Rathi Industries Ltd.
(ISO 9001-2015 & ISO 14001-2015 Certified Company)

Plot No. -1319, G .T Road, Chhapraula,
Gautam Budh Nagar, U.P. - 201009
Phone : 9311904448
E-mail : rathiindustriesltd@rediffmail.com
CIN : L74899DL1991PLC046570

Sept. 06, 2025

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 33rd Annual General Meeting of the company to be held on Tuesday the 30th Day of September 2025 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, 2025.

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

Thanking you,
Yours faithfully,

For Rathi Industries Limited,

Vikas Rathi

RATHI INDUSTRIES LIMITED

Vikas Rathi
(Managing Director)
DIN: 01188409

Encl: a/a

RATHI INDUSTRIES LTD.

NOTICE

Notice is hereby given that the 33rd Annual General Meeting of the shareholders of Rathi Industries Limited will be held on Tuesday, the 30th day of September, 2025 at 3.00 P.M. at its registered office situated at A-24/6, Mohan Co-operative Industrial 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, 2025 together with the Report of the Director's and Auditor's thereon.

2. **Re-appointment of Mr. Mukesh Bhardwaj (DIN:01257936) as a director liable to retire by rotations:**

To appoint a director in place of Mr. Mukesh Bhardwaj (DIN: 01257936), 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. Mukesh Bhardwaj (DIN: 01257936) as a Whole Time Director, who is liable to retire by rotation."

(B) SPECIAL BUSINESS:

3. **Increase in Authorised Share Capital from Rs. 12,50,00,000/- to Rs. 15,00,00,000/-**

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

"RESOLVED THAT pursuant to provisions of Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the rules framed thereunder, and Articles of Association, the consent of the members of the Company be and is hereby accorded, to increase the Authorized Share Capital of the Company from Rs. 12,50,00,000 (Rupees Twelve Crores and Fifty Lakhs Only) divided into 1,25,00,000 (One Crore Twenty-Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 15,00,00,000 (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each by the creation of additional equity share capital of Rs. 2,50,00,000 (Rupees Two Crore Fifty Lakh Only) divided into 25,00,000 (Twenty-Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) Each.

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be and is hereby altered to read as follows:

The Authorized Share Capital of the Company is Rs. 15,00,00,000 (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution."

4. **Appointment of Mr. Vikas Rathi (DIN: 01188409) as Managing Director of the Company.**

To appoint Mr. Vikas Rathi (DIN: 01188409) as Managing Director and in this regard, to pass, the following resolution as **Ordinary Resolution:**

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and Board of Director of the company at its Meeting held on December 03, 2024, consent of the members of the company be and is hereby accorded for appointment of **Mr. Vikas Rathi (DIN: 01188409) as Managing Director of the Company, with effect from December 03, 2024 upto December 02, 2029,** not liable to retire by rotation, on the terms and conditions including remuneration and perquisites as set out hereunder and in the draft agreement placed before the meeting:

Remuneration:

a) Salary, Allowances and Perquisites: Rs. 27.00 Lakhs per annum to be paid monthly and/or annually, with such increments as per the Company's policy and as may be decided by the Board of Directors from time to time, subject to a ceiling of Rs. 50 Lakhs per annum.

b) Performance Linked Incentive/Commission: Performance Linked Incentive / Commission paid in addition to salary, allowances and perquisites as stated above, according to the Company's policy and as may be decided by the Board of Directors from time to time but shall not exceed an amount equal to 100% of the salary for the relevant period.

c) In addition to above, Mr. Vikas Rathi shall be entitled to company car/car allowance, club fees, telephone, medical benefits, group insurance, provident fund, gratuity and such other perquisites/benefits in accordance with the Company's policies and rules.

RESOLVED FURTHER THAT notwithstanding anything herein above stated, where in any financial year, during the period of his appointment, the Company has no profits or its profits are inadequate, the remuneration including the perquisites and benefits, as aforesaid, payable to Mr. Vikas Rathi shall be subject to the provisions of Section 197 and Schedule V of the Act, or any other law or enactment for the time being or from time to time in force.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to sign and execute the Agreement on behalf of the Company, to intimate the Registrar of Companies/Ministry of Corporate Affairs and concerned stock exchange about the said appointment and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. **Appointment of Secretarial Auditor.**

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded for appointment of M/s. Parveen S & Associates (Practicing Company Secretaries, Membership No. 41531, COP. No. 25707), as the Secretarial Auditor of the Company for a period of five (5) years, commencing on April 01, 2025, until March 31, 2030, to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

6. **Re-Appointment of Ms. Mona Gupta (DIN: 08893032) as Independent Director of the Company.**

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

"RESOLVED THAT pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 The Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b), 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof) and the provisions of the Articles of Association of the Company and based on the performance evaluation, recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors at their meeting held on August 30, 2025, **Ms. Mona Gupta (DIN: 08893032)** who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Rules made thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is eligible for re-appointment be and is hereby re-appointed as an Independent Director of the Company for a second term of Five years w.e.f. 15-09-2025 upto 14-09-2030.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorized to take such steps, as may be required, for obtaining necessary approvals, if any, and further to do all such acts, deeds, and things as may be necessary to give effect to this resolution.

7. **Issue of 2104360 Share Warrants, convertible into equity shares on preferential basis to the persons belonging to the promoter and non-promoter category:**

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

"RESOLVED THAT pursuant to the provisions of sections 23, 42, 62(1)(c), and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("Takeover Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, Ministry of Corporate Affairs ("MCA") or any other competent authority, as may be necessary, including the Securities and Exchange Board of India ("SEBI"), Metropolitan Stock Exchange of India Limited ("MSEI"), where the Equity Shares of the Company are listed and subject to the necessary approval(s), consent(s), permissions(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s) and/or sanction(s) and which may be agreed to by the Board of Director of the Company ("the Board") (which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Members be and is hereby accorded to create, issue, offer and allot, from time to time in one or more tranches, up to **2104360 (Twenty One Lakh Four Thousand**

Three Hundred Sixty Only) Share Warrants ("Warrants") each Warrant convertible into 1 (one) Equity Share of the Face Value of Rs. 10/- (Rupees Ten Only) each on a preferential basis, for cash, at an issue price of Rs. 150/- (One Hundred and Fifty Only) including premium of Rs. 140/- (Rupees One Hundred and Forty Only) each per Warrant which is more than the price as determined by the board in accordance with the pricing guidelines prescribed under Chapter V of the SEBI ICDR Regulations ('Warrant Issue Price') aggregating to an amount not exceeding Rs. 31,56,54,000/- (Rupees Thirty One Crore Fifty Six Lakh Fifty Four Thousand Only) to the following promoter and non-promoter individual/entities (hereinafter referred to as the "Proposed Allottees of Share Warrant"), entitling the warrant holders to exercise option to convert and get allotted 1 (One) Equity Share of Face Value of Rs. 10/- (Rupees Ten Only) each of the Company ("Equity Shares") for each Warrant, within a period of 18 (Eighteen) months from the date of allotment of the Warrants, and in such form and manner and in accordance with the provisions of ICDR Regulations and Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members:

S. No.	Names of the Proposed Allottees of Share Warrants	Category (Promoter and Non-Promoter)	No. of Share Warrants proposed to be issued (up to)	Outcome of the subscription/ Investment amount (INR) (Approx/ maximum.)
1	Raghav Portfolios Private Limited	Non- Promoter	158000	2,37,00,000
2	VB Infracon Private Limited	Non- Promoter	880500	13,20,75,000
3	Shankar Suvan Associates	Non- Promoter	198500	2,97,75,000
4	Keshri Nandan and Company	Non- Promoter	190560	2,85,84,000
5	Mahavira Enterprises	Non- Promoter	175800	2,63,70,000
6	Raghav Rathi	Promoter	301000	4,51,50,000
7	Vaibhav Rathi	Promoter	200000	3,00,00,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations including Regulation 161, the "Relevant Date" for determining the issue price of Warrants shall be Saturday, August 30, 2025, being the date 30 days prior to the date of the Annual General Meeting of the shareholders of the Company scheduled to be held on Tuesday, September 30, 2025.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of the Warrants shall be subject to the following terms and conditions apart from the other terms and conditions as prescribed under applicable laws:

a. The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each to the Warrant holders;

b. An amount equal to 25% (Twenty-Five Percent) of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% (Seventy Five Percent) of the Warrant Issue Price shall be payable by the Warrant Holder(s) on or before the exercise of the entitlement attached to the Warrant(s) to subscribe for the Equity Shares;

c. The respective Warrant holder shall make payment of Warrant price from their own bank account into to the designated bank account of the Company.

d. The Warrants shall be exercised in a manner that shall be in compliance with the minimum public shareholding norms prescribed for the Company under the Listing Regulations and the Securities Contract (Regulation) Rules, 1957;

e. The Warrants themselves until converted into Equity Shares, does not give to the Warrant Holder any rights (including any dividend or voting rights) in the Company in respect of such Warrants.

f. The Equity Shares to be so allotted upon the exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respect including dividend, with the existing Equity Shares of the Company;

g. The Warrants and the Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under Chapter V of the ICDR Regulations from time to time;

h. The Company shall re-compute the price of the Warrants issued upon exercise of the Warrants in terms of the ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Warrant Holders to the Company in accordance with the provisions of the ICDR Regulations;

i. The allotment of Warrants pursuant to this resolution shall be completed within a period of 15 (fifteen) days from the passing of this resolution, provided that, where the allotment pursuant to this resolution is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval(s);

j. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the allottee; and warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.

k. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.

l. The Company shall procure the listing and trading approvals for the resulting Equity Shares to be issued and allotted to the Warrant Holders upon exercise of the Warrants are received from the relevant Stock Exchanges in accordance with the ICDR Regulations and the Listing Regulations;

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the proposed allottees and issue a private placement offer cum application letter in the Form PAS-4 to the proposed allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act.

RESOLVED FURTHER THAT any of the Director of the board or Company Secretary of the Company be and are hereby severally authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted up to exercise of the Warrants held by the Warrant Holders;

RESOLVED FURTHER THAT any of the Director of the board or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with Stock Exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental / regulatory authorities to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT any of the Director of the board or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memorandum, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Proposed Allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the Members and take all steps and decisions in this regard;

RESOLVED FURTHER THAT a copy of the aforesaid resolution certified to be true by anyone of the Directors of the Company or the Company Secretary of the Company be furnished to the appropriate authorities with a request to act thereon."

8. Approval and implementation of the Employee Stock Option Scheme called "RIL Employee Stock Option Plan 2025" ("RIL ESOP Plan 2025") through Trust route.

