companies.

x. (a) The Company has not issued any of its securities (including debt instruments) during the year and hence reporting under clause (x)(a) of the Order is not applicable.

(b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable to the Company.

xi. (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year.

xii. The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.

xiii. In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.

xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) We have considered the reports of the Internal Auditors for the period under audit.

xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. According to the information and explanations given to us, we are of the opinion that the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, accordingly the provisions of clause (xvi) of the Order are not applicable.

xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors of the Company during the year

Vikas Rathi

RATHI INDUSTRIES LIMITED

xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within

xx. (a) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there are no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause (xx) of the Order is not applicable for the year.

(b) In respect of ongoing projects, the Company has transferred unspent Corporate Social Responsibility (CSR) amount, to a Special account before the date of this report and within a period of 30 days from the end of the financial year in compliance with the provision of section 135(6) of the Act.

xxi. The reporting under clause (xxi) is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For GUPTA VERMA & SETHI
(Chartered Accountants)
FRN: 002605N

CA S.C. SHARMA
(Partner)
M. No. 083982
UDIN: 24083982BKAQFM3840

Place: New Delhi
Date: 30th May, 2024

Vikas Rathi

RATHI INDUSTRIES LIMITED

ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT
(Referred to in paragraph 2(f) under 'Report on Other Legal & Regulatory Requirements' of our report of even date).

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Rathi Industries Ltd.** ("the Company") as of 31 March, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:
(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

Vikas Rathi

RATHI INDUSTRIES LIMITED

(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For GUPTA VERMA & SETHI
(Chartered Accountants)
FRN: 002605N

CA S.C. SHARMA
(Partner)
M. No. 083982
UDIN: 24083982BKAQFM3840

Place: New Delhi
Date: 30th May, 2024

Vikas Rathi

RATHI INDUSTRIES LIMITED

RATHI INDUSTRIES LIMITED

STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2024

(Amounts in Rs. Lakhs)

Particulars	Note No.	As at 31st March, 2024	As at 31st March, 2023
ASSETS			
1. Non-current Assets			
(i) Property Plant and Equipment	1	12,330	11,305
(ii) Capital work-in-progress		-	
(iii) Investment Property	2	4,887	348
(iv) Goodwill		-	-
(v) Other Intangible Assets		-	-
(vi) Intangible Assets and Development		-	-
(vii) Biological Assets other than Bearer Plants		-	-
(viii) Deferred Tax Assets (net)		-	-
(ix) Other Non Current Assets	3	7	184
Total Non-Current Assets (A)		**17,224**	11,837
2. Current assets			
(i) Inventories	4	4,287	1,470
(ii) Financial Assets			
(a) Investments	5	998	-
(b) Trade receivables	6	6,058	9,001
(c) Cash and Cash Equivalents		7	29
(d) Bank Balances other than cash & cash equivalents	7	7	23
(e) Loans		-	-
(f) Other Financial assets		-	-
(iii) Current Tax Assets (Net)	8	69	101
(iv) Other Current Assets	9	1,245	1,033
Total Current Assets (B)		**12,672**	11,657
Total Assets (A+B)		**29,896**	23,494
EQUITY AND LIABILITIES			
Equity			
a) EquityShare capital	10	646	646
b) Other Equity	11	22,918	13,580
Total Equity		**23,564**	14,226
Liabilities			
1. Non-current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	12	74	1,026
(b) Provisions	13	24	19
(c) Deffered Tax Liabilities (Net)	14	518	521
(d) Other Non- Current Liabilities	15	213	831
Total Non-Current Liabilities		**829**	2,397
2. Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	16	2,649	5,624
(ii) Trade Payables	17	1,107	1,064
(iii) Other Financial Liabilities		-	-
(b) Other Current Liabilities	18	1,670	167
(c) Provisions	19	77	16
(d) Current Tax Liabilities (Net)		-	-
Total Current Liabilities		**5,503**	6,871
Total Equity and Liabilities		**29,896**	23,494

Significant Accounting Policies and
Notes to Accounts

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached .
For Gupta Verma & Sethi
Chartered Accountants
FRN: 002605N

(CA. S.C.Sharma)
Partner
Membership No.-083982

For and on behalf of the Board of Directors of Rathi Industries Limited

Vikas Rathi
(Director)
DIN:01188409

Mukesh Bhardwaj
(Whole Time Director)
DIN:01257996

Place:New Delhi
Date: 30th May,2024

Vinay Rathi
(Chief Financial Officer)

Ankush Vig
(Company Secretary)

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Vikas Rathi

RATHI INDUSTRIES LIMITED

RATHI INDUSTRIES LIMITED

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2024

(Amounts in Rs. Lakhs)

Particulars	Note No.	Year ended 31st March,2024	Year ended 31st March,2023
REVENUE			
Revenue from operations	20	57,540	65,937
Other income	21	73	80
Total revenues (I+II)		**57,613**	66,017
EXPENSES			
Cost of raw material consumed	22	65	24,775
Purchase of stock-in-trade	23	55,257	37,471
Changes in inventories of finished goods and stock in trade	24	708	339
Employee benefits expenses	25	107	301
Finance costs	26	503	770
Depreciation and amortization expenses		56	207
Other expenses	27	457	2,060
Total expenses (IV)		**57,153**	**65,923**
Profit/(loss) before exceptional and tax		460	94
Exceptional items		-	-
Profit/(loss) before tax		460	94
Add. Deffered Tax	28	3	70
Tax Expenses			
Current Tax		77	16
Profit/(loss) for the period from continuing opertaions		**386**	**8**
Profit/(loss) from discontiued opertaions		-	-
Tax Expenses from discontiued opertaions		-	-
Profit/(loss) from discontiued opertaions		-	-
Profit /(loss) for the period		386	8
Other Comprehensive Income		-	-
A (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income Tax relating to items that will not be reclassified to profit or loss		-	-
B(i) Items that will be reclassified to profit or loss		-	-
(ii) Income Tax relating to items that will be reclassified to profit or loss		-	-
Total Compehensive Income for the period comprising Profit(Loss) and Other Comprehensive Income for the Period		386	8
Earnings per Equity Share (Rs.) (For Continuing Operation):			
1. Basic		5.98	0.01
2. Diluted		5.98	0.01
Earnings per Equity Share (Rs.) (For Discontinued Operation):			
1. Basic		-	-
2. Diluted		-	-
Earnings per Equity Share (Rs.) (For Discontinued & Continuing Operation):			
1. Basic		5.98	0.01
2. Diluted		5.98	0.01
Significant Accounting Policies and Notes to Accounts	29		
The accompanying notes are an integral part of the financial statements.			

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As per our report of even date attached .
For Gupta Verma & Sethi
Chartered Accountants
FRN: 002605N

(CA. S.C.Sharma)
Partner
Membership No.-083982

For and on behalf of the Board of Directors of Rathi Industries Limited

Vikas Rathi (Director) DIN:01188409
Mukesh Bhardwaj (Whole Time Director) DIN:01257996

Place: New Delhi
Date: 30th May, 2024

Vinay Rathi (Chief Financial Officer)
Ankush Vig (Company Secretary)

Vikas Rathi

RATHI INDUSTRIES LIMITED

RATHI INDUSTRIES LIMITED

STANDALONE CASH FLOW STATEMENT FOR THE PERIOD ENDED 31st March, 2024

(Amounts in Rs. Lakhs)

Particulars	FOR THE YEAR ENDED	
	31.03.2024	31.03.2023
A) CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before taxation and extraordinary items	386	78
Add:Adjustment for :		
Depreciation	56	207
Financial Charges	503	770
(Profit) / Loss on sale of Vehicle	(1)	(364)
Operating Profit before working capital Changes	**944**	691
Adjustment for change in Working Capital	(2,423)	(450)
Financial Charges	(503)	(770)
Cash Flow before extra ordinary items	(1,982)	(528)
Prior year adjustments : Mat Credit Entitlement	416	-
Net Cash from Operating Activities (A)	(1,566)	(528)
B).CASH FLOW FROM INVESTING ACTIVITIES		
(Purchase) & Sale of Fixed Assets (Net)	(1,080)	1,012
Funds inflow from Non- Current Assets	177	-
(Purchase) & Sale of Investments (Net)	(4,539)	-
Increase in the value of Land on its revaluation	8,537	
Preliminery expenses paid	-	-
Net Cash used in Investing Activities (B)	**3,095**	**1,012**
C).CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Non Current Liabilities	**(615)**	-
Proceeds from Long Term Borrowing (Net)	(952)	(492)
Proceeds from Short Term Borrowing	-	-
Net Cash used in Financing Activities (C)	**(1,567)**	**(492)**
Net increase in Cash and cash equivalents (A+B+C)	(38)	(8)
Cash and Cash equivalents (Previous year)	52	61
Cash and Cash equivalents (Current Year)	14	52

The accompanying significant accounting policies and notes to accounts are an integral part of financial statement

As per our report of even date attached .
For Gupta Verma & Sethi
Chartered Accountants
FRN 002605N
(CA. S.C.Sharma)
Partner
Membership No.-083982

For and on behalf of the Board of Directors of Rathi Industries Limited

Vikas Rathi
(Director)
DIN:01188409

Mukesh Bhardwaj
(Whole Time Director)
DIN:01257936

Place:New Delhi
Date: 30th May,2024

Vinay Rathi
(Chief Financial Officer)

Ankush Vig
(Company Secretary)

Vikas Rathi

RATHI INDUSTRIES LIMITED

Note No.: 1 Property Plant & Equipment

(Amounts in Rs. Lakhs)

DESCRIPTION	GROSS VALUE				DEPRECIATION				NET VALUE	
	As at 1.4.2023	Additions during the year	Disposal during the year	Total As at 31.03.2024	Upto 31.03.2023	Provided during the year	Adjustment for earlier years dep.	Total Upto 31.03.2024	As at 31.03.2024	As at 31.03.2023
Land	7,712	4,695	197	12,154	-	-	-	-	12,154	7,712
Building	337	-	-	337	232	10	-	242	95	105
Plant & Machinery	7,921	-	7,920	1	4,602	-	4,602	-	1	3,320
Rolling Mill Rolls	1,638	-	1,638	-	1,556	-	1,556	-	1	82
Furniture & Fixture	42	-	-	42	31	3	-	33	8	11
Computer	30	2	-	32	27	2	-	29	4	3
Office Equipment	39	1	-	40	35	1	-	37	4	4
Vehicle	421	53	45	429	353	40	28	365	64	68
(A)	18,140	4,695	9,801	13,035	6,836	56	6,187*	705	12,330	11,305
Capital Work in Progress (B)	-	-	-	-	-	-	-	-	-	-
TOTAL (A+B)	18,140	4,695	9,801	13,035	6,836	56	6,187	705	12,330	11,305
PREVIOUS YEAR - ENDING ON 31.03.2023	20,135	55	2,049	18,141	7,975	207	1,347	6,836	11,305	-

Note: * Revised as per revaluation certificate obtained from Certified Valuers.