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

"RESOLVED THAT pursuant to the provisions of Regulation 6(1) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ***["SEBI (SBEB & SE) Regulations, 2021"]***, and Section 62(1)(b) and other applicable provisions of the Companies Act , 2013, if any and the Rules made there under (including any statutory modification(s) or re-enactment thereof), relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ***["SEBI (LODR) Regulations"]***, relevant provisions of the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines / Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and / or sanction(s), the consent of the Shareholders of the Company be and is hereby accorded for approval of RIL Employee Stock Option Scheme 2025 ***("Scheme")*** and the Board of Directors *(hereinafter referred to as the **"Board of Directors"** including an Nomination & Remuneration Committee formed by the Board of Directors)* be and is hereby authorised to create, grant, offer, issue and transfer under the Scheme, in one or more tranches not exceeding 5,00,000 (Five Lakh) Employee Stock Options ***("Options")*** *(or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time)*, to or for the benefit of Employees and Directors of the Group Company of the Company and to such persons as may be, from time to time, allowed for the benefits of the Scheme (as permitted under the applicable laws), exercisable into not more than 5,00,000 (Five Lakh) Equity Shares ***("Shares")*** of the face value of Rs. 10/- each (*or such other adjusted figure for any bonus, stock splits, consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time)* at such price and on such terms and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

RESOLVED FURTHER THAT the Scheme shall be administered by the Nomination and Remuneration Committee ***("Committee")*** of the Company who shall have all the necessary powers as defined in the Scheme and is hereby designated as Compensation Committee in pursuance of the SEBI (SBEB & SE) Regulations, 2021 for the purpose of administration and implementation of the Scheme.

RESOLVED FURTHER THAT the Scheme shall be implemented through a Trust route, wherein an irrevocable Trust will acquire the Shares either by way of fresh allotment from the Company and/or by way of Secondary Acquisition from the Market.

RESOLVED FURTHER THAT out of the overall pool of 5,00,000 (Five Lakh) Shares the Trust may acquire such quantity of Shares either by way of fresh allotment from the Company and/or by way of Secondary Acquisition from the Market, as decided by the Committee from time to time.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted by the Company, if any, and transferred by the Trust under the Scheme shall rank pari–passu in all respects with the then existing Shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, stock splits, consolidation of shares, the outstanding options to be granted under the Scheme shall be suitably adjusted for the number of options as well as the exercise price in a fair and reasonable manner, in accordance with the Scheme.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to compliance with the SEBI (SBEB & SE) Regulations and other applicable laws, rules and regulations, as may be prevailing at that time and also to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and to take all necessary actions and with power on behalf of the Company to settle all such questions, issues, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorized to do for the purpose of giving effect to this resolution."

9. Approval for the acquisition of equity shares by way of secondary acquisition under RIL Employee Stock Option Scheme 2025.

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

"RESOLVED THAT pursuant to the provisions of Regulation 6(3)(a) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ***["SEBI (SBEB & SE) Regulations, 2021"],*** Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, ***["SEBI (PIT) Regulations, 2015"],*** applicable provisions of the Companies Act , 2013 if any, and the Rules made there under (including any statutory modification(s) or re-enactment thereof), relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ***["SEBI (LODR) Regulations"]***, relevant provisions of the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and/ or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and / or sanction(s), the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors (*hereinafter referred to as the "Board of Directors, including an Nomination & Remuneration Committee formed by the Board of Directors)* for secondary acquisition of up to 5,00,000 Equity Shares ***("Shares")*** of the Company by a Trust ***(***to be formulated by the company in the name as may be determined by the board of director of the company), in one or more tranches, and at such price or prices and on such terms and conditions, as may be determined by the Board of Directors, for the purpose of implementation of the RIL Employee Stock Option Scheme 2025 ***("Scheme")*** and in due compliance with the provisions of the SEBI (SBEB & SE) Regulations, 2021 and SEBI (PIT) Regulations, 2015.

RESOLVED FURTHER THAT the total number of Shares under secondary acquisition held by the Trust in pursuance to the Scheme or any other share-based Employee benefit Scheme implemented in the past, shall at no time, exceed 5 (five) percent of the Paid-up Equity Capital of the Company at the end of the financial year immediately prior to the year in which the shareholders' approval is obtained in due compliance with the provisions of the SEBI (SBEB & SE) Regulations, 2021, as amended from time to time.

RESOLVED FURTHER THAT the secondary acquisition by the Trust in any financial year shall not exceed 2 (two) percent of the paid-up Equity capital as at the end of the respective previous financial year as prescribed under the provisions of the SEBI (SBEB & SE) Regulations, 2021, as amended from time to time.

RESOLVED FURTHER THAT the above limits shall automatically include within their ambit the expanded or reduced capital of the company where such expansion or reduction has taken place on account of corporate action(s) including issue of bonus shares, stock splits, consolidations, rights issue, buy-back, or other re-organisation of the Company as may be applicable from time to time.

RESOLVED FURTHER THAT the Trustees of the Trust shall ensure compliance of the provisions of the SEBI (SBEB & SE) Regulations, 2021, SEBI (PIT) Regulations, 2015, Companies Act, 2013 and all other applicable laws at all times in connection with dealing with the Equity Shares of the Company including but not limited to maintenance of proper books of account, records, and documents as prescribed.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary and incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorised to do for the purpose of giving effect to this resolution."

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

Vikas Rathi
(Managing Director)
DIN: 01188409

Date: August 30, 2025
Place: Chhapraula

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. 3 to 9 is annexed.

6. The Register of Members of the Company shall remain closed from 23.09.2025 to 30.09.2025 (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 2025 and the notice of 33rd 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 33rd AGM along with the Annual Report for FY2025 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 FY2025 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.

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.

16. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025, shareholders are hereby informed that a special window has been opened for a period of six months from July 7, 2025 to January 6, 2026 for re-lodgement of share transfer deeds that were originally lodged prior to April 1, 2019 but were rejected, returned, or left unattended due to deficiencies in documentation or process. Such re-lodged securities will be transferred only in dematerialised form upon verification of all required documents by the Registrar and Transfer Agent (RTA). Eligible shareholders must have a demat account and submit the Client Master List (CML) along with transfer documents and share certificates to the Company's RTA, Skyline Financial Services Private Limited at contact@skylinerta.com or reach out to the Company at compliance.ril@gmail.com for assistance.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

(i) The voting period begins on 27.09.2025, 09:00 A.M (IST) and ends on 29.09.2025, 05:00 P.M (IST). During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23.09.2025 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) <u>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.</u>

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access 3) the system of all e-Voting Service Providers, so tha 4) t the user can visit the e-Voting service providers' website directly. 5) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 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 Depository**	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 c 2) asting your vote during the remote e-Voting period. 3) 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 4) 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 service provider name and you will be redirecte

	5) d to e-Voting service provider website for casting your vote during the remote e-Voting period. 6) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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 or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	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.

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.com or contact at toll free no. 1800 21 09911
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 : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

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,
   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 Physical shareholders and other than individual shareholders holding shares in Demat.
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.

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

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

(x) 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.

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

(xii) 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.

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

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

(xv) 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.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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; compliance.ril@gmail.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 NOTREGISTERED 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 & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

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 at toll free no. 1800 21 09911

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. 3 to 9 of the accompanying Notice dated August 30, 2025.

ITEM NO. 3: To increase the Authorised Share Capital of the Company and amend the Capital clause in the Memorandum of Association

The existing Authorized Share Capital of the Company is ₹12,50,00,000 (Rupees Twelve Crores and Fifty Lakhs Only) divided into 1,25,00,000 (One Crore Twenty-Five Lakh) Equity Shares of ₹10/- (Rupees Ten Only) each.

In order to facilitate future fund-raising requirements, issue of further capital, and to meet the growing business needs of the Company, it is considered necessary to increase the Authorized Share Capital of the Company from ₹12,50,00,000 (Rupees Twelve Crores and Fifty Lakhs Only) to ₹15,00,00,000 (Rupees Fifteen Crores Only) by creation of additional 25,00,000 (Twenty-Five Lakh) Equity Shares of ₹10/- (Rupees Ten Only) each.

The proposed increase in the Authorized Share Capital requires the approval of the members by way of an Ordinary Resolution in accordance with the provisions of Sections 61 and 64 of the Companies Act, 2013 and amendment of Clause V of the Memorandum of Association of the Company.

A copy of the existing and proposed Memorandum of Association of the Company is available for inspection at the registered office of the Company during business hours on all working days up to the date of the Meeting.

None of the Directors, Key Managerial Personnel (KMPs) or their relatives is in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution as set out in the accompanying Notice for the approval of the members as an Ordinary Resolution.

ITEM NO. 4: Appointment of Mr. Vikas Rathi (DIN: 01188409) as Managing Director of the Company.

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on December 03, 2024, approved the appointment of Mr. Vikas Rathi (DIN: 01188409) as Managing Director of the Company for a period of five years commencing from December 03, 2024 to December 02, 2029, not liable to retire by rotation, subject to the approval of the members at the Annual General Meeting.

Mr. Vikas Rathi has been associated with the Company in various leadership roles and has significantly contributed to its growth and strategic direction. Considering his experience, leadership capabilities, and deep understanding of the Company's operations and industry, the Board considers his appointment as Managing Director to be in the best interest of the Company.

The main terms and conditions of his appointment, including remuneration, are as follows:

- **Salary, Allowances and Perquisites**: Fixed remuneration of ₹27.00 Lakhs per annum, with annual increments as may be decided by the Board, subject to a ceiling of ₹50.00 Lakhs per annum.
- **Performance Linked Incentive/Commission**: Up to 100% of the annual salary, as per Company policy and performance evaluation.
- **Other Benefits**: Entitlement to company car or car allowance, club membership fees, telephone, medical benefits, group insurance, provident fund, gratuity, and other perquisites as per Company policy.
- In the event of inadequacy or absence of profits during any financial year, the aforesaid remuneration shall be paid as minimum remuneration in accordance with the provisions of Section 197 and Schedule V of the Companies Act, 2013.

The draft agreement entered into between the Company and Mr. Vikas Rathi in this regard is available for inspection by the members at the registered office of the Company during business hours on all working days up to the date of the AGM.

Except Mr. Vikas Rathi and his relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution set out in Item No. 4 of the Notice for approval of the members as an Ordinary Resolution.

ITEM NO. 5: Appointment of Secretarial Auditor.

Pursuant to the provisions of Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company is required to obtain a Secretarial Audit Report from a Practicing Company Secretary in the prescribed format. Further, as per the amended Regulation 24A(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2025, every listed entity is mandatorily required to appoint or re-appoint a Secretarial Auditor only with the approval of its shareholders in the Annual General Meeting, based on the recommendation of its Board of Directors.

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment of **M/s. Parveen S & Associates**, Practicing Company Secretaries (Firm of Peer Reviewed Company Secretaries, having Membership No. 41531 and COP No. 25707), as the **Secretarial Auditor** of the Company for a term of **five (5) consecutive financial years**, commencing from **April 01, 2025 to March 31, 2030**, to conduct the Secretarial Audit and furnish the Secretarial Audit Report as per applicable laws.

M/s. Parveen S & Associates holds a valid **Peer Review Certificate** issued by the Institute of Company Secretaries of India (ICSI), making them eligible for appointment in terms of the amended SEBI regulation.

The shareholders' approval is being sought in compliance with the applicable provisions of the Companies Act, 2013 and Regulation 24A of SEBI (LODR) Regulations, 2015.

None of the Directors, Key Managerial Personnel of the Company, or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of this Notice.

The Board recommends the resolution as set out at Item No. 5 for approval of the members as an **Ordinary Resolution**.

ITEM NO. 6: Re-appointment of Ms. Mona Gupta (DIN: 08893032) as Independent Director.

The members of the Company had, at the 28^{th} Annual General Meeting held approved the appointment of Ms. Mona Gupta (DIN: 08893032) as an Independent Director of the Company for a term of five years commencing from September 15, 2020 to September 14, 2025.

Based on the recommendation of the Nomination and Remuneration Committee and considering the outcome of performance evaluation and her continued eligibility under applicable laws, the Board of Directors at its meeting held on August 30, 2025, has approved the proposal for her re-appointment for a second term of five years from September 15, 2025 to September 14, 2030, subject to approval of the shareholders by way of a Special Resolution, in accordance with the provisions of Section 149(10) and (11) of the Companies Act, 2013 and Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).

Ms. Mona Gupta has submitted a declaration confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI LODR Regulations. She is not disqualified from being appointed as a Director in terms of Section 164 of the Act. In the opinion of the Board, she continues to fulfill the conditions for re-appointment as an Independent Director and is independent of the management.

Brief profile of Ms. Mona Gupta is annexed to this Notice pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 issued by the ICSI.

Ms. Mona Gupta is not liable to retire by rotation during her tenure as an Independent Director. The Board considers that her continued association would be of immense benefit to the Company, given her professional background and expertise.

Except for Ms. Mona Gupta, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

The Board recommends the resolution as set out at Item No. 6 of this Notice for approval of the members as a **Special Resolution.**

ITEM NO. 7: Issue of 2104360 share warrants, convertible into equity shares on preferential basis to the persons belonging to the promoter and non-promoter category:

The Board of Directors of the Company in its meeting held on August 30, 2025, subject to the approval of members, has approved the proposal for raising funds and allot by way of preferential issue of Share Warrants up to **2104360 (Twenty-One Four Thousand Three Hundred Sixty)** Warrants convertible into equivalent number of Equity Shares of a face value of Rs. 10/- (Rupees Ten Only) each of the Company ("Warrants"), at Rs. 150/- (Rupee One Hundred Fifty only) including premium of Rs. 140/- (Rupees One Hundred and Forty Only) each per Warrant which is more than the price as determined by the board in accordance with the pricing guidelines prescribed under the SEBI ICDR Regulations ('Warrant Issue Price').

Necessary information or details in respect of the proposed Preferential Issue of Warrants in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI (ICDR) Regulations") are as under:

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

a. The objects of the preferential issue:

The Company shall utilize the net proceeds from the Preferential Issue (i.e. total proceeds after adjustment of expenses related to the Preferential Issue, if any) ("Net Proceeds") directly towards:

Sr.	Particulars	Total estimated amount to be utilized. (Amount in INR)	Tentative timeline for utilization of issue proceeds for each of the object
1.	Working Capital Requirement, to repay/prepay existing borrowings of the Company and/or its subsidiaries, capital expenditure through organic & inorganic growth of the company.	24,06,54,000	30.04.2027
2.	General Corporate Purpose and Issue Expenses	7,50,00,000	30.04.2027
	Total	**31,56,54,000**	

The Company proposes to utilise the net proceeds of the preferential issue, aggregating to **₹31,56,54,000 (Rupees Thirty-One Crores Fifty-Six Lakhs Fifty-Four Thousand only)**, primarily towards working capital requirements, repayment/prepayment of borrowings of the Company and/or its subsidiaries, and capital expenditure for business expansion through organic and inorganic growth. An estimated sum of **₹24,06,54,000** has been earmarked for this purpose, with the tentative timeline for utilisation being on or before **30th April, 2027**. The utilisation is expected to strengthen the financial position of the Company, reduce financing costs, and support growth and operational efficiency.

Further, an amount of **₹7,50,00,000** is proposed to be utilised towards general corporate purposes and issue-related expenses, including statutory and regulatory fees, professional and legal costs, and other administrative expenses connected with the preferential issue. The tentative timeline for utilisation of this portion is also on or before **30th April, 2027**. The Company shall have the flexibility to revise or vary the proposed utilisation of funds, subject to compliance with applicable laws and regulations.

The Company shall have exclusive authority over the direct application of the aforementioned Net Proceeds, or alternatively, may opt for deployment through equity/debt contributions to its subsidiaries, joint ventures, or associates, all in accordance with the applicable legal and regulatory frameworks. The Main Object Clause of Memorandum of Association of our Company enables us to undertake the existing activities and the activities for which the funds are being raised by us through the present Preferential Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the Object Clause of our Memorandum of Association.

Our fund requirements and deployment of the proceeds of the Preferential Issue are based on the internal management estimates and it may change subject to range gap which shall not exceed +/- 10% of the amount specified for that object of size of the Preferential Issue in accordance with BSE Notice No. 20221213-47 and NSE Circular No. NSE/CML/2022/56 both dated December 13, 2022.

b. Particulars of the offer including the maximum number of specified securities to be issued.

Preferential issue of 2104360 (Twenty-One Four Thousand Three Hundred Sixty) Fully Convertible Warrants of face value of Rs. 10/- each at an issue price not exceeding Rs. 150/- (One Hundred Fifty Only) including premium of Rs. 140/- (Rupees One Hundred & Forty Only) each per Warrant ('Warrant Issue Price') aggregating to an amount not exceeding Rs. 31,56,54,000/- (Rupees Thirty-One Crore Fifty-Six Lakh Fifty-Four Thousand Only) in terms of Chapter V of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013.

c. Relevant Date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of ICDR Regulations, the relevant date for determining the minimum issue price of Warrants shall be Saturday, August 30, 2025, being the date 30 days prior to the date of the Annual General Meeting of the Company scheduled to be held, i.e., Tuesday, September 30, 2025.

d. **Amount which the Company intends to raise by way of such securities.**

The company intends to raise an amount not exceeding Rs. 31,56,54,000/- (Rupees Thirty-One Crore Fifty-Six Lakh Fifty-Four Thousand Only)

e. **Basis on which the price has been arrived at and justification for the price (including premium, if any):**

The Equity Shares of Company are listed but not frequently traded on Metropolitan Stock Exchange of India Ltd ("MSEI"). Further, the Articles of Association of the Company don't contain any article which provides for determination of price in case of preferential issue. In terms of the applicable provisions of the SEBI ICDR Regulations, the price at which the securities may be issued computes to Rs. 148/- (Rupees One Hundred Forty Eight Only) per warrant:

The proposed allotment to the allottees would be more than 5% of the post issue fully diluted share capital. Thus, in compliance with Regulation 166A of the SEBI ICDR Regulations, the Company has obtained a Valuation Report dated August 30, 2025 from Priyanka Singh and Associates, Independent Registered Valuer (Registration No.: IBBI/RV/05/2021/14362) in accordance of which the value per equity share comes out to be Rs. 148/- per Equity Share. The said report is available on the website of the Company at www.rilstelmax.com .

Accordingly, it has been decided by the board of directors to make preferential issue of securities at an issue price of Rs. 150/- which are higher than the price as computed above.

f. Adjustments for Warrants: The price determined above and the number of Equity Shares to be allotted on exercise of the Warrant shall be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws from time to time.

g. Intent of the Promoters, Directors, Key Management Personnel or Senior management of the Company to subscribe to the Preferential Offer:

The following promoter group individual's intent to participate and subscribe to the preferential offer:

Mr. Vaibhav Rathi: 2,00,000 Warrants
Mr. Raghav Rathi: 3,01,000 Warrants

Except for the above, none of the directors or promoters, except to the extent of their individual shareholding in the company intend to subscribe to the preferential issue.

h. Time frame within which the Preferential Issue shall be completed:

As required under the SEBI (ICDR) Regulations, the Warrants shall be allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this Resolution provided that where the allotment of the proposed Warrants is pending on account of receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions. The warrants may be exercised by the proposed allottees, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the warrants by issuing a written notice to the Company specifying the number of warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of equity shares in dematerialized form:

i. Name of the proposed allottee, class and percentage of post Preferential Issue capital that may be held by them:

The shareholding pattern of the Company before and after considering the preferential issues are as follows: (NP: Non-Promoter, P: Promoter)

S.No.	Particulars	Class	Pre-issue Shareholding		Issue of Warrants (present issue) (No.)	Post-issue Shareholding	
			No of shares	%		No of shares	%
1	M/s Raghav Portfolios Pvt Ltd	Non Promoter	322500	3.22	158000	480500	3.96
2	M/s VB Infracon Private Limited	Non Promoter	322500	3.22	880500	1213000	9.92
3	M/s Shankar Suvan Associates	Non Promoter	865000	8.63	198500	1053500	8.77
4	M/s Keshri Nandan and Company	Non Promoter	840500	8.39	190560	1031060	8.50
5	M/s Mahavira Enterprises	Non Promoter	890400	8.88	175800	1066200	8.79
6	Mr. Raghav Rathi	Promoter	318400	3.18	301000	619400	5.11
7	Mr. Vaibhav Rathi	Promoter	243500	2.43	200000	443500	3.66

j. The Shareholding pattern of the Company before and after the Preferential Issue:

S. No.	Category	Pre-Issue Shareholding (as on August 30, 2025)		Shareholding Post Preferential Issue and Conversion of warrants and preferential issue of equity shares	
		No. of Shares held	% to total share capital	No. of Shares held *	% to total share capital * (assuming full conversion of Warrants)
A	**PROMOTER GROUP**				
	Promoter and Promoter Group Holding				
1	Indian				
	a) Individual/ HUF	2287800	22.83%	2788800	23.00%

	b) Bodies Corp.	-	-	-	-
	Sub Total (A) (1)	2287800	22.83%	2788800	23.00%
2	Foreign Promoters				
	a) NRI Individuals	-	-	-	-
	Sub Total (A) (2)	-	-	-	-
	TOTAL (A)	**2287800**	**22.83%**	**2788800**	**23.00%**
B	**NON-PROMOTER**				
1	***Institutional Investors***				
	a)Mutual Funds/ FPI/ AIF	-	-	-	-
	b) Banks / FI	-	-	-	-
	c) Central Govt	-	-	-	-
	Sub-total (B)(1):-	-	-	-	-
2	***Non-Institutions***				
	a) Individual/ HUF	1576039	15.72%	1576039	13.00%
	b) Bodies Corp.	6159061	61.45%	7762421	64.00%
	c) Others (Trust)	-	-	-	-
	Sub-total (B)(2):-	**7735100**	**77.17%**	**9338460**	**77.00%**
	Grand Total (A+B1+B2)	**10022900**	**100.00%**	**12127260**	**100.00%**