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Note No: 2
Investment Property

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2024	As at 31st March, 2023
Investment in Land		4,887	348
Total		4,887	348

Note No: 3
Other non-current Assets

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2024	As at 31st March, 2023
Security Deposits		7	81
Pre-operative Expenses		-	-
Other loans and advances		-	57
Advance for Land		-	46
Fraudulent Withdrawls A/c		-	-
Insurance Claim Recoverable		-	-
Regulatry Surcharge paid under protest		-	-
Total		7	184

Note No: 4
Inventories

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2024	As at 31st March, 2023
Raw materials		-	65
Finished goods		-	-
Stock in trade		134	462
Stores and spares		-	65
Stock inTrade Land		3,993	-
Stock of Redressal Machinery		44	695
Stock of Dismantle Machinery Scrap		115	183
Total		4,287	1,470

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Note No: 5
Investment

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2024	As at 31st March, 2023
Investment in Shares and Securities			
3840000 No. of Fully Paid up Equity Shares of RS 26/- per Each of Rathi Iron Steel Pvt. Ltd.		998	-
Total		998	-

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Note No: 6
Trade receivables

(Amounts in Rs. Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Trade receivable outstanding for a period exceeding six months from due date		
Unsecured, considered good	73	140
Other trade receivables		
Unsecured, considered good	5,985	8,861
Total	6,058	9,001

Trade Receivable Aging Schedule
*Trade Debtors

F.Y. 2023-24

	Outstanding for following Periods from due dates of Payments due date of payment					
	Less than 6 months	6 months-1 years	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables considered goods	5,985	73	-	-		6,058
(ii) Undisputed Trade receivables considered doubtful	-	-	-	-		-
(iii) Disputed Trade receivables considered good	-	-	-	-		-
(iv) Disputed Trade receivables considered doubtful	-	-	-	-		-
	5,985	73	-	-	-	6,058

F.Y. 2022-23

	Outstanding for following Periods from due dates of Payments due date of payment					
	Less than 6 months	6 months-1 years	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables considered goods	8,861	140	-	-	-	9,001
(ii) Undisputed Trade receivables considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade receivables considered doubtful	-	-	-	-	-	-
	8,861	140	-	-	-	9,001

Note No: 7
Bank Balance other than Cash and cash equivalents

(Amounts in Rs. Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Bank Balance other than Cash and cash equivalents		
Balances with banks		
In current accounts	7	1
FDRs & RD with scheduled banks	-	22
Total	7	23

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Note No: 8
Current Tax Assets (Net)

(Amounts in Rs. Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Current Tax Assets (Net)		
Advance Tax 2022-23	-	1
TDS on Sale 2021-22	-	1
TDS on Sale 2022-23	-	27
TDS on Sale 2023-24	24	
TDS on Royalty 2020-21	-	-
TDS on Royalty 2022-23	-	-
TDS on Royalty 2023-24	0	0
TDS on Rent Received 2022-23	-	24
TDS on Rent Received 2023-24	24	-
TCS on Purchase 2021-22	-	0
TCS on Purchase 2022-23	-	0
Income Tax Refund Receivable A/Y 2022-23	0	21
Income Tax Refund Receivable A/Y 2020-21	9	9
Income Tax Refund Receivable A/Y 2021-22	0	0
TCS on Travelling 2022-23	-	0
TCS on Purchase Vehicle 2022-23	0	0
TDS on Electricity Security 2022-23	-	1
TDS Excess Deposit	-	0
TCS on Electricity Security 2022-23	-	2
TCS ON INTEREST RCD ON ELECTRICITY Bill 2021-22	-	5
TDS Receivable 2023-24	11	-
Total	69	101

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Note No: 9
Other Current Assets

(Amounts in Rs. Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Other current assets		
Advances to suppliers and others	33	243
Pre Deposit IGST Demand Under appeal	9	9
Pre Deposit CGST Demand Under appeal	151	151
Pre Deposit SGST Demand Under appeal	151	151
Cenvat,Vat, Gst and other taxes / duties	43	111
VAT AT 2015-16	3	3
Prepaid expenses	-	1
Miscellaneous advances	855	104
Total	**1,245**	**1,033**

Note No: 10
Equity Share Capital

(Amounts in Rs. Lakhs)

Particulars	As at 31st March, 2024		As at 31st March, 2023	
	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
(a) Authorised				
Equity Shares of Rs. 10/-each	70,00,000	700	70,00,000	700
Total		**700**		700
(b) Issued, subscribed and paid up				
Equity shares of Rs.10/-each	64,60,000	646	64,60,000	646
		-		-
Total		**646**		646

(c) Reconciliation of number and amount of equity shares out standing at the beginning and at the end of the reporting year :

Particulars	As at 31st March, 2024		As at 31st March, 2023	
	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
Outstanding at the begning of the reporting year	64,60,000	646	64,60,000	646
Add:				
(i) Issued on exercise of employees stock options	-	-	-	-
(ii) Issued for consideration other than cash	-	-	-	-
(iii) Issued for cash				
less :Shares bought back	-	-	-	-
Out standing at the end of the reporting year	64,60,000	646	64,60,000	646

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(d) Details of rights, preferences and restrictions attached to equity shares:

The Company has one class of equity shares having a nominal value of Rs. 10/- per share. Each Equity Share holder is entitled to one vote.

(e) Shareholders holding more than 5% of the equity shares of the company:

Name of shareholders	As at 31st March, 2024		As at 31st March, 2023	
	No.of Shares held	% of holding	No.of Shares held	% of holding
Raghav Overseas Pvt. Ltd.	5,60,600	8.68	5,60,600	8.68
Comero Trading & Investment Pvt. Ltd.	4,35,000	6.73	4,35,000	6.73
Ghaziabad Marbles & Mach. Mfg. Pvt. Ltd.	4,30,000	6.66	4,30,000	6.66
Jagdamba Marbles Ltd.	4,25,000	6.58	4,25,000	6.58
Glace Trading & Investments Pvt. Ltd.	4,11,000	6.36	4,11,000	6.36
Sh. Prem Ratan Rathi	6,34,900	9.83	6,34,900	9.83

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Note No: 11
Other Equity

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2024	As at 31st March, 2023
(a) Capital reserve			
In respect of Revaluation of Land			
Balance as per last account		7,315	7,315
Add: Addition on revaluation of fixed assets		8,537	-
Less: Utilised for set off against depreciation		-	-
		15,851	7,315
In respect of Mat Entitlement		416	-
Total (a)		**16,267**	7,315
(b) Surplus in statement of profit and loss			
Balance as per last financial statement		6,265	6,257
Add: Net profit for the year as per Statement of profit and loss		386	8
Amount available for appropriation		6,651	6,265
Less: Appropriations:			
Proposed dividend		-	-
Tax on proposed dividend		-	-
Transfer to general reserve		-	-
Total (b)		6,651	6,265
Total Other Equity (a + b)		**22,918**	13,580

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Note No: 12
Borrowings

(Amounts in Rs. Lakhs)

Particulars	As at 31st March, 2024		As at 31st March, 2023	
a) Long-term borrowings				
Secured Term Loan				
i) WCDL From J& K Bank		-		68
ii) From South Indian Bank		-		897
iii) Vehicle Loans		74		61
Unsecured Loan				
From other than banks		-		-
Total		74		1,026

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Note No: 13

Provisions

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2024	As at 31st March, 2023
Provision for Employee benefits			
Gratuity		19	16
Leave encashment		5	3
Total		24	19

Note No: 14

Deffered tax liabilities (Net)

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2024	As at 31st March, 2023
Deffered tax liabilities:			
Related to Provision for Employee Benefits		-	-
Related to Depreciation Difference		518	521
Total		518	521

Note No: 15

Other non- current liabilities

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2024	As at 31st March, 2023
Payable to supplier of capital goods		-	18
Security deposits		-	-
Loans and Advances		213	813
Total		213	831

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Note No. 16
Borrowings

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2024	As at 31st March, 2023
a) Short-term borrowings (Secured)			
Loans Repayable on demand from banks (Cash credit limit)			
i) From Jammu & Kashmir Bank Ltd - Delhi		1,774	1,610
KOTAK MAHINDRA BANK		-	3,172
ii) From Bank of Baroda- Delhi		-	-
iii) From South Indian Bank- GZB		875	842
Total		**2,649**	**5,624**

b) Nature of Securities

Loans repayable on demand from Bank of Baroda and Jammu & Kashmir Bank Ltd. are secured by way of hypothecation of entire stock and other current assets including book debts, both present and future, of the company.