*The shareholding pattern figures are derived under the assumption that all proposed warrants will be subscribed in accordance with the shareholders' resolution No. 8 and subsequently be exercised or converted into equity shares. However, if any warrant(s) remain unsubscribed or unexercised, the figures will be adjusted accordingly.

k. Identity of the natural persons who are the ultimate beneficial owners of warrants proposed to be allotted and/or who ultimately control the proposed allottee:

S. No.	Names of the Proposed Allottees of Share Warrants	Names of ultimate beneficial owners of proposed allottee(s) Share Warrants
1.	M/s Raghav Portfolios Pvt Ltd	Mr. Atul Chawla
2.	M/s VB Infracon Pvt Ltd	Mr. Amjad Ali Khan
3.	M/s Shankar Suvan Associates	Mr. Ashok Kumar Maloo
4.	M/s Keshri Nandan and Company	Mr. Adesh Tyagi
5.	M/s Mahavira Enterprises	Mr. Gaurav Mangi
6.	Mr. Raghav Rathi	Not Applicable
7.	Mr. Vaibhav Rathi	Not Applicable

l. Change in control, if any, in the Company that would occur consequent to the preferential offer:
There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Warrants and including the conversion thereof into Equity Shares of the Company.

m. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, the Company has allotted securities on a preferential basis to the below mentioned persons:

S. No.	Names of the Allottees of Share Warrants
1.	M/s Raghav Portfolios Pvt Ltd
2.	M/s VB Infracon Pvt Ltd
3.	M/s Shankar Suvan Associates
4.	M/s Keshri Nandan and Company
5.	M/s Mahavira Enterprises
6.	Mr. Raghav Rathi
7.	Mr. Vaibhav Rathi

n. Undertaking as to Re-computation of the share price:
The company hereby confirm that, it would re-compute the price of the securities specified above in terms of the Provisions of the SEBI (ICDR) Regulations, where it is required to do so.

o. Disclosures specified in Schedule VI of SEBI (ICDR) Regulations, 2018, if the issuer or any of the promoters or directors is a wilful defaulter or a fraudulent borrower:
Neither the Company nor its promoters nor the Directors of the Company have been identified as willful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

p. The current and proposed status of the allottee of share warrant post the preferential issue namely, promoter or non-promoter investors:

S. No.	Names of the Proposed Allottees of Share Warrants	Current Status of the Proposed Allottee of share warrants	Proposed Status of the Proposed Allottee of share warrants post the preferential issue
1.	M/s Raghav Portfolios Pvt Ltd	Non- Promoter	Non- Promoter
2.	M/s VB Infracon Pvt Ltd	Non- Promoter	Non- Promoter
3.	M/s Shankar Suvan Associates	Non- Promoter	Non- Promoter
4.	M/s Keshri Nandan and Company	Non- Promoter	Non- Promoter
5.	M/s Mahavira Enterprises	Non- Promoter	Non- Promoter
6.	Mr. Raghav Rathi	Promoter	Promoter
7.	Mr. Vaibhav Rathi	Promoter	Promoter

q. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable

r. Lock-in-period:

(a) Equity Shares allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.

(b) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations. The Warrants and Equity Shares allotted upon conversion of Warrants shall be locked-in for such period as may be specified under the SEBI (ICDR) Regulations. The entire pre-preferential allotment shareholding of all the allottees shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of the allotment of Warrants as specified under Regulation 167(6) of the SEBI (ICDR) Regulations.

s. Practicing Company Secretary's Certificate:

The certificate from M/s. Parveen S & Associates, Practicing Company Secretary, having his office at Noida, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be available for inspection to the Members at the Meeting and is made available on the website of the Company at rilstelmax.com

t. Undertaking:

In terms of the ICDR Regulations, the Company hereby undertakes that:

a) It would re-compute the price of the securities specified above in terms of the Provisions of the SEBI (ICDR) Regulations, where it is required to do so.
b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the above specified securities shall continue to be locked in till the time such amount is paid by allottee.
c) The Company shall at all times comply with the minimum public shareholding requirements prescribed under the Securities Contracts (Regulation) Rules, 1957, as amended and Regulation 38 of the SEBI Listing Regulations.

u. other disclosures:

a) The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
b) Neither the Company nor its directors or Promoters have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations;
c) The proposed allottee of share warrants has not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date.
d) No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but failed to exercise them.
e) The Company is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchange(s) where the equity shares of the Company are listed.
f) The issue of Equity Shares after the shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.
g) The Equity Shares being issued after the conversion of share warrants shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.
h) The raising of capital pursuant to the proposed resolution is subject to force majeure circumstances and conditions conducive capital market environment.

Accordingly, the approval of the Members of the Company is hereby sought by way of Special Resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot convertible warrants as specifically described in the resolutions set out at Item No. 7 of this Notice.

The Board of Directors believes that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the Item No. 7 in the accompanying notice for approval by the Members.

Item No. 8: Approval and implementation of the Employee Stock Option Scheme called "RIL Employee Stock Option Plan 2025" ("RIL ESOP Plan 2025") through Trust route.

The Company recognizes that attracting, retaining, and motivating employees is essential for its growth and long-term success. In line with global best practices and to foster a sense of ownership among employees, the Company proposes to introduce an employee incentive scheme, namely, **"RIL Employee Stock Option Plan 2025" ("RIL ESOP Plan 2025")** ("the Scheme").
The Scheme is intended to reward eligible employees of the Company and its group companies by granting them stock options which, upon vesting and exercise, would give them equity ownership in the Company. The Scheme is expected to act as a retention mechanism and encourage high performance by aligning employee interests with those of shareholders, thereby contributing to the overall growth and value creation of the Company.

The salient features of the Scheme are as under:

1. **Total Pool:** Up to **5,00,000 (Five Lakh) stock options** may be granted under the Scheme, which shall be convertible into not more than 5,00,000 (Five Lakh) Equity Shares of the Company of face value ₹10/- each, subject to adjustments for any corporate actions such as bonus issue, stock split, consolidation, etc.
2. **Eligibility:** Present and future permanent employees and directors (excluding independent directors) of the Company and its group companies shall be eligible to participate in the Scheme.

3. **Implementation Route:** The Scheme will be implemented through a **Trust route**, wherein an irrevocable Employee Welfare Trust ("Trust") shall acquire equity shares of the Company either through fresh issue by the Company and/or through secondary acquisition from the market, as may be determined by the Nomination and Remuneration Committee.
4. **Administration:** The Scheme shall be administered by the **Nomination and Remuneration Committee** of the Company, which shall act as the "Compensation Committee" in terms of SEBI (SBEB & SE) Regulations, 2021, and will have full powers to frame, administer, and implement the Scheme.
5. **Vesting & Exercise:** The vesting of stock options shall be linked to the completion of service conditions and/or achievement of performance parameters, as may be decided by the Committee from time to time, in compliance with applicable laws. The exercise price, vesting schedule, and other terms shall be determined by the Committee in accordance with the Scheme.
6. **Ranking:** Equity Shares issued or transferred under the Scheme shall rank **pari passu** with the existing equity shares of the Company in all respects including dividend, voting, and other rights.
7. **Accounting & Disclosures:** The Company shall comply with the applicable accounting standards, SEBI regulations, and disclosure requirements in relation to the Scheme.
8. **Variation of Terms:** The Board/Committee shall have the authority to vary, modify, alter, suspend, or terminate the Scheme, subject to compliance with applicable laws.

The proposed Scheme, being implemented through the Trust route and involving secondary acquisition of shares, requires the approval of the shareholders of the Company by way of **Special Resolution** under the provisions of Section 62(1)(b) of the Companies Act, 2013, and the SEBI (SBEB & SE) Regulations, 2021.

The draft copy of the Scheme and other related documents are available for inspection by the members at the Registered Office of the Company during business hours on all working days up to the date of the Annual General Meeting and will also be available at the meeting.

Directors/Key Managerial Personnel/Employees of the Company and its group companies who may be beneficiaries under the Scheme and their relatives shall be deemed to be concerned or interested in this resolution to the extent of the stock options that may be granted to them under the Scheme. Save as aforesaid, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution.

Accordingly, the Board recommends the **Special Resolution** as set out in Item No. 8 of the Notice for the approval of the members.

Item No. 9: Approval for the acquisition of equity shares by way of secondary acquisition under RIL Employee Stock Option Scheme 2025.

The shareholders of the Company, under Item No. 8 of this Notice, are being requested to approve the implementation of the **RIL Employee Stock Option Scheme 2025** ("RIL ESOP Plan 2025" or "the Scheme") through the Trust route. For effective implementation of the Scheme, the Trust may be required to acquire the Company's equity shares from the secondary market in addition to, or instead of, fresh issue of shares by the Company.
As per the provisions of **Regulation 6(3)(a) of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations, 2021")**, prior approval of the shareholders by way of a special resolution is required for **secondary acquisition of shares by a Trust** for the purpose of implementing any share-based employee benefit scheme.

Accordingly, the Board of Directors seeks approval of the members for permitting the Trust to acquire, in one or more tranches, up to **5,00,000 (Five Lakh) equity shares** of the Company by way of secondary acquisition, at such price or prices and on such terms and conditions as may be determined by the Board/Nomination and Remuneration Committee.

The following limits prescribed under the SEBI (SBEB & SE) Regulations, 2021 shall apply to such secondary acquisition:

1. **Overall Holding Limit:** The total number of shares under secondary acquisition held by the Trust, in connection with the Scheme and/or any other share-based employee benefit schemes of the Company, shall not exceed **5% of the paid-up equity capital** of the Company as on the last day of the financial year immediately prior to the year in which this approval is obtained.

2. **Yearly Acquisition Limit:** The secondary acquisition by the Trust in any financial year shall not exceed **2% of the paid-up equity capital** of the Company as on the last day of the immediately preceding financial year.

3. **Corporate Actions:** The above limits shall be deemed to include adjustments for any increase or decrease in the Company's share capital due to corporate actions such as issue of bonus shares, stock splits, consolidation of shares, rights issue, buy-back, or any other re-organization.

The Trustees of the Trust shall ensure compliance with all applicable provisions of the **SEBI (SBEB & SE) Regulations, 2021, SEBI (Prohibition of Insider Trading) Regulations, 2015, the Companies Act, 2013,** and other applicable laws, including maintenance of proper books, accounts, and records in connection with the dealings in the Company's equity shares.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution, except to the extent of their eligibility to participate in the Scheme.

The Board recommends the **Special Resolution** as set out in Item No. 9 of the Notice for approval of the members.

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

Vikas Rathi
(Managing Director)
DIN: 01188409

Date: August 30, 2025
Place: Chhapraula

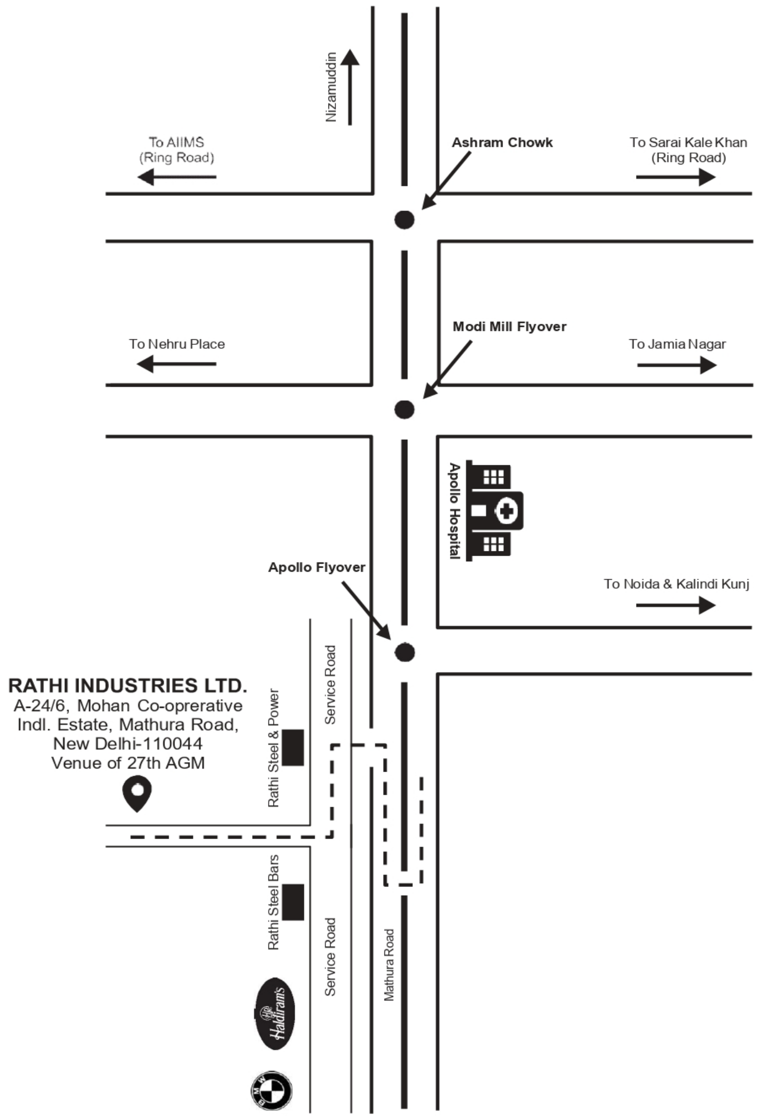
Annexure to the Notice dated August 30, 2025

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. Mukesh Bhardwaj	Ms. Mona Gupta
Age	58	64 Years	33 Years
DIN	01188409	01257936	08893032
Designation / Category of Director	Managing Director	Whole Time Director	Independent Director
Date of Birth	December 31, 1965	May 09, 1961	December 20, 1991
Date of First Appointment on the Board	March 26, 2016	November 13, 2021	September 15, 2020
Qualification	Graduate	Graduate	Company Secretary
Background, Expertise	Kindly refer Corporate Governance Report section of this Annual Report.	Kindly refer Corporate Governance Report section of this Annual Report.	Kindly refer Corporate Governance Report section of this Annual Report.
Number of Equity Shares held in the Company including shareholding as beneficial owner as on date of notice	727250	NIL	NIL
Term and Condition of Appointment / Re-appointment	As Managing Director Not Liable to retire by rotation	Executive Director and Liable to retire by rotation.	Re-Appointment as Independent Director of the Company for a second term of 5 years w.e.f. September 15, 2025, not liable to retire by rotation and more details mentioned in explanatory Statement
Details of remuneration last drawn during F.Y 2024-25 (including sitting fees, if any)	Rs. 27,00,000	Rs. 4,20,000	Rs. 60,000
Details of remuneration sought to be paid	Rs. 27,00,000	Rs. 4,20,000	No remuneration except Sitting fess for attending Board and Committee meetings.
Number of meetings of Board attended during the year (2024-2025)	06	10	09

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.	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	03	01
Membership / Chairmanship of committees of other Boards as on March 31, 2025	Nil	Nil	1. Audit Committee - Chairperson 2. Nomination and Remuneration Committee - Chairperson 3. Stakeholders Relationship Committee – Chairperson 4. Corporate Social Responsibility Committee - Member
Names of listed Companies in which person ceased to be a director in past three years	None	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.		

ROAD MAP


Nizamuddin
To AIIMS
(Ring Road)
Ashram Chowk
To Sarai Kale Khan
(Ring Road)
To Nehru Place
Modi Mill Flyover
To Jamia Nagar
Apollo Hospital
Apollo Flyover
To Noida & Kalindi Kunj
Service Road
RATHI INDUSTRIES LTD.
A-24/6, Mohan Co-oprerative
Indl. Estate, Mathura Road,
New Delhi-110044
Venue of 27th AGM
Rathi Steel & Power
Rathi Steel Bars
Service Road
Mathura Road
Haldiram's

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 Third Annual General Meeting of the Company to be held on the Tuesday, the 30th day of September, 2025 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. Mukesh Bhardwaj (DIN:01257936) as a director liable to retire by rotations:		
Special Business			
3.	Increase in Authorised Share Capital from Rs. 12,50,00,000/- to Rs. 15,00,00,000/-		
4.	Appointment of Mr. Vikas Rathi (DIN: 01188409) as Managing Director of the Company.		
5.	Appointment of Secretarial Auditor.		
6.	Re-Appointment of Ms. Mona Gupta (DIN: 08893032) as Independent Director of the Company.		
7.	Issue of 21,04,360 share warrants, convertible into equity shares on preferential basis to the persons belonging to the promoter and non-promoter category.		
8.	Approval and implementation of the Employee Stock Option Scheme called "RIL Employee Stock Option Plan 2025" ("RIL ESOP Plan 2025") through Trust route.		
9.	Approval for the acquisition of equity shares by way of secondary acquisition under RIL Employee Stock Option Scheme 2025.		

Signed this ………... day of ………………………2025.

Signature of shareholder: ……………………………………………….

Affix Rupee 1/- Revenue Stamp

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.

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

33rd ANNUAL GENERAL MEETING

I hereby record my presence at the 33rd Annual General Meeting of the Company held on Tuesday, 30th day of September, 2025 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.

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Directors Report

Dear Members,
Rathi Industries Limited

Your Company's Directors are pleased to present before you the 33rd Annual Report together with the Audited Financial Statements of your Company for the financial year ended 31st March, 2025.

1. FINANCIAL HIGHLIGHTS:

(Rs. in Lacs)

Particulars	**2024-25**	**2023-24**
Sales	**37867.00**	**57539.65**
Profit/(Loss) before Depreciation	453.00	515.92
Less: Depreciation	36.00	56.12
Operative Profit/(Loss) before exceptional items	**417.00**	**459.80**
Less: Exceptional Items	-	-
Profit/(Loss) before tax	**417.00**	**459.80**
Less: Provision for Income Tax	70.00	76.75
Deferred Tax	110.00	2.80
Net Profit/(Loss) after Tax	**457.00**	**385.85**
Other Comprehensive Income	0.00	0.00
Total comprehensive income for the year	**457.00**	**385.85**

2. FINANCIAL REVIEW & OUTLOOK

During the year the Company has achieved sales turnover of Rs. 37867.00 Lacs as compared to previous year's sales turnover of Rs. 57359.65 Lacs. Your Company has registered the profit before tax of Rs. 417.00 Lacs as compared to previous year profit before tax of Rs. 459.80 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

During the year under review, Authorised Capital of the company has been increased from Rs.700.00 Lacs to Rs. 1250.00 Lacs. 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 35,62,900 equity shares of Rs. 10 each. The present subscribed and paid-up equity share capital of the company is Rs. 1002.29 Lacs divided in 10022900 equity shares of Rs. 10 Each.

8. NUMBER OF MEETINGS OF THE BOARD

During the year under review, The Board duly met 10 times in financial year 2024-25. 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

There are no such events during that period.

11. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

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 pursuant to the provisions of Section 139 read with the Companies (Audit and Auditors) Rules, 2014, M/s Gada Chheda & Co. LLP Chartered Accountants (FRN: W100059) was appointed as statutory auditor of the company for a term of 5 years 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, 2026.

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.

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 2024-25 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 03.05:1

(ii) Ratio of remuneration of Mr. Vinay Rathi to median remuneration of employees during the year was 24.70:1

(iii) Ratio of remuneration of Mr. Vikas Rathi to median remuneration of employees during the year was 24.70:1

(B) Percentage increase in the remuneration of employees

There was no increase in the median remuneration of employees in the financial year 2024-25. - 36.10 % Increase.

(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.

18. **DIRECTORS**

(A) Directors retiring by rotation

Mr. Mukesh Bhardwaj (DIN:01257936), Whole Time 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. Ghanshyam Tiwari (DIN: 02466896) has resigned w.e.f April 20, 2024 from the position of Independent Director due to health issues and Mr. Kailash (DIN: 10090452) was appointed as Independent Director on the board of the company w.e.f July 15, 2024.

(C) Statement on declaration given by Independent Directors

The members are informed that the Independent Directors Mr. Parminder Singh Kalsi, Mr. Kailash (appointed w.e.f July 15, 2024), Ms. Mona Gupta 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 2025 the company M/s Rathi Iron Steel Private Limited is subsidiary company and details pertaining to the subsidiary 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, 2025 is available on Company`s website on https://www.rilstelmax.com.

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

During the year the company had given guarantee favour of the Kotak Mahindra Bank Limited and State Bank of India with respect to Loan/ Credit Facilities aggregating to Rs. 39.62 Crores and Rs. 20.00 Crores extended to Satvik Logistics LLP (LLPIN: AAJ-5784) and Rathi Concast Limited (CIN: U27205DL2009PLC192544) respectively for their principal business activities with this understanding that directors are interested/director's interest lies in Satvik Logistics LLP and Rathi Concast Limited as group concerns of Rathi Industries Limited.

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 SEBI (LODR) 2015 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 programs for employees at all levels and for community.
(iii) Tree Plantation Campaigns.
(iv) Promoting the use of alternative fuels and materials.

The Company carried out its business through contract manufacturing during the year under review. As a result, there was no energy used in production activities during the year.