Note No. 17
Trade Payables

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2024	As at 31st March, 2023
Micro and Small Enterprises		-	-
Others		1,107	1,064
Total		**1,107**	**1,064**

Trade Payables Aging Schedule
*Trade Creditors

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F.Y. 2023-24

	Outstanding from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Due to MSME	-	-	-	-	-
Due to Others	1,107	-	-	-	1,107
Disputed Dues - MSME	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-
	1,107	-	-	-	1,107

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	Outstanding from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Due to MSME	-	-	-	-	-
Due to Others	1,064	-	-	-	1,064
Disputed Dues - MSME	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-
	1,064	-	-	-	1,064

A. Dues to micro, small and medium enterprises pursuant to section 22 of the Micro, Small and Medium Enterprises Development Act (MSMED),2006

The Company identifies micro and small enterprises based upon the information available and confirmation sent to all the Suppliers who have registered themselves under the Micro, Small Medium enterprise Development Act, 2006 (MSMED Act 2006) Further, no interest during the year has been paid or payable under the terms of the MSMED Act, 2006.

Note No. 18
Other Current liabilities

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2024	As at 31st March, 2023
Advance from customers and others		566	112
Statutory liabilities payable		81	32
Unpaid salaries and other dues		12	14
Miscellaneous expenses payable		1,010	9
Total		**1,670**	**167**

Note No. 19
Provisions

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2024	As at 31st March, 2023
Income Tax		77	16
Total		**77**	**16**

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Note No: 20
Revenue from operations

(Amounts in Rs. Lakhs)

Particulars	31st March. 2024	31st March. 2023
Sale of goods (Net of Sales Return)		
Manufactured Goods		
Iron & Steel	0	27,335
Rent Received (Services)	240	240
Contract Manufacturing Sale		
Iron & Steel	57,300	38,362
Sale of goods (Net)	**57,540**	65,937

Note No: 21
Other Income

(Amounts in Rs. Lakhs)

Particulars	31st March. 2024	31st March. 2023
Interest Income (Gross)		
Fixed deposits with banks	1	0
Others	6	9
Other non-operating income		
Profit on sale of Land	59	-
Profit on sale of Plant & Machinery/ Conversion	-	-
Profit on sale of Building	-	62
Profit on sale of Vehicle	1	1
Income tax refund ass. Year 2017-18	1	6
Interest recd. On ass. Year 2022-23	2	-
Rent received	-	-
Miscellaneous income	3	2
Total	73	80

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Note No: 22
Cost of raw material consumed

(Amounts in Rs. Lakhs)

Particulars	31st March. 2024	31st March. 2023
Opening stock	65	1,355
Add: purchases	0	23,485
	65	24,840
Less: Closing Stock	0	65
Cost of raw material consumed	**65**	24,775

Note No: 23
Purchases of stock under Contract Manufacturing

(Amounts in Rs. Lakhs)

Particulars	31st March. 2024	31st March. 2023
Goods Purchase	55,257	37,471
Total	55,257	37,471

Note No: 24
Changes in inventories of finished goods and stock in trade

(Amounts in Rs. Lakhs)

Particulars	31st March. 2024	31st March. 2023
Finished goods		
Opening stock	457	1,449
Less: Closing stock	134	458
	323	991
Stock-in-trade		
Opening stock	5	38
Opening stock Scrap	182	0
Opening stock Refurbish Machinery	695	226
	883	264
Add: Transfer from Store	58	329
Total	940	594
Less: Closing stock	0	5
Less: Closing Stock Scrap / Building Rubble	115	182
Less: Closing Stock of Refurbish Machinery	44	695
Less: Closing stock Dismantle Machinery Parts	0	0
	160	883
	779	-289
Increase of Value of Capital assets on conversion into stock in trade	396	363
Total	708	339

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Note No: 25
Employee benefits expenses

(Amounts in Rs. Lakhs)

Particulars	31st March. 2024	31st March. 2023
Salaries and wages	102	284
Contribution to provident and other funds	5	15
Staff welfare expenses	0	2
Total	**107**	301

Note No: 26
Finance costs

(Amounts in Rs. Lakhs)

Particulars	31st March. 2024	31st March. 2023
Interest expenses		
On long term borrowings	20	92
On short term borrowings	442	618
On others	37	45
Other borrowing costs	4	15
Total	**503**	770

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Note No: 27
Other expenses

(Amounts in Rs. Lakhs)

Particulars	31st March. 2024	31st March. 2023
Consumption of stores and spare parts	8	61
Power and fuel	0	1,465
Rent	18	16
Repairs to:		
Machinery	0	12
Others	3	4
Vehicle Running & Maintenance	5	6
Insurance	2	5
Rates and taxes	3	1
Payments to auditors:		
For statutory audit	3	3
For tax audit	0	0
Payment to cost auditors	0	0
Payment to Internal auditors	0	0
Miscellaneous expenses	273	311
Commission paid	46	54
Selling expenses	96	122
Total	**457**	2,060

Note No: 28
Defferred Tax

(Amounts in Rs. Lakhs)

Particulars	31st March. 2024	31st March. 2023
Deffered Tax for the year	3	70
Total	**3**	70

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NOTE No. 29
(NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024)

(I) Company Information

Rathi Industries Ltd. (the Company) is a public limited company incorporated on 29.11.1991 under the provisions of Companies Act, 1956 having its registered office at New Delhi. The Company is engaged in re-rolling activities particularly manufacturing & selling of M.S. Bars (TMT) under the brand name **"RATHI STELMAX".** The Company's operation includes four rolling mills installed at their plant situated at G.T. Road, Chhapraulla, Gautam Budh Nagar (U.P.).

(II) Basis of Preparation

The financial statements of the Company have been prepared and presented under the historical cost convention on the accrual basis of accounting, unless stated otherwise and comply in all material aspects with the Indian Accounting Standards ('Ind AS') including the rules notified under the relevant provisions of the Companies Act, 2013.Company's financial statements are presented in Indian Rupees, which is also its functional currency.

(III) Significant Accounting Policies

A. Property Plant & Equipment

Property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre-operative expenses and disclosed under Capital Work-in-Progress.

Depreciation on Property, Plant & Equipment is provided to the extent of depreciable amount on the Straight-Line Method (SLM). Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.
In respect of additions or extensions forming an integral part of existing assets, depreciation is provided as aforesaid over the residual life of the respective assets.

Dismantlement of plant:
The Company is in process of modernisation of its plant situated at Chhapraula Gautam Budh Nagar. During the process of above modernisation & finalisation in current year, a profit of Rs. 3,95,68,493/- has been booked on account of scrap of plant dismantlement.

B. Use of Estimates

The preparation of Financial Statements is in conformity with Ind AS requires the Management to make estimates, judgments and assumptions that affect the application of accounting policies and the reported amount of assets and liabilities, the disclosure of contingent assets and liabilities as at the date of the Financial Statements and the reported amount of revenues and expenses during the reporting year. Accounting estimates could change from period to period. Actual results could differ from those estimated. Appropriate changes in estimates are made as the Management becomes aware of the changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and if material, their effects are disclosed in the notes to the financial statements.

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C. Inventories

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition.

D. Investments

Investment in subsidiaries and joint venture

A subsidiary is an entity that is controlled by another entity.
A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.
The Company's investments in its subsidiaries and joint venture are accounted at cost less impairment.

Impairment of investments
The Company reviews its carrying value of investments carried at cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is recorded in the Statement of Profit and Loss.

E. Cash Flow Statement

Cash flows are reported using the Indirect Method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.
Cash and cash equivalents comprise cash and cash on deposit with banks and corporations. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

F. Revenue Recognition

Revenue from sale of goods is recognised when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated cost can be estimated reliably, there is no continuing effective control or managerial involvement with the goods, and the amount of revenue can be measured reliably.
Revenue from sale of goods is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.
Revenue from operations includes sale of goods, excise duty and adjusted for discounts (net), and gain/loss on corresponding hedge contracts.
Interest income: Interest income from a financial asset is recognised using effective interest rate method.
Revenue is stated exclusive of Goods and Service Tax (GST).

Sales of goods
Revenue from the sale of goods is recognised at the point in time when control is transferred to the customer which is usually on shipment. Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, rebates, scheme allowances, price concessions, incentives, and returns, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government. Accruals for

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discounts/incentives and returns are estimated (using the most likely method) based on accumulated experience and underlying schemes and agreements with customers. Due to the short nature of credit period given to customers, there is no financing component in the contract.

Trade receivables

A receivable is recognised if an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (o) financial instruments.

(IV)

(a) Property, plant and equipment

Items of property, plant and equipment and capital work-in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in Statement of Profit and Loss as incurred. In respect of additions to /deletions from the property, plant and equipment, depreciation is provided on pro-rata basis with reference to the date of addition/ deletion of the assets.
The Company, based on technical assessment made by technical expert and management estimate, depreciates certain items of plant and equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. Depreciation on remaining items of property, plant & equipment has been provided on Straight Line Method based on useful life of the assets as prescribed in Schedule II of the Companies Act, 2013. Furthermore, the Company considers climate-related matters, including physical and transition risks. Specifically, the Company determines whether climate-related legislation and regulations might impact either the useful life or residual values.

Estimated useful lives of the assets are as follows:

Nature of Tangible Assets	**Useful Life (years)**
Plant & Equipments	10 – 15
Building	30
Laboratory Equipment's	10
Office Equipment's	5
Furniture, Fixtures & Equipment's	10
Vehicles	8-10
Leasehold improvements	Over the period of lease or useful life whichever is lower

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognised.

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(b) Financial liabilities

Initial recognition and measurement
Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.
All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.
The Company's financial liabilities include trade and other payables, loans and borrowings including cash credits and derivative financial instruments.
Subsequent measurement
The measurement of financial liabilities depends on their classification, as described below:

Loans and borrowings
After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in Statement of Profit and Loss when the liabilities are derecognised as well as through the EIR amortisation process.
Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.
This category generally applies to borrowings. For more information, **refer note 15 and 18**

Financial liabilities at fair value through profit or loss
Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.
Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.
Derecognition
A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

(c) Dividend

The Company recognises a liability to make cash distributions to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

(d) Taxes

Current income tax
Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.
Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

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Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.
Deferred tax liabilities are recognised for all taxable temporary differences, except:

a) When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences.

b) In respect of taxable temporary differences associated with interests in subsidiaries and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.
Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

(e) Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement.
If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. Provisions are reviewed at each balance sheet and adjusted to reflect the current best estimates.

Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent Assets

A contingent asset is not recognised unless it becomes virtually certain that an inflow of economic benefits will arise. When an inflow of economic benefits is probable, contingent assets are disclosed in the financial statements.

Contingent liabilities and contingent assets are reviewed at each balance sheet date.

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(f) Retirement and other employee benefits

As per Indian Accounting Standard 19 "Employee Benefits", the disclosure of Employee Benefits as defined in the Accounting Standard are given below: -

Provident Fund and Employee State Insurance is a defined contribution scheme established under a State Plan. The contributions to the scheme are charged to the Statement of Profit and Loss in the year when employee rendered related services.

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on post-employment at 15 days salary (last drawn salary) for each completed year of service as per the rules of the Company. The aforesaid liability is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of the financial year. The scheme is funded with an insurance Company in the form of a qualifying insurance policy.

The Company has other long-term employee benefits in the nature of leave encashment. The liability in respect of leave encashment is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of the financial year. The aforesaid leave encashment is unfunded.

Re-measurement, comprising of actuarial gains and losses, the effect of asset ceiling, excluding amounts included in the net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

(i) Defined Contribution Plan

Contribution payable to recognized provident fund, superannuation scheme, family pension scheme which are substantially defined contribution plans, are recognized as expense in statement of profit & loss, as they are incurred:

Particulars	(Amount in Rs.)	
	2023-24	2022-23
Employer's Contribution to Provident Fund	**206,875**	**497,996**
Employer's Contribution to Family Pension Scheme	**283,883**	**993,960**
Employer's Contribution to ESI	**97,863**	**335,544**

(ii) Defined Benefit Plan

The obligation in respect of defined benefit plans, which are Gratuity, Pension, Leave Encashment Benefit, are provided on actuary basis at the end of each financial year. The liability recognized in the balance sheet for defined benefit obligations are as under:-

Particulars	(Amount in Rs.)	
	2023-24	2022-23
Gratuity	**3,12,666**	**1,601,618**
Leave Encashment Benefit	**110,345**	**344,815**

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(V) Provisions

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

Contingent Liability/ Demand Order:

An amount of Rs. 62,29,18,004/- (Rs. 31,14,59,002/- Tax and Rs. 31,14,59,002 -Penalty) for the financial year 2018-19 has been demanded vide order dated 28.03.2022 by the office of Deputy Commissioner under State Goods & Service Tax Act, 2017. Out of above Rs. 62,29,18,004/- relief of Rs. 11,59,94,464/- (Rs. 5,79,97,232/- Tax and Rs. 5,79,97,232/- Penalty) received by company vide order of Additional Commissioner (Appeals). For remaining amount matter is pending with Hon'ble High Court of Uttar Pradesh, Allahabad.

(VI) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

Particulars		(Amount in Rs.)
	2023-24	2022-23
Net Profit/(Loss) as per Profit & Loss Account	**385,84,689**	**807,774**
Number of Equity shares	**64,60,000**	**64,60,000**
Basic E.P.S. (In Rs.)	**5.97**	**0.13**
Diluted E.P.S. (In Rs.)	**5.97**	**0.13**

(VII) Particulars of Consumption of Raw Materials and Stores

Particulars	2023-24		2022-23	
	Value (Rs.)	**%**	Value (Rs.)	**%**
Raw Materials				
i) Indigenous	**6,471,248**	**100**	**2,477,522,101**	100
ii) Imported	**0**	**0**	0	0
Total	**6,471,248**	**100**	**2,477,522,101**	100

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Stores				
i) Indigenous	**7,50,000**	**100**	**6,057,507**	100
ii) Imported	**0**	**0**	0	0
Total	**7,50,000**	**100**	**6,057,507**	100

(VIII) CIF Value of Imports/Exports

There was not any import or export made by the company during the year as well as in immediately preceding year.

(IX) Segment Information

There is only one primary segment (MS Bars) and disclosure regarding segment reporting is not applicable.

(X) Related Party Disclosures

Disclosures in respect of Accounting Standard (AS) – 18 'Related party disclosures', as specified under Section 133 of Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended) :

Key Managerial Personnel

Vinay Rathi, Director
Vikas Rathi Director
Mukesh Bhardwaj Director
Ankush Vij Company Secretary

Relatives of Key Managerial Personnel

Vikas Rathi
Vaibhav Rathi
Raghav Rathi
Sujata Rathi
Shardha Rathi
Vaibhav Rathi HUF
Vinay Rathi HUF

Entities over which Key Managerial personnel or their relatives Exercises Significant influence

Rathi Iron Steel Pvt. Ltd
Satvik Sponge & Iron Ltd

(XI) Disclosure under Micro, Small and Medium Enterprises Development Act, 2006

The Company called for the information from creditors regarding their status as to small scale undertaking, in order to make the required disclosure. Cases where no response received, it is assumed that they are not covered under the definition of Micro and Small Enterprises. Total outstanding to Micro and Small Enterprises as on 31.03.2024 is Nil.

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The following transactions were carried out with related parties in the ordinary course of business:

Particulars	Year Ended 31-03-2024 (Rs.,000)	Year Ended 31-03-2023 (Rs.,000)
Key Managerial Personnel		
Directors Remuneration	5820	5820
Rent Paid	--	--
Loan Accepted outstanding	--	--
Repayment of Loan	--	--
Entities over which Key Managerial personnel or their relatives Exercises Significant influence		
Sale of goods RATHI IRON STEEL PVT LTD	10203	162619
Purchase of Goods RATHI IRON STEEL PVT LTD	904216	578853
Machinery Sale to RATHI IRON STEEL PVT LTD	--	51289
Loan Accepted COMERO TRADING	NIL	NIL
Repayment of Loan	--	--
Relatives of Key Managerial Personnel	-	-
Rent paid	--	--
Interest on Loan	--	--
Salary Paid	2160	7830
Expenses paid	960	960
Outstanding balances at the Year end		
Vinay Rathi, Director	--	---
Vikas Rathi Director	---	---

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(XII) Disclosure of Financial and Operational ratios of the Company.

Particulars	Numerator	Denominator	Year ended 31.03.2024	Year ended 31.03.2023
Current Ratio	Current Assets	Current Liabilities	1.97	1.64
Debt Equity Ratio	Long term debt	Shareholders' Equity	0.87	1.34
Debt Service Coverage Ratio	EBITDA	Interest Expense + Principal repayments	3.03	4.19
Return on Equity Ratio	PAT	Average Share Holders' Equity	0.59	.02
Inventory turnover Ratio	Cost of Sales	Average Inventory	0.23	0.89
Trade Receivable Turnover Ratio	Net Credit Sales	Average Trade Receivables	10.52	13.65
Trade Payable Turnover Ratio	Net Credit Purchases	Average Trade Payables	1.92	1.61
Net Capital Turnover Ratio	Net Sales	Working Capital	20.02	17.67
Net Profit Ratio	PAT	Total Income	0.67	0.01
Return on capital Employ	EBIT (Excluding other Income)	Capital Employed	0.67	0.01
Return on Investments	Income generated from Invested funds	Time weighted Average of Investments	NA	NA

(XIII) The company has reclassified previous year figures to confirm to this year's classification.

(XIV) Notes to Financial Statements 1 to 29 forms an integral part of the Balance Sheet and Statement of Profit & Loss in our Report of even date.

As Per Our Report of Even Date Attached
For Gupta Verma & Sethi
Chartered Accountants
FRN: 002605N

(CA. S.C. SHARMA)	**Mukesh Bhardwaj**	**Vikas Rathi**
Partner	(Whole Time Director)	(Director)
Membership No. 083982	DIN: 01257936	DIN: 01188409

Place: New Delhi	**Vinay Rathi**	**Ankush Vig**
Date: 30th May, 2024	(Chief Financial Officer)	(Company Secretary)

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Independent Auditors'Report

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Rathi Industries Limited (hereinafter referred to as the 'Holding Company'), its associate (the Holding Company and its associate together referred to as the 'Group') comprising of the consolidated Balance sheet as at 31 March 2024, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Statement of Cash Flows and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as the 'consolidated financial statements').

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of its associate, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended (the 'Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associate as at 31 March 2024, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditors' responsibilities for the audit of the consolidated financial statements' section of our report. We are independent of the Group and its associate in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key audit matters

We have determined that there are no key audit matters to communicate in our report.

Other information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Chairman's letter, Management Discussion and Analysis, Business Responsibility and Sustainability Report, Corporate

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Governance and Directors' Report, but does not include the consolidated financial statements and our auditors' report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the consolidated financial statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including its associate in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group and of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of their respective companies and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associate are responsible for assessing the ability of their respective companies to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group and of its associate are also responsible for overseeing the financial reporting process of their respective companies.