(A) CONSERVATION OF ENERGY	
The steps taken or impact on conservation of energy	NIL
The steps taken by the company for utilizing alternate sources of Energy	NA
The capital investment on energy conservation equipments	NIL
(B) TECHNOLOGY ABSORPTION	
The efforts made towards technology absorption	NA

The benefits derived like product improvement, cost reduction, product development or import substitution	NA
In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	NA
The expenditure incurred on research and development	NA

Details of Foreign currency transactions are as follows:

a. The company has not earned any income in Foreign Currency during the year.

b. The company has not incurred any expenditure in Foreign Currency 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.

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

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: 30.08.2025	**Vikas Rathi**	**Vinay Rathi**
Place: Chhapraula	**(Managing Director)**	**(Director & CFO)**
	DIN: 01188409	**DIN: 00137502**

Annexure to Director's Report

Form No. MR- 3
Secretarial Audit Report
For the financial year ended 31st March, 2025
[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, 2025 ("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, 2025 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: -

(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 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 35,62,900 equity shares of Rs. 10 each.

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

- 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.

For Parveen S & Associates
(Company Secretaries)

CS Parveen Sharma
(Proprietor)
M. No. 41531
C. P. No. 25707
UDIN: A041531G000939331

Place: Noida
Date:05.08.2025

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.)

'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: A041531G000939331

Place: Noida
Date: 05.08.2025

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 2024-25. 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

India's steel industry continued to be a critical pillar of the nation's economic development in FY 2024–25. As the **second-largest consumer and producer of steel globally**, the Indian steel sector plays a central role in driving growth across infrastructure, construction, real estate, automotive, and capital goods segments. The structure of the domestic industry comprises both integrated producers and a vast network of secondary steelmakers, re-rollers, service centers, and trading intermediaries — each contributing to efficient material distribution and last-mile connectivity.

The **steel trading segment** serves as a vital link in this ecosystem by ensuring timely availability of products, price discovery, and demand aggregation across geographies. Traders play a pivotal role in bridging the gap between primary producers and end-use industries, especially in Tier 2 and Tier 3 cities, and rural markets where direct manufacturer reach remains limited.

In FY 2024–25, the Indian steel sector witnessed stable domestic demand, although intermittent volatility in prices impacted market sentiment. Key developments during the year included:

- **Strong government-led infrastructure push**, with continued spending under the **National Infrastructure Pipeline (NIP)**, **PM Gati Shakti**, and railway and urban transport projects.
- **Continued momentum in the real estate and construction sectors**, especially in affordable and mid-segment housing, driving demand for long products and structural steel.
- **Volatility in raw material costs** (iron ore, coal), which had a cascading effect on finished steel pricing and trade margins.
- **Rising focus on decarbonization and sustainability**, leading to green steel initiatives and long-term sector transformation.
- Increasing digitization and integration in supply chains, helping traders manage inventory and pricing more effectively.

Overall, the steel trading ecosystem adapted to market dynamics with a sharper focus on inventory management, working capital efficiency, and regional demand monitoring. Going forward, the sector is expected to benefit from rising steel consumption in semi-urban and rural areas, enhanced logistics connectivity, and supportive government policies aimed at self-reliance and value addition.

Business Outlook of the Steel Industry

The outlook for the steel industry remains optimistic, underpinned by a combination of structural demand drivers and evolving growth opportunities. A key catalyst is the continued global focus on infrastructure development — especially in emerging markets like India, where rapid urbanization, industrialization, and public investment are accelerating. Large-scale government initiatives in sectors such as transportation, housing, logist
ics, and energy are expected to fuel sustained demand for steel in the med
ium to long term.

Momentum in real estate and infrastructure construction remains strong, supported by government programs such as PM Awas Yojana. The construction sector, both residential and commercial, continues to be a cornerstone of steel consumption in the country.

Beyond infrastructure, the expansion of sectors like automotive, capital goods, and renewable energy is creating additional demand avenues. The shift towards electric vehicles (EVs) and increased adoption of solar and wind energy are driving the need for high-performance and specialized steel grades.

Despite the positive trajectory, the industry continues to face challenges, including volatility in key raw material prices such as iron ore and coking coal, which impact cost structures and margins. Moreover,

growing environmental concerns and tightening regulatory norms are pushing producers toward sustainable and low-emission steelmaking practices. The global movement toward green steel and carbon neutrality is gaining momentum, encouraging investments in clean technologies and energy-efficient processes
.
The future of the steel industry will be shaped significantly by technological transformation. Increased adoption of automation, AI, and digital tools is expected to enhance operational efficiency, enable smarter inventory and supply chain management, and improve customer responsiveness.
Overall, while the steel industry's growth outlook is promising, success will hinge on the ability of market participants to adapt to changing market dynamics, navigate regulatory pressures, and leverage innovation to remai
n competitive in a rapidly evolving environment

Our Product

We are ISO 9001-2000 & 14001 certified company by International Certification Ltd; New Zealand. 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 trust and 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

During FY 2024–25, the Company continued to strengthen its focus on the trading business in response to evolving market dynamics and operational priorities. The Company expanded its presence across new geographical regions to tap into emerging demand, particularly in infrastructure and construction-driven markets. To ensure consistent product availability and brand continuity, it entered into franchise arrangements with select producers for supply under the Company's brand name. This model has enabled better cost efficiency, reduced regulatory overhead, and improved operational flexibility. Management remains focused on enhancing the trading network, building long-term supplier relationships, and capitalizing on the steady growth in domestic steel demand.

Financial Review

During FY 2024–25, the Company recorded a marginal decline in sales compared to the previous year, primarily due to a conscious decision to moderate trading volumes in order to focus on timely financial repayments and preserve healthy operating margins. This prudent approach enabled the Company to strengthen its financial position while maintaining profitability. Efforts toward optimizing the product mix, enhancing supplier partnerships, and exploring new market geographies have further reinforced the Company's foundation for long-term, sustainable growth. With continued momentum in the infrastructure and construction sectors, the Company anticipates improved business performance in the years ahead.

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 (%)

(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 stats 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 2025 was **11 (Eleven).**

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**

Date: 30.08.2025	**Vikas Rathi**	**Vinay Rathi**
Place: Chhapraula	**(Managing Director)**	**(Director & CFO)**
	DIN: 01188409	**DIN: 00137502**

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, 2025, 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. Ghanshyam Tiwari (DIN: 02466896), who served as an Independent Director on the Board, has resigned from 20th April 2024, due to his health issues. Mr. Ghanshyam Tiwari 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. Ghanshyam Tiwari'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 10 times during financial year 2024-25 on dated 20.04.2024, 30.05.2024, 11.06.2024, 02.07.2024, 14.08.2024, 05.09.2023, 14.11.2024, 03.12.2024, 14.02.2025 and 31.03.2025.

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:

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	10	Yes	3	Nil	Nil
Mr. Vinay Rathi	Executive Director	10	Yes	10	Nil	Nil
Mr. Vikas Rathi	Executive Director	6	Yes	7	Nil	Nil
Mr. Parminder Singh Kalsi	Non – Executive Independent Director	6	Yes	5	2	5
Ms. Mona Gupta	Non - Executive Independent Director	9	Yes	Nil	Nil	Nil
Mr. Ghanshyam Tiwari *	Non-Executive Independent Director	0	No	Nil	Nil	Nil
Mr. Kailash**	Non - Executive Independent Director	4	Yes	2	Nil	Nil

* Mr. Ghanshyam Tiwari has resigned from the directorship of Company w.e.f 20-04-2024.
** Mr. Kailash was appointed as Non-Executive Independent Director of the company w.e.f 15-07-2024.

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, 2025, 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 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 2024-25 are as follows:

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

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, 2025, 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. Kailash (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.

*After resignation of Mr. Ghanshyam Tiwari from the Directorship of the company Mr. Kailash (Non-executive Independent Director) has been included as member of Nomination and Remuneration Committee of the company in place of Mr. Ghanshyam Tiwari.

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

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

iii) Stakeholders' Relationship Committee:

As on 31st March, 2025, 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 2024-25, 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. Kailash	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 2024-25 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		

(b) Non-Executive Directors

Details of the remuneration paid/payable to Non-Executive Directors for the financial year 2024-25 is given below: -

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

* Mr. Ghanshyam Tiwari has resigned from the directorship of Company w.e.f 20-04-2024.
** Mr. Kailash was appointed as Non - Executive Independent Director of the company w.e.f 15-07-2024.

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
32nd	30.09.2024	A-24/6, Mohan Co-op. Indl. Estate Mathura Road, New Delhi	3.00 P.M.

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.

Following Special resolutions were passed in the previous three Annual General Meetings of the company.

1. Regularization of Mr. Kailash (DIN: 10090452) as an Independent Director - 32nd AGM
2. Approval of lock in of shares - 32nd AGM
3. Approval of Resolution u/s 185 of Companies Act 2013 - 32nd AGM
4. To adopt new set of Memorandum of Association and Article of Association of the Company - 32nd AGM.

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

Particular	F.Y 2024-25	F.Y 2023-24
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. Kailash (DIN: 10090452), as an Independent Directors were inducted to the Board. The details of the aforementioned programme are available on the Company's website at www.rilstelmax.com.

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 and 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 2025, M/s Rathi Iron Steel Private Limited is subsidiary company and details pertaining to the subsidiary 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	:	Tuesday, 30th September, 2025 at 3.00 P.M. at A-24/6, Mohan Co-op. Indl. Estate, Mathura Road, New Delhi -110044.
(b)	Financial year	:	1st April, 2024 to 31st March 2025
(c)	Date of Book Closure	:	**23rd September 2025 to 30th September 2025** (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 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 31.03.2025 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	943974	9.42	5515	92.36
501 to 1000	273681	2.73	309	5.18
1001 to 2000	113100	1.13	71	1.19
2001 to 3000	51915	0.52	19	0.32
3001 to 4000	21461	0.21	6	0.10
4001 to 5000	56500	0.56	12	0.20
5001 to 10000	61900	0.62	8	0.13
10001 and above	8500369	84.81	31	0.52
TOTAL	**10022900**	**100.00**	**5971**	**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

The current credit rating of the Company is ‘BB’ as obtained from CRISIL. The credit rating for the previous financial year was also ‘BB’.

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, 2025.

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	Ghanshyam Tiwari *	Management & Strategy
		Operation, Human Resource & Industrial Relations
		Sales & Marketing Skills
		Administration & Decision Making
		Management & Strategy
5	Mona Gupta	Management & Strategy
		Corporate Governance
		Compliance & Procedures
6	Mr. Parminder Singh Kalsi	Management & Strategy
		Operation, Human Resource & Industrial Relations
		Sales & Marketing Skills
		Administration & Decision Making
7	Mr. Kailash	Management & Strategy
		Corporate Governance
		Compliance & Procedures
		Operation, Human Resource & Industrial Relations

* Mr. Ghanshyam Tiwari has resigned from the directorship of Company w.e.f 20-04-2024.
** Mr. Kailash was appointed as Non - Executive Independent Director of the company w.e.f 15-07-2024.