Auditors' responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and

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to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

•Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

•Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

•Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.

•Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group and its associate to cease to continue as a going concern.

•Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

•Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate of which we are the independent auditors and whose financial information we have audited, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended 31 March 2024 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other matter

We did not audit the financial statement of one associate included in the consolidated financial statements.

Our opinion on the consolidated financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to the financial statements certified by the Management.

Report on other legal and regulatory requirements

1.As required by the Companies (Auditor's Report) Order, 2020 (the 'Order' or 'CARO'), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the associate company incorporated in India, there are no matters which require reporting as specified as in paragraph 3(xxi) of the Order.

2. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of associate, as noted in the 'other matter' paragraph we report, to the extent applicable, that:

(a)We/the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;

(b)In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors.

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(c)The consolidated Balance Sheet, the consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the consolidated Statement of Cash Flows and the consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;

(d)In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

(e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2024 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its associate company, none of the directors of the Group's companies, incorporated in India, is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164 (2) of the Act;.

(f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Holding Company and its associate company incorporated in India, and the operating effectiveness of such controls, refer to our separate Report in 'Annexure 1' to this report;

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the associate, as noted in the 'Other matter' paragraph:

i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group and its associate in its consolidated financial statements – Refer note 29 to the consolidated financial statements;

ii. The Group did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended 31 March 2024;

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its associate company incorporated in India during the year ended 31 March 2024.

iv. a)The management of the Parent Company has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other source or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether, recorded in writing or otherwise, that the intermediary shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

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b) The management of the Parent Company has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been received by the Company from any person or entity, including foreign entities("Funding Parties"),with the understanding ,whether recoded in the writing or otherwise, that the Company shall, whether directly, or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries ") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the associate, which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditors' notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.

v. The group has neither declared nor paid any dividend during the year.

h) Based on our examination which included test checks, the Parent company has used such accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software. We did not come across any instance of the audit trail feature being tampered with.

3) The Parent Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

For GUPTA VERMA & SETHI
(Chartered Accountants)
FRN: 002605N

CA S.C. SHARMA
(Partner)
M. No. 083982
UDIN: 24083982BKAQFM3840

Place: New Delhi
Date: 30th May, 2024

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Annexure 1 to Independent Auditors' Report
Referred to in paragraph 2(g) under the heading 'Report on other legal and regulatory requirements' of our report of even date to the members of Rathi Industries Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the 'Act')

In conjunction with our audit of the consolidated financial statements of Rathi Industries Limited (hereinafter referred to as the 'Holding Company') as of and for the year ended 31 March 2024, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its associate (the Holding Company and its associate together referred to as the 'Group'), which are companies incorporated in India, as of that date.

Management's responsibility for internal financial controls

The respective Board of Directors of the companies included in the Group, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both, issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of internal financial controls with reference to consolidated financial statements

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent limitations of internal financial controls with reference to consolidated financial statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Group, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at 31 March 2024, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Vikas Rathi

RATHI INDUSTRIES LIMITED

Other matters

In our opinion, the Company and its associate company, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2024, based on the internal control with reference to consolidated financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over financial reporting issued by the Institute of Chartered Accountants of India.

For GUPTA VERMA & SETHI
(Chartered Accountants)
FRN: 002605N

CA S.C. SHARMA
(Partner)
M. No. 083982
UDIN: 24083982BKAQFM3840

Place: New Delhi
Date: 30th May, 2024

Vikas Rathi

RATHI INDUSTRIES LIMITED

RATHI INDUSTRIES LIMITED

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2024

(Amounts in Rs. Lakhs)

Particulars	Note No.	As at 31st March, 2024
ASSETS		
1. Non-current Assets		
(i) Property Plant and Equipment	1	14,046
(ii) Capital work-in-progress		-
(iii) Investment Property	2	4,887
(iv) Goodwill		-
(v) Other Intangible Assets		-
(vi) Intangible Assets and Development		-
(vii) Biological Assets other than Bearer Plants		-
(viii) Deferred Tax Assets (net)		-
(ix) Other Non Current Assets	3	50
Total Non-Current Assets (A)		**18,983**
2. Current assets		
(i) Inventories	4	4,953
(ii) Financial Assets		
(a) Investments	5	-
(b) Trade receivables	6	6,972
(c) Cash and Cash Equivalents		7
(d) Bank Balances other than cash & cash equivalents	7	7
(e) Loans		-
(f) Other Financial assets		-
(iii) Current Tax Assets (Net)	8	78
(iv) Other Current Assets	9	1,945
Total Current Assets (B)		**13,963**
Total Assets (A+B)		**32,945**
EQUITY AND LIABILITIES		
Equity		
a) EquityShare capital	10	646
b) Other Equity	11	23,063
Total Equity		**23,709**
Liabilities		
1. Non-current Liabilities		
(a) Financial Liabilities		
(i) Borrowings	12	74
(b) Provisions	13	24
(c) Defferred Tax Liabilities (Net)	14	592
(d) Other Non- Current Liabilities	15	407
Total Non-Current Liabilities		**1,097**
2. Current Liabilities		
(a) Financial Liabilities		
(i) Borrowings	16	4,376
(ii) Trade Payables	17	1,676
(iii) Other Financial Liabilities		-
(b) Other Current Liabilities	18	2,009
(c) Provisions	19	77
(d) Current Tax Liabilities (Net)		-
Total Current Liabilities		**8,138**
Total Equity and Liabilities		**32,945**

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Significant Accounting Policies and
Notes to Accounts

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached .
For Gupta Verma & Sethi
Chartered Accountants
FRN: 002605N

(CA. S.C.Sharma)
Partner
Membership No.-083982

For and on behalf of the Board of Directors of Rathi Industries Limited

Mukesh Bhardwaj
(Whole Time Director)
DIN: 01257936

Vikas Rathi
(Director)
DIN:01188409

Place:New Delhi
Date: 30th May,2024

Vinay Rathi
(Chief Financial Officer)

Ankush Vig
(Company Secretary)

Vikas Rathi

RATHI INDUSTRIES LIMITED

RATHI INDUSTRIES LIMITED

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2024

(Amounts in Rs. Lakhs)

Particulars	Note No.	Year ended 31st March,2024
REVENUE		
Revenue from operations	20	69,706
Other income	21	125
Total revenues (I+II)		**69,831**
EXPENSES		
Cost of raw material consumed	22	9,762
Purchase of stock-in-trade	23	57,212
Changes in inventories of finished goods and stock in trade	24	602
Employee benefits expenses	25	162
Finance costs	26	579
Depreciation and amortization expenses		143
Other expenses	27	953
Total expenses (IV)		**69,413**
Profit/(loss) before exceptional and tax		418
Share of Profit/(Loss) of Associates		
Exceptional items		
Profit/(loss) before tax		418
Add. Defferred Tax	28	69
Tax Expenses		
Current Tax		76
Profit/(loss) for the period from continuing opertaions		**273**
Profit/(loss) from discontined opertaions		-
Tax Expenses from discontined opertaions		-
Profit/(loss) from discontined opertaions		-
Profit /(loss) for the period		273
Other Comprehensive Income		-
A (i) Items that will not be reclassified to profit or loss		-
(ii) Income Tax relating to items that will not be reclassified to profit or loss		-
B(i) Items that will be reclassified to profit or loss		-
(ii) Income Tax relating to items that will be reclassified to profit or loss		-
Total Comprehensive Income for the period comprising Profit(Loss) and Other Comprehensive Income for the Period		273
Earnings per Equity Share (Rs.) (For Continuing Operation):		
1. Basic		5.98
2. Diluted		5.98
Earnings per Equity Share (Rs.) (For Discontinued Operation):		
1. Basic		-
2. Diluted		-
Earnings per Equity Share (Rs.) (For Discontinued & Continuing Operation):		
1. Basic		5.98
2. Diluted		5.98
Significant Accounting Policies and Notes to Accounts	29	
The accompanying notes are an integral part of the financial statements.		

As per our report of even date attached .
For Gupta Verma & Sethi
Chartered Accountants
FRN: 002605N

(CA. S.C.Sharma)
Partner
Membership No.-083982

For and on behalf of the Board of Directors
of Rathi Industries Limited

Mukesh Bhardwaj
(Whole Time Director)
DIN:01257936

Vikas Rathi
(Director)
DIN:01188409

Place: New Delhi
Date: 30th May, 2024

Vinay Rathi
(Chief Financial Officer)

Ankush Vij
(Company Secretary)

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RATHI INDUSTRIES LIMITED

Vikas Rathi

RATHI INDUSTRIES LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH, 2024

(Amounts in Rs. Lakhs)

Particulars	FOR THE YEAR ENDED 31.03.2024
A) CASH FLOW FROM OPERATING ACTIVITIES	
Net profit before taxation and extraordinary items	273
Add:Adjustment for :	
Depreciation	143
Financial Charges	579
(Profit) / Loss on sale of Vehicle	(1)
Operating Profit before working capital Changes	**994**
Adjustment for change in Working Capital	(1,077)
Financial Charges	(579)
Cash Flow before extra ordinary items	(662)
Prior year adjustments :	416
Mat Credit Entitlement	
Net Cash from Operating Activities (A)	(246)
B).CASH FLOW FROM INVESTING ACTIVITIES	
(Purchase) & Sale of Fixed Assets (Net)	(2,883)
Funds inflow from Non- Current Assets	134
(Purchase) & Sale of Investments (Net)	(4,539)
Increase in the value of Land on its revaluation	8,452
Preliminery expenses paid	-
Net Cash used in Investing Activities (B)	**1,164**
C).CASH FLOW FROM FINANCING ACTIVITIES	
Proceeds from Non Current Liabilities	**(347)**
Proceeds from Long Term Borrowing (Net)	(952)
Proceeds from Share Premium	342
Proceeds from Short Term Borrowing	-
Net Cash used in Financing Activities (C)	**(957)**
Net increase in Cash and cash equivalents (A+B+C)	(39)
Cash and Cash equivalents (Previous year)	52
Cash and Cash equivalents (Current Year)	13