19) Independent Director's Meetings:

The Independent Directors met once during the year under report, i.e., 14th February, 2025, 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, 2025.

21) Extra Ordinary General Meeting:

An Extra Ordinary General Meeting was held 13th May, 2024 during the year ended March 31, 2025 to consider and approve various matters set out in notice of the EGM.

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**

Vikas Rathi
(Managing Director)
DIN: 01188409

Date: August 30, 2025
Place: Chhapraula

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 2025, 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 Parveen S & Associates
(Company Secretaries)

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

Date: 05.08.2025
Place: Noida

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 31.03.2025, 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. Ghanshyam Tiwari	02466896	16/08/2016	20-04-2024
5	Ms. Mona Gupta	08893032	15/09/2020	-
6	Mr. Parminder Singh Kalsi	10152883	14/02/2024	-
7	Mr. Kailash	10090452	15/07/2024	-

For Parveen S & Associates
(Company Secretaries)

CS Parveen Sharma
(Proprietor)
M. No. 41531
C. P. No. 25707
UDIN: A041531G000939296

Date: 05.08.2025
Place: Noida

RATHI INDUSTRIES LTD.

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, 2025 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: 30.08.2025	**Vikas Rathi**	**Vinay Rathi**
Place: Chhapraula	**(Managing Director)**	**(Director & CFO)**
	DIN: 01188409	**DIN: 00137502**

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	**Rathi Iron Steel Private Limited**
The date since when subsidiary was acquired	30-03-2025
Reporting Currency	INR
Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries.	NA
Share capital *(₹ In Lacs)*	990.00
Reserves and surplus *(₹ In Lacs)*	2610.00
Total assets *(₹ In Lacs)*	13061.61
Total Liabilities *(₹ In Lacs)*	13061.61
Investments *(₹ In Lacs)*	188.08
Turnover *(₹ In Lacs)*	51361.40
Profit/loss before taxation *(₹ In Lacs)*	357.24
Provision for taxation *(₹ In Lacs)*	0.00
Profit/loss after taxation *(₹ In Lacs)*	357.24
Proposed Dividend	NIL
Extent of shareholding (in percentage)	99.90%

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

1. *Names of subsidiaries which are yet to commence operations- NIL*
2. *Names of subsidiaries which have been liquidated or sold during the year – NIL*

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	NA
2.	Date on which the Associate or Joint Venture was associated or acquired	NA
3.	Shares of Associate/Joint Ventures held by the company on the year end	NA
i.	No.	NA
ii.	Amount of Investment in Associates/Joint Venture *(₹In Lacs)*	NA
iii.	Extent of Holding %	NA
4.	Description of how there is significant influence	NA
5.	Reason why the associate/joint venture is not consolidated	NA
6.	Net worth attributable to Shareholding as per latest audited Balance Sheet *(₹In Lacs)*	NA

SI.No	Name of Associates/Joint Ventures	Rathi Iron Steel Private Limited (Associate Company)
7.	Profit / Loss for the year *(₹In Lacs)*	NA
i.	Considered in Consolidation	NA
ii.	Not Considered in Consolidation	NA

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 For Gada Chheda & Co. LLP
Chartered Accountants
FRN: W100059

Vinay Rathi
(Director & CFO)
DIN: 00137502

Mukesh Bhardwaj
(Whole Time Director)
DIN: 01257936

(CA. Ronak P. Gada)
Partner
Membership No.- 146825

Date: 30.08.2025
Place: Chhapraula

Vikas Rathi
(Managing Director)
DIN:01188409

Ankush Vig
(Company Secretary)

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, 2025, 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	Subsidiary	Purchase of Goods	NA	2636.83
2.	Rathi Iron Steel Private Limited	Subsidiary	Sale of Goods	NA	646.40
3.	Rathi Iron Steel Private Limited	Subsidiary	Sale of Machinery	NA	43.24
4.	Mr. Vinay Rathi	Director	Rent Paid	NA	3.00
5.	Mr. Vikas Rathi	Director	Rent Paid	NA	3.00

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

Date: 30.08.2025
Place: Chhapraula

Vikas Rathi
(Managing Director)
DIN: 01188409

Vinay Rathi
(Director & CFO)
DIN: 00137502

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 2025, 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 2025 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.

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.

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 2025 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.

(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 Gada Chheda & CO. LLP
(Chartered Accountants)
FRN: W100059

(CA. Ronak P. Gada)
(Partner)
M. No. 146825

Place: Chhapraula
Date: 14th August, 2025

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, 2025)

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, 2025 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.

(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, 2025 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.

(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 made preferential allotment of warrants convertible into equity shares in compliance with section 42 & 62 of Companies Act, 2013 and funds raised have been used for the purposes for which the funds were raised.

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.

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 Gada Chheda & CO. LLP
(Chartered Accountants)
FRN: W100059

(CA. Ronak P. Gada)
Partner)
M. No. 146825

Place: Chhapraula
Date: 14th August, 2025

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, 2025 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

(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 2025, 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 Gada Chheda & CO. LLP
(Chartered Accountants)
FRN: W100059

(CA. Ronak P. Gada)
(Partner)
M. No. 146825

Place: Chhapraula
Date: 14th August, 2025

RATHI INDUSTRIES LIMITED

STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2025

(Amounts in Rs. Lakhs)

Particulars	Note No.	As at 31st March, 2025	As at 31st March, 2024
ASSETS			
1. Non-current Assets			
(i) Property Plant and Equipment	1	12,291	12,330
(ii) Capital work-in-progress			
(iii) Investment Property	2	4,650	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	241	7
Total Non-Current Assets (A)		**17,182**	17,224
2. Current assets			
(i) Inventories	4	3,796	4,287
(ii) Financial Assets			
(a) Investments	5	3,915	998
(b) Trade receivables	6	3,958	6,058
(c) Cash and Cash Equivalents		10	7
(d) Bank Balances other than cash & cash equivalents	7	9	7
(e) Loans			-
(f) Other Financial assets			-
(iii) Current Tax Assets (Net)	8	63	69
(iv) Other Current Assets	9	1,859	1,245
Total Current Assets (B)		**13,610**	12,672
Total Assets (A+B)		**30,792**	29,896
EQUITY AND LIABILITIES			
Equity			
a) EquityShare capital	10	1,002	646
b) Other Equity	11	27,271	22,918
Total Equity		**28,273**	23,564
Liabilities			
1. Non-current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	12	66	74
(b) Provisions		22	24
(c) Defferred Tax Liabilities (Net)	14	409	518
(d) Other Non- Current Liabilities	15	817	213
Total Non-Current Liabilities		**1,314**	829
2. Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	16	1	2,649
(ii) Trade Payables	17	810	1,107
(iii) Other Financial Liabilities			-
(b) Other Current Liabilities	18	324	1,670
(c) Provisions	19	70	77
(d) Current Tax Liabilities (Net)		-	-
Total Current Liabilities		**1,205**	5,503
Total Equity and Liabilities		**30,792**	29,896
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 GADA CHHEDA & CO. LLP
Chartered Accountants
FRN: W 100059

(CA. Ronak P. Gada)
Partner
Membership No. 146825

Date: 14-08-2025
Place: Chhapraula

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

Vikas Rathi
(Managing Director)
DIN:01188409

Mukesh Bhardwaj
(Whole Time Director)
DIN:01257936

Vinay Rathi
(Chief Financial Officer)
DIN: 00137502

Ankush Vig
(Company Secretary)

RATHI INDUSTRIES LTD.

RATHI INDUSTRIES LIMITED

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2025

(Amounts in Rs. Lakhs)

Particulars	Note No.	Year ended 31st March,2025	Year ended 31st March,2024
REVENUE			
Revenue from operations	20	37,867.00	57,540
Other income	21	41.00	73
Total revenues (I+II)		**37,908.00**	57,613
EXPENSES			
Cost of raw material consumed	22	0.00	65
Purchase of stock-in-trade	23	36,267.00	55,257
Changes in inventories of finished goods and stock in tra	24	492.00	708
Employee benefits expenses	25	99.00	107
Finance costs	26	244.00	503
Depreciation and amortization expenses		36.00	56
Other expenses	27	353.00	457
Total expenses (IV)		**37,491.00**	**57,153**
Profit/(loss) before exceptional and tax		417.00	460
Share of Profit/(Loss) of Associates			
Exceptional items			-
Profit/(loss) before tax		417.00	460
Add. Defferred Tax	28	110.00	3
Tax Expenses			
Current Tax		70.00	77
Profit/(loss) for the period from continuing		**457.00**	**386**
Profit/(loss) from discontined opertaions			-
Tax Expenses from discontined opertaions			-
Profit/(loss) from discontined opertaions			-
Profit /(loss) for the period		**457.00**	386
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			-
B(i) Items that will be reclassified to profit or loss			-
(ii) Income Tax relating to items that will be reclassified			-
Total Comprehensive Income for the period comprising Profit(Loss) and Other Comprehensive Income for the Period		**457.00**	386
Earnings per Equity Share (Rs.) (For Continuing			
1. Basic		4.57	5.98
2. Diluted			5.98
Earnings per Equity Share (Rs.) (For Discontinued			
1. Basic			-
2. Diluted			-
Earnings per Equity Share (Rs.) (For Discontinued & Continuing Operation):			
1. Basic		4.57	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 GADA CHHEDA & CO. LLP
Chartered Accountants
FRN: W 100059

(CA. Ronak P. Gada)
Partner
Membership No. 146825

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

Vikas Rathi
(Managing Director)
DIN:01188409

Mukesh Bhardwaj
(Whole Time Director)
DIN:01257936

Vinay Rathi
(Chief Financial Officer)
DIN: 00137502

Ankush Vig
(Company Secretary)

Date: 14-08-2025
Place: Chhapraula

RATHI INDUSTRIES LTD.