The accompanying significant accounting policies and notes to accounts are an integral part of financial statement

As per our report of even date attached .
For Gupta Verma & Sethi
Chartered Accountants
FRN 002605N
(CA. S.C.Sharma)
Partner
Membership No.-083982

Mukesh Bhardwaj
(Whole Time Director)
DIN:01257936

Vikas Rathi
(Director)
DIN:01188409

Place:New Delhi
Date: 30th May,2024

Vinay Rathi
Chief Financial Officer)

Ankush Vig
(Company Secretary

Vikas Rathi

RATHI INDUSTRIES LIMITED

Note No.: 1 Property Plant & Equipment

(Amounts in Rs. Lakhs)

DESCRIPTION	GROSS VALUE				DEPRECIATION				NET VALUE	
	As at 1.4.2023	Addition during the year	Disposal during the year	Total As at 31.03.2024	Upto 31.03.2023	Provided during the year	Adjustment for earlier years dep.	Total Upto 31.03.2024	As at 31.03.2024	As at 31.03.2023
Land	7,742	4,650	197	12,195	-	-	-	-	12,195	7,712
Building	460	-	-	460	237	21	-	258	202	105
Plant & Machinery	8,975	483	7,910	1,458	4,689	45	4,602	112	1,346	3,320
Rolling Mill Rolls	1,652	38	1,638	52	1,580	38	1,596	22	30	82
Furniture & Fixture	43	-	-	43	31	3	-	34	9	11
Computer	30	2	-	32	27	2	-	29	3	3
Office Equipment	38	1	-	40	35	1	-	37	3	4
Vehicle	466	62	45	477	350	52	28	372	95	68
(A)	19,401	5,136	9,801	14,756	6,967	162	6,186	873	13,882	11,305
Capital Work in Progress (B)	243	361	420	184	-	-	-	-	184	-
TOTAL (A+B)	19,644	5,497	10,221	14,939	6,967	162	6,186	873	14,066	11,305
PREVIOUS YEAR - ENDING ON 31.03.2023	20,135	55	2,049	18,141	7,975	207	1,347	6,836	11,305	-

Note: * Revised as per revaluation certificate obtained from Certified Valuers.

Vikas Rathi

RATHI INDUSTRIES LIMITED

Note No: 2
Investment Property

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2024
Investment in Land		4,887
Total		4,887

Note No: 3
Other non-current Assets

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2024
Security Deposits		50
Pre-operative Expenses		-
Other loans and advances		-
Advance for Land		-
Fraudulent Withdrawls A/c		-
Insurance Claim Recoverable		-
Regulatry Surcharge paid under protest		-
Total		50

Note No: 4
Inventories

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2024
Raw materials		249
Finished goods		353
Stock in trade		143
Stores and spares		16
Stock inTrade Land		3,993
Stock of Redressal Machinery		44
Stock of Dismantle Machinery Scrap		115
Oil & Fuel		39
Total		4,953

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Note No: 5
Investment

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2024
Investment in Shares and Securities		
		-
		-
Total		-

Vikas Rathi

RATHI INDUSTRIES LIMITED

Note No: 6
Trade receivables

Particulars	As at 31st March, 2024
Trade receivable outstanding for a period exceeding six months from due date	
Unsecured, considered good	73
Other trade receivables	
Unsecured, considered good	6,899
Total	**6,972**

Trade Receivable Aging Schedule:
*Trade Debtors

F.Y. 2023-24

	Outstanding for following Periods from due dates of Payments due date of payment				
	Less than 6 months	6 months-1 years	1-2 years	2-3 years	More than 3 years
(i) Undisputed Trade receivables considered goods	5,985	73	-	-	
(ii) Undisputed Trade receivables considered doubtful	-	-	-	-	
(iii) Disputed Trade receivables considered good	-	-	-	-	
(iv) Disputed Trade receivables considered doubtful	-	-	-	-	
	5,985	73	-	-	-

F.Y. 2022-23

	Outstanding for following Periods from due dates of Payments due date of payment				
	Less than 6 months	6 months-1 years	1-2 years	2-3 years	More than 3 years
(i) Undisputed Trade receivables considered goods	8,861	140	-	-	-
(ii) Undisputed Trade receivables considered doubtful	-	-	-	-	-
(iii) Disputed Trade receivables considered good	-	-	-	-	-
(iv) Disputed Trade receivables considered doubtful	-	-	-	-	-
	8,861	140	-	-	-

Note No: 7
Bank Balance other than Cash and cash equivalents

Particulars	As at 31st March, 2024
Bank Balance other than Cash and cash equivalents	
Balances with banks	
In current accounts	7
FDRs & RD with scheduled banks	-
Total	**7**

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Note No: 8
Current Tax Assets (Net)

Particulars	As at 31st March, 2024
Current Tax Assets (Net)	
Advance Tax 2022-23	-
TDS on Sale 2021-22	-
TDS on Sale 2022-23	2
TDS on Sale 2023-24	31
TDS on Royalty 2020-21	-
TDS on Royalty 2022-23	-
TDS on Royalty 2023-24	0
TDS on Rent Received 2022-23	-
TDS on Rent Received 2023-24	24
TCS on Purchase 2021-22	-
TCS on Purchase 2022-23	-
Income Tax Refund Receivable A/Y 2022-23	0
Income Tax Refund Receivable A/Y 2020-23	9
Income Tax Refund Receivable A/Y 2021-22	0
TCS on Travelling 2022-23	-
TCS on Purchase Vehicle 2022-23	0
TDS on Electricity Security 2022-23	-
TDS Excess Deposit	-
TCS on Electricity Security 2022-23	-
TCS ON INTEREST RCD ON ELECTRICITY Bill 2021-22	-
TDS Receivable 2023-24	11
Total	**78**

Note No: 9
Other Current Assets

Particulars	As at 31st March, 2024
Other current assets	
Advances to suppliers and others	429
Pre Deposit IGST Demand Under appeal	9
Pre Deposit CGST Demand Under appeal	181
Pre Deposit SGST Demand Under appeal	181
Cenvat,Vat, Gst and other taxes / duties	292
VAT AY 2015-16	3
Prepaid expenses	-
Miscellaneous advances	911
Total	**1,945**

Vikas Rathi

RATHI INDUSTRIES LIMITED

NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS

Note No: 10

Equity Share Capital

(Amounts in Rs. Lakhs)

Particulars	As at 31st March, 2024		As at 31st March, 2023	
	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
(a) Authorised Equity Shares of Rs. 10/-each	70,00,000	700	70,00,000	700
Total		**700**		700
(b) Issued, subscribed and paid up Equity shares of Rs.10/-each	64,60,000	646	64,60,000	646 -
Total		**646**		646

(c) Reconciliation of number and amount of equity shares out standing at the beginning and at the end of the reporting year :

Particulars	As at 31st March, 2024		As at 31st March, 2023	
	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
Outstanding at the begning of the reporting year	64,60,000	646	64,60,000	646
Add:				
(i) Issued on exercise of employees stock options	-	-	-	-
(ii) Issued for consideration other than cash	-	-	-	-
(iii) Issued for cash				
less :Shares bought back	-	-	-	-
Out standing at the end of the reporting year	64,60,000	646	64,60,000	646

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(d) Details of rights, preferences and restrictions attached to equity shares:

The Company has one class of equity shares having a nominal value of Rs. 10/- per share. Each Equity Share holder is entitled to one vote.

(e) Shareholders holding more than 5% of the equity shares of the company:

Name of shareholders	As at 31st March, 2024		As at 31st March, 2023	
	No.of Shares held	% of holding	No.of Shares held	% of holding
Raghav Overseas Pvt. Ltd.	5,60,600	8.68	5,60,600	8.68
Comero Trading & Investment Pvt. Ltd.	4,35,000	6.73	4,35,000	6.73
Ghaziabad Marbles & Mach. Mfg. Pvt. Ltd.	4,30,000	6.66	4,30,000	6.66
Jagdamba Marbles Ltd.	4,25,000	6.58	4,25,000	6.58
Ghee Trading & Investments Pvt. Ltd.	4,11,000	6.36	4,11,000	6.36
Sh. Prem Ratan Rathi	6,34,900	9.83	6,34,900	9.83

Vikas Rathi

RATHI INDUSTRIES LIMITED

Note No: 11
Other Equity

Particulars		As at 31st March, 2024
(a) Capital reserve		
In respect of Revaluation of Land		
Balance as per last account		7,315
Add: Addition on revaluation of fixed assets		8,537
Less: Utilised for set off against depreciation		-
		15,851
Share Premium		342
In respect of Mat Entitlement		416
Total (a)		**16,609**
(b) Surplus in statement of profit and loss		
Balance as per last financial statement		6,145
Investment Revaluation Reserve		35
Add: Net profit for the year as per Statement of profit and loss		273
Amount available for appropriation		6,454
Less: Appropriations:		
Proposed dividend		-
Tax on proposed dividend		-
Transfer to general reserve		-
Total (b)		6,454
Total Other Equity (a + b)		**23,063**

Note No: 12
Borrowings

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2024
a) Long-term borrowings		
Secured Term Loan		
i) WCDL From J& K Bank		-
ii) From South Indian Bank		-
iii) Vehicle Loans		74
Unsecured Loan		
From other than banks		-
Total		74

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Vikas Rathi

RATHI INDUSTRIES LIMITED

Note No: 13
Provision

Particulars	As at 31st March, 2024
Provision for Employee benefits	
Gratuity	19
Leave encashment	5
Total	24

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Note No: 14
Deffered tax liabilities (Net)

Particulars	As at 31st March, 2024
Deffered tax liabilities:	
Related to Provision for Employee Benefits	-
Related to Depreciation Difference	592
Total	592

Note No: 15
Other non- current liabilities

Particulars	As at 31st March, 2024
Payable to supplier of capital goods	73
Security deposits	-
Loans and Advances	334
Total	407

Vikas Rathi

RATHI INDUSTRIES LIMITED

Note No: 16
Borrowings

Particulars		As at 31st March, 2024
a) Long-term borrowings (Secured)		
Vehicle Loan		52
b) Short-term borrowings (Secured)		
Loans Repayable on demand from banks		
(Cash credit limit)		
i) From Jammu & Kashmir Bank Ltd.- Delhi.		1,774
KOTAK MAHINDRA BANK		-
ii) From Bank of Baroda- Delhi.		-
iii) From South Indian Bank -GZB		675
iv) From State Bank of India -GZB		900
Unsecured Loan		
From other than banks		705
Total		**4,576**

b) Nature of Securities

Loans repayable on demand from Bank of Baroda and Jammu & Kashmir Bank Ltd. are secured by way of hypothecation of entire stock and other current assets including book debts, both present and future, of the company

Note No: 17
Trade Payables

Particulars		As at 31st March, 2024
Micro and Small Enterprises		-
Others		1,676
Total		**1,676**

Trade Payables Aging Schedule
*Trade Creditors

F.Y. 2023-24

	Outstanding from due date of payment			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
Due to MSME	-	-	-	-
Due to Others	1,107	-	-	-
Disputed Dues - MSME	-	-	-	-
Disputed Dues - Others	-	-	-	-
	1,107	-	-	-

F.Y. 2022-23

	Outstanding from due date of payment			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
Due to MSME	-	-	-	-
Due to Others	1,064	-	-	-
Disputed Dues - MSME	-	-	-	-
Disputed Dues - Others	-	-	-	-
	1,064	-	-	-

A. Dues to micro, small and medium enterprises pursuant to section 22 of the Micro, Small and Medium Enterprises Development Act (MSMED),2006

The Company identifies micro and small enterprises based upon the information available and confirmation sent to all the Suppliers who have registered themselves under the Micro, Small Medium enterprise Development Act, 2006 (MSMED Act 2006) Further, no interest during the year has been paid or payable under the terms of the MSMED Act, 2006.

Note No: 18
Other Current Liabilities

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2024
Advance from customers and others		867
Statutory liabilities payable		86
Unpaid salaries and other dues		22
Miscellaneous expenses payable		1,035
Total		**2,010**

Note No: 19
Provisions

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2024
Income Tax		77
Total		**77**

Vikas Rathi

RATHI INDUSTRIES LIMITED

Note No: 20
Revenue from operations

(Amounts in Rs. Lakhs)

Particulars	31st March. 2024
Sale of goods (Net of Sales Return)	
Manufactured Goods	10613
Iron & Steel	0
Rent Received (Services)	240
Traded Goods : Iron & Steel	1,553
Contract Manufacturing Sale	
Iron & Steel	57,300
Sale of goods (Net)	**69,706**

Note No: 21
Other Income

(Amounts in Rs. Lakhs)

Particulars	31st March. 2024
Interest Income (Gross)	
Fixed deposits with banks	1
Others	6
Other non-operating income	
Profit on sale of Land	59
Profit on sale of Plant & Machinery/ Conversion	-
Profit on sale of Building	-
Profit on sale of Vehicle	1
Income tax refund ass. Year 2017-18	1
Interest recd. On ass. Year 2022-23	2
Rent received	-
Miscellaneous income	55
Total	**125**

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Note No: 22
Cost of raw material consumed

(Amounts in Rs. Lakhs)

Particulars	31st March. 2024
Opening stock	220
Add: purchases	9,791
	10,011
Less: Closing Stock	249
Cost of raw material consumed	**9,762**

Note No: 23
Purchases of Goods

(Amounts in Rs. Lakhs)

Particulars	31st March. 2024
Goods Purchase under Contract Manufecturing	55,257
Traded Goods Purchased	1,955
Total	**57,212**

RATHI INDUSTRIES LIMITED

Vikas Rathi

Note No: 24
Changes in inventories of finished goods and stock in trade

(Amounts in Rs. Lakhs)

Particulars	31st March. 2024
Finished goods	
Opening stock	711
Less: Closing stock	487
	224
Stock-in-trade	
Opening stock	5
Opening stock Scrap	182
Opening stock Refurbish Machinery	695
	883
Add: Transfer from Store	58
Total	940
Less: Closing stock	8
Less: Closing Stock Scrap / Building Rubble	115
Less: Closing Stock of Refurbish Machinery	44
Less: Closing stock Dismantle Machinery Parts	0
	167
	772
Increase of Value of Capital assets on conversion into stock in trade	396
Total	**602**

Note No: 25
Employee benefits expenses

(Amounts in Rs. Lakhs)

Particulars	31st March. 2024
Salaries and wages	151
Contribution to provident and other funds	11
Staff welfare expenses	0
Total	**162**

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Note No: 26
Finance costs

(Amounts in Rs. Lakhs)

Particulars	31st March. 2024
Interest expenses	
On long term borrowings	20
On short term borrowings	515
On others	40
Other borrowing costs	4
Total	**579**

Vikas Rathi

RATHI INDUSTRIES LIMITED

Note No: 27
Other expenses

(Amounts in Rs. Lakhs)

Particulars	31st March. 2024
Consumption of stores and spare parts	36
Power and fuel	428
Rent	19
Repairs to:	
Machinery	2
Others	3
Vehicle Running & Maintenance	5
Insurance	4
Rates and taxes	3
Payments to auditors:	
For statutory audit	3
For tax audit	0
Payment to cost auditors	0
Payment to Internal auditors	0
Miscellaneous expenses	292
Commission paid	57
Selling expenses	101
Total	**953**

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Note No: 28
Defferred Tax

(Amounts in Rs. Lakhs)

Particulars	31st March. 2024
Deffered Tax for the year	75
Total	**75**

Vikas Rathi

RATHI INDUSTRIES LIMITED

NOTE No. 29
(NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2024)

(I) Company Information

Rathi Industries Ltd. (the Company) is a public limited company incorporated on 29.11.1991 under the provisions of Companies Act, 1956 having its registered office at New Delhi. The Company is engaged in re-rolling activities particularly manufacturing & selling of M.S. Bars (TMT) under the brand name **"RATHI STELMAX".** The Company's operation includes four rolling mills installed at their plant situated at G.T. Road, Chhapraulla, Gautam Budh Nagar (U.P.).

(II) Basis of Preparation

The financial statements of the Company have been prepared and presented under the historical cost convention on the accrual basis of accounting, unless stated otherwise and comply in all material aspects with the Indian Accounting Standards ('Ind AS') including the rules notified under the relevant provisions of the Companies Act, 2013.Company's financial statements are presented in Indian Rupees, which is also its functional currency.

(III) Significant Accounting Policies

A. Property Plant & Equipment

Property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre-operative expenses and disclosed under Capital Work-in-Progress.

Depreciation on Property, Plant & Equipment is provided to the extent of depreciable amount on the Straight-Line Method (SLM). Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.
In respect of additions or extensions forming an integral part of existing assets, depreciation is provided as aforesaid over the residual life of the respective assets.

Dismantlement of plant:
The Company is in process of modernisation of its plant situated at Chhapraula Gautam Budh Nagar. During the process of above modernisation & finalisation in current year, a profit of Rs. 3,95,68,493/- has been booked on account of scrap of plant dismantlement.

B. Use of Estimates

The preparation of Financial Statements is in conformity with Ind AS requires the Management to make estimates, judgments and assumptions that affect the application of accounting policies and the reported amount of assets and liabilities, the disclosure of contingent assets and liabilities as at the date of the Financial Statements and the reported amount of revenues and expenses during the reporting year. Accounting estimates could change from period to period. Actual results could differ from those estimated. Appropriate changes in estimates are made as the Management becomes aware of the changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and if material, their effects are disclosed in the

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notes to the financial statements.

C. Inventories

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition.

D. Investments

Investment in subsidiaries and joint venture

A subsidiary is an entity that is controlled by another entity.
A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.
The Company's investments in its subsidiaries and joint venture are accounted at cost less impairment.

Impairment of investments
The Company reviews its carrying value of investments carried at cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is recorded in the Statement of Profit and Loss.

E. Cash Flow Statement

Cash flows are reported using the Indirect Method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.
Cash and cash equivalents comprise cash and cash on deposit with banks and corporations. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

F. Revenue Recognition

Revenue from sale of goods is recognised when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated cost can be estimated reliably, there is no continuing effective control or managerial involvement with the goods, and the amount of revenue can be measured reliably.
Revenue from sale of goods is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.
Revenue from operations includes sale of goods, excise duty and adjusted for discounts (net), and gain/loss on corresponding hedge contracts.
Interest income: Interest income from a financial asset is recognised using effective interest rate method.
Revenue is stated exclusive of Goods and Service Tax (GST).

Sales of goods
Revenue from the sale of goods is recognised at the point in time when control is transferred to the customer which is usually on shipment. Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, rebates, scheme allowances, price

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concessions, incentives, and returns, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government. Accruals for discounts/incentives and returns are estimated (using the most likely method) based on accumulated experience and underlying schemes and agreements with customers. Due to the short nature of credit period given to customers, there is no financing component in the contract.

Trade receivables

A receivable is recognised if an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (o) financial instruments.

(IV)

(a) Property, plant and equipment

Items of property, plant and equipment and capital work-in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in Statement of Profit and Loss as incurred. In respect of additions to /deletions from the property, plant and equipment, depreciation is provided on pro-rata basis with reference to the date of addition/ deletion of the assets.
The Company, based on technical assessment made by technical expert and management estimate, depreciates certain items of plant and equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. Depreciation on remaining items of property, plant & equipment has been provided on Straight Line Method based on useful life of the assets as prescribed in Schedule II of the Companies Act, 2013. Furthermore, the Company considers climate-related matters, including physical and transition risks. Specifically, the Company determines whether climate-related legislation and regulations might impact either the useful life or residual values.

Estimated useful lives of the assets are as follows:

Nature of Tangible Assets	**Useful Life (years)**
Plant &Equipments	10 – 15
Building	30
Laboratory Equipments	10
Office Equipments	5
Furniture, Fixtures &Equipments	10
Vehicles	8-10
Leasehold improvements	Over the period of lease or useful life whichever is lower

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognised.

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(b) Financial liabilities

Initial recognition and measurement
Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.
All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.
The Company's financial liabilities include trade and other payables, loans and borrowings including cash credits and derivative financial instruments.
Subsequent measurement
The measurement of financial liabilities depends on their classification, as described below:

Loans and borrowings
After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in Statement of Profit and Loss when the liabilities are derecognised as well as through the EIR amortisation process.
Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.
This category generally applies to borrowings. For more information, **refer note 15 and 18**

Financial liabilities at fair value through profit or loss
Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.
Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.
Derecognition
A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

(c) Dividend

The Company recognises a liability to make cash distributions to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

(d) Taxes

Current income tax
Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.
Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

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Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.
Deferred tax liabilities are recognised for all taxable temporary differences, except:

a. When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences.

b. In respect of taxable temporary differences associated with interests in subsidiaries and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.
Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

(e) Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement.
If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. Provisions are reviewed at each balance sheet and adjusted to reflect the current best estimates.

Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent Assets

A contingent asset is not recognised unless it becomes virtually certain that an inflow of economic benefits will arise. When an inflow of economic benefits is probable, contingent assets are disclosed in the financial statements.

Contingent liabilities and contingent assets are reviewed at each balance sheet date.

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(f) Retirement and other employee benefits

As per Indian Accounting Standard 19 "Employee Benefits", the disclosure of Employee Benefits as defined in the Accounting Standard are given below: -

Provident Fund and Employee State Insurance is a defined contribution scheme established under a State Plan. The contributions to the scheme are charged to the Statement of Profit and Loss in the year when employee rendered related services.

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on post-employment at 15 days salary (last drawn salary) for each completed year of service as per the rules of the Company. The aforesaid liability is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of the financial year. The scheme is funded with an insurance Company in the form of a qualifying insurance policy.

The Company has other long-term employee benefits in the nature of leave encashment. The liability in respect of leave encashment is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of the financial year. The aforesaid leave encashment is unfunded.

Re-measurement, comprising of actuarial gains and losses, the effect of asset ceiling, excluding amounts included in the net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

(i) Defined Contribution Plan

Contribution payable to recognized provident fund, superannuation scheme, family pension scheme which are substantially defined contribution plans, are recognized as expense in statement of profit & loss, as they are incurred:

Particulars	(Amount in Rs. In 000)	
	2023-24	2022-23
Employer's Contribution to Provident Fund	**207**	**498**
Employer's Contribution to Family Pension Scheme	**284**	**994**
Employer's Contribution to ESI	**98**	**336**

(ii) Defined Benefit Plan

The obligation in respect of defined benefit plans, which are Gratuity, Pension, Leave Encashment Benefit, are provided on actuary basis at the end of each financial year. The liability recognized in the balance sheet for defined benefit obligations are as under:-

Particulars	(Amount in Rs. In 000)	
	2023-24	2022-23
Gratuity	**313**	**1602**
Leave Encashment Benefit	**110**	**345**

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(V) Provisions

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

Contingent Liability/ Demand Order:

An amount of Rs. 62,29,18,004/- (Rs. 31,14,59,002/- Tax and Rs. 31,14,59,002 -Penalty) for the financial year 2018-19 has been demanded vide order dated 28.03.2022 by the office of Deputy Commissioner under State Goods & Service Tax Act, 2017. Out of above Rs. 62,29,18,004/- relief of Rs. 11,59,94,464/- (Rs. 5,79,97,232/- Tax and Rs. 5,79,97,232/- Penalty) received by company vide order of Additional Commissioner (Appeals). For remaining amount matter is pending with Hon'ble High Court of Uttar Pradesh, Allahabad.

(VI) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

Particulars		(Amount in Rs. In lacs)
	2023-24	2022-23
Net Profit/(Loss) as per Profit & Loss Account	**273**	**8**
Number of Equity shares	**64,60,000**	**64,60,000**
Basic E.P.S. (In Rs.)	**5.98**	**0.13**
Diluted E.P.S. (In Rs.)	**5.98**	**0.13**

(VII) Particulars of Consumption of Raw Materials and Stores

Particulars	2023-24		2022-23	
	Value (Rs. ,000)	**%**	Value (Rs.,000)	**%**
Raw Materials				
i) Indigenous	**6,471**	**100**	**2,477,522**	100
ii) Imported	**0**	**0**	0	0
Total	**6,471**	**100**	**2,477,522**	100

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Stores				
i) Indigenous	**7,50**	**100**	**6,058**	100
ii) Imported	**0**	**0**	0	0
Total	**7,50**	**100**	**6,058**	100

(VIII) CIF Value of Imports/Exports

There was not any import or export made by the company during the year as well as in immediately preceding year.

(IX) Segment Information

There is only one primary segment (MS Bars) and disclosure regarding segment reporting is not applicable.

(X) Related Party Disclosures

Disclosures in respect of Accounting Standard (AS) – 18 'Related party disclosures', as specified under Section 133 of Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended) :

Key Managerial Personnel

Vinay Rathi, Director
Vikas Rathi Director
Mukesh Bhardwaj Director
Ankush Vij Company Secretary

Relatives of Key Managerial Personnel

Vikas Rathi
Vaibhav Rathi
Raghav Rathi
Sujata Rathi
Shardha Rathi
Vaibhav Rathi HUF
Vinay Rathi HUF

Entities over which Key Managerial personnel or their relatives Exercises Significant influence

Satvik Sponge & Iron Ltd

(XI) Disclosure under Micro, Small and Medium Enterprises Development Act, 2006

The Company called for the information from creditors regarding their status as to small scale undertaking, in order to make the required disclosure. Cases where no response received, it is assumed that they are not covered under the definition of Micro and Small Enterprises. Total outstanding to Micro and Small Enterprises as on 31.03.2024 is Nil.

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The following transactions were carried out with related parties in the ordinary course of business:

Particulars	Year Ended 31-03-2024 (Rs.,000)	Year Ended 31-03-2023 (Rs.,000)
Key Managerial Personnel		
Directors Remuneration	8236	5820
Rent Paid	--	--
Loan Accepted outstanding	--	--
Repayment of Loan	--	--
Entities over which Key Managerial personnel or their relatives Exercises Significant influence		
Sale of goods	--	--
Purchase of Goods	--	--
Machinery Sale to	--	--
Loan Accepted	NIL	NIL
Repayment of Loan	--	--
Relatives of Key Managerial Personnel	-	-
Rent paid	--	--
Interest on Loan	--	--
Salary Paid	2160	7830
Expenses paid	972	960
Outstanding balances at the Year end		
Vinay Rathi, Director	--	---
Vikas Rathi Director	---	---

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(XII) Disclosure of Financial and Operational ratios of the Company.

Particulars	Numerator	Denominator	Year ended 31.03.2024	Year ended 31.03.2023
Current Ratio	Current Assets	Current Liabilities	1.71	1.64
Debt Equity Ratio	Long term debt	Shareholders' Equity	0.01	1.34
Debt Service Coverage Ratio	EBITDA	Interest Expense + Principal repayments	1.90	4.19
Return on Equity Ratio	PAT	Average Share Holders' Equity	0.65	.02
Inventory turnover Ratio	Cost of Sales	Average Inventory	0.07	0.89
Trade Receivable Turnover Ratio	Net Credit Sales	Average Trade Receivables	9.99	13.65
Trade Payable Turnover Ratio	Net Credit Purchases	Average Trade Payables	1.86	1.61
Net Capital Turnover Ratio	Net Sales	Working Capital	18.15	17.67
Net Profit Ratio	PAT	Total Income	0.40	0.01
Return on capital Employ	EBIT(Excluding other Income)	Capital Employed	0.05	0.01
Return on Investments	Income generated from Invested funds	Time weighted Average of Investments	NA	NA

(XIII) The company has reclassified previous year figures to confirm to this year's classification.

(XIV) Notes to Financial Statements 1 to 29 forms an integral part of the Balance Sheet and Statement of Profit & Loss in our Report of even date.

As Per Our Report of Even Date Attached
For Gupta Verma & Sethi
Chartered Accountants
FRN: 002605N

(CA. S.C. SHARMA)	**Mukesh Bhardwaj**	**Vikas Rathi**
Partner	(Whole Time Director)	(Director)
Membership No. 083982	DIN: 01257936	DIN: 01188409

Place: New Delhi	**Vinay Rathi**	**Ankush Vig**
Date: 30th May, 2024	(Chief Financial Officer)	(Company Secretary)

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RATHI INDUSTRIES LIMITED
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