RATHI INDUSTRIES LIMITED

STANDALONE CASH FLOW STATEMENT FOR THE PERIOD ENDED 31st March, 2025

(Amounts in Rs. Lakhs)

Particulars	FOR THE YEAR ENDED	
	31.03.2025	**31.03.2024**
A) CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before taxation and extraordinary items	457	78
Add:Adjustment for :		
Depreciation	36	207
Financial Charges	244	770
(Profit) / Loss on sale of Vehicle	-	(364)
Operating Profit before working capital Changes	**736**	691
Adjustment for change in Working Capital	(5,230)	(450)
Financial Charges	(244)	(770)
Cash Flow before extra ordinary items	(4,738)	(528)
Prior year adjustments :	82	-
Mat Credit Entitlement		
Net Cash from Operating Activities (A)	(4,656)	(528)
B).CASH FLOW FROM INVESTING ACTIVITIES		
(Purchase) & Sale of Fixed Assets (Net)	3	1,012
Funds inflow from Non- Current Assets	(234)	-
(Purchase) & Sale of Investments (Net)	237	-
Increase in the value of Land on its revaluation	(104)	
Preliminery expenses paid	**-**	**-**
Net Cash used in Investing Activities (B)	**(98)**	**1,012**
C).CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Non Current Liabilities	**492**	-
Proceeds from Long Term Borrowing (Net)	4,275	(492)
Proceeds from Short Term Borrowing	**(7)**	-
Net Cash used in Financing Activities (C)	**4,760**	**(492)**
Net increase in Cash and cash equivalents (A+B+C)	5	(8)
Cash and Cash equivalents (Previous year)	14	61
Cash and Cash equivalents (Current Year)	(19)	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 GADA CHHEDA & CO. LLP
Chartered Accountants
FRN: W 100059

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

(CA. Ronak P. Gada)
Partner
Membership No. 146825

Vikas Rathi
(Managing Director)
DIN:01188409

Mukesh Bhardwaj
(Whole Time Director)
DIN:01257936

Vinay Rathi
(Chief Financial Officer)
DIN: 00137502

Ankush Vig
(Company Secretary)

Date: 14-08-2025
Place: Chhapraula

RATHI INDUSTRIES LIMITED

Note No.: 1 **Property Plant & Equipment**

(AMOUNT IN RS.)

DESCRIPTION	GROSS VALUE				DEPRECIATION				NET VALUE	
	As at 1.4.2024	Addition during the year	Disposal during the year	Total As at 31.03.2025	Upto 31.03.2024	Provided during the year	Adjustment for earlier years dep.	Total Upto 31.03.2025	As at 31.03.2025	As at 31.03.2024
Land	12,154	4	20	12,138	-	-	-	-	12,138	12,154
Building	338	-	-	338	242	9	-	251	86	95
Plant & Machinary	0	-	-	-	-	-	-	-	-	-
Rolling Mill Rolls	0	-	-	-	-	-	-	-	-	-
Furniture & Fixture	42	-	-	42	33	2	-	36	7	9
Computer	32	-	-	32	29	1	-	30	2	3
Office Equipment	40	1	-	41	37	1	-	38	3	4
Vehicle	429	15	32	411	365	22	30	357	55	64
(A)	13,035	20	52	13,002	706	36	30	712	12,291	12,329
Capital Work in Progı (B)	-	-	-	-	-	-	-	-	-	-
TOTAL (A+B)	**13,035**	**20**	**52**	**13,002**	**706**	**36**	**30**	**712**	**12,291**	12,329
PREVIOUS YEAR - ENDING ON 31.03.2024	18,141	4,695	9,801	13,035	6,836	56	6,187	706	12,330	-

RATHI INDUSTRIES LIMITED

Note No: 2
Investment Property

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2025	As at 31st March, 2024
Investment in Land		4,650	4,887
Total		**4,650**	**4,887**

Note No: 3
Other non-current Assets

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2025	As at 31st March, 2024
Security Deposits		7	7
Pre-operative Expenses		-	-
Other loans and advances		234	-
Advance for Land		-	-
Fradulent Withdrawls A/c		-	-
Insurance Claim Recoverable		-	-
Regulatry Surcharge paid under protest		-	-
Total		**241**	**7**

Note No: 4
Inventories

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2025	As at 31st March, 2024
Raw materials		-	-
Finished goods		-	-
Stock in trade		17	134
Stores and spares		-	-
Stock inTrade Land		3,725	3,993
Stock of Redressal Machinery		-	44
Stock of Dismantle Machinery Scrap		54	115
Oil & Fuel		-	-
Total		**3,796**	**4,287**

Note No: 5
Investment

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2025	As at 31st March, 2024
Investment in Shares and Securities			
Last year 3840000 No. of Fully Paid up Equity Shares of RS.26/- per Each of Rathi Iron Steel Pvt. Ltd.		3,915	998
Total		**3,915**	**998**

RATHI INDUSTRIES LIMITED

Note No: 6
Trade receivables

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2025	As at 31st March, 2024
Trade receivable outstanding for a period exceeding six months from due date			
Unsecured, considered good		86	73
Other trade receivables			
Unsecured, considered good		3,872	5,985
Total		**3,958**	**6,058**

Trade Receivable Aging Schedule:
*Trade Debtors

F.Y. 2024-25

	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	Total
(i) Undisputed Trade receivables considered goods	7,845	86	-	-	7,931
(ii) Undisputed Trade receivables considered doubtful	-	-	-	-	-
(iii) Disputed Trade receivables considered good	-	-	-	-	-
(iv) Disputed Trade receivables considered doubtful	-	-	-	-	-
	7,845	86	-	-	7,931

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	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

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

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2025	As at 31st March, 2024
Bank Balance other than Cash and cash equivalents			
Balances with banks			
In current accounts		9	7
FDRs & RD with scheduled banks			-
Total		**9**	**7**

RATHI INDUSTRIES LIMITED

Note No: 8
Current Tax Assets (Net)

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2025	As at 31st March, 2024
Current Tax Assets (Net)			
TDS on Sale 2024-25		26	-
TDS on Sale 2023-24		-	24
TDS on Sale Receivable 2024-25		-	-
TDS on Royalty 2023-24		-	0
TDS on Royalty 2024-25		0	0
TDS on Rent Received 2023-24		-	24
TDS on Rent Received 2024-25		24	-
TCS on Purchase 2024-25		0	0
TDS on Commission 2024-25		1	-
TDS on Technical Consultancy 2024-25		4	
Income Tax Refund Receivable A/Y 2020-21		3	9
TCS on Electricity Security 2024-25		1	-
TDS on Legal & Professional 2024-25		3	-
TDS Receivable 2023-24		-	11
Total		**63**	**69**

RATHI INDUSTRIES LTD.

Note No: 9
Other Current Assets

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2025	As at 31st March, 2024
Other current assets			
Advances to suppliers and others		33	33
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	43
VAT AY 2015-16		2	3
MAT Credit Entitlement		493	-
Miscellaneous advances		977	855
Total		**1,859**	**1,245**

RATHI INDUSTRIES LIMITED

Note No: 11
Other Equity

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2025	As at 31st March, 2024
(a) Capital reservs			
In respect of Revaluation of Land			
Balance as per last account		15,851	7,315
Add: Addition on revaluation of fixed assets		-	8,537
Less: Utilised for set off against depreciation		104	-
		15,747	15,851
Share Premium		3,919	-
In respect of Mat Entitlement		492	416
Total (a)		**20,158**	**16,267**
(b) Surplus in statement of profit and loss			
Balance as per last finacial statement		6,651	6,265
Add: Addition due to shareholding changes from 38.68% to 99.9%		-	
Investment Revaluation Reserve			-
Add: Net profit for the year as per Statement of profit and loss		457	386
Amount available for appropriation		7,108	6,651
Less: Appropriations:			
Proposed dividend			-
Gratuty and Leave Encashment Set Back		4	
Transfer to Income Tax Ass. Year 2024-25		1	
Provided Deffered Tax Liability for the year 2023-24		-	
Tax on proposed dividend			-
Transfer to general reserve			-
Total (b)		7,113	6,651
Total Other Equity (a + b)		**27,271**	**22,918**

Note No: 12
Borrowings

Particulars				
a) Long-term borrowings				
Secured Term Loan				
i) Vehicle Loans			66	74
Unsecured Loan				
From other than banks			-	-
Total			66	74

Note No: 13
Provisions

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2025	As at 31st March, 2024
Provision for Employee benefits			
Gratuity		18	19
Leave encashment		4	5
Total		**22**	**24**

Note No: 14
Deffered tax liabilities (Net)

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2025	As at 31st March, 2024
Deffered tax liabilities:			
Related to Provision for Employee Benefits		-	-
Related to Depreciation Difference		409	518
Total		**409**	**518**

Note No: 15
Other non- current liabilities

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2025	As at 31st March, 2024
Payable to supplier of capital goods		-	-
Security deposits		2	-
Loans and Advances			
From Related Parties		625	-
From Other than Related Parties		190	213
Total		**817**	**213**

Note No: 16
Borrowings

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2025	As at 31st March, 2024
a) Short-term borrowings (Secured)			
Loans Repayable on demand from banks (Cash credit limit)			
i) From Jammu & Kashmir Bank Ltd.- Delhi.		1	1,774
iii) From South Indian Bank -GZB		-	875
iv) From State Bank of India -GZB		-	-
Unsecured Loan			
From other than banks		-	-
Total		**1**	**2,649**

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, 2025	As at 31st March, 2024
Micro and Small Enterprises		-	-
Others		810	1,107
Total		**810**	**1,107**

Trade Payables Aging Schedule:
*Trade Creditors

F.Y. 2024-25

	Outstanding from due date of payment			
	Less than 1 year	1-2 years	2-3 years	Total
Due to MSME	-	-	-	-
Due to Others	810	-	-	810
Disputed Dues - MSME	-	-	-	-
Disputed Dues - Others	-	-	-	-
	810	-	-	810

F.Y. 2023-24

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

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 confermation 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.

RATHI INDUSTRIES LIMITED

Note No: 18
Other Current liabilities

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2025	As at 31st March, 2024
Advance from customers and others		253	566
Statutory liabilities payable		54	81
Unpaid salaries and other dues		9	12
Miscellaneous expenses payable		8	1,010
Total		**324**	**1,670**

Note No: 19
Provisions

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2025	As at 31st March, 2024
Income Tax		70	77
Total		**70**	**77**

RATHI INDUSTRIES LIMITED

Note No: 20
Revenue from operations

(Amounts in Rs. Lakhs)

Particulars	31st March. 2025	31st March. 2024
Sale of goods (Net of Sales Return)		
Manufactured Goods	-	0
Iron & Steel		0
Sale of goods (Manufecturing on Contract)	37,427	57,300
Other Operating Income		
Fees for Technical Services/Royalty/Consultancy and Management Services		
Corporate Guarantee/Rental Income/Commission	440	240
Sale of goods (Net)	37,867	57,540

Note No: 21
Other Income

(Amounts in Rs. Lakhs)

Particulars	31st March. 2025	31st March. 2024
Interest Income (Gross)		
Fixed deposits with banks	9	1
Others	4	6
	-	
Other non-operating income	-	
Profit on sale of Land	-	59
Profit on sale of Plant & Machinery/ Conversion	-	-
Discount Recd.	28	-
Profit on sale of Vehicle	0	1
Income tax refund ass. Year 2017-18	-	1
Interest recd. On Income Tax Refund	-	2
Miscellaneous income	-	3
Total	**41**	73

Note No: 22
Cost of raw material consumed

(Amounts in Rs. Lakhs)

Particulars	31st March. 2025	31st March. 2024
Opening stock	0	65
Add: purchases	0	0
	0	65
Less: Closing Stock	0	0
Cost of raw material consumed	**0**	65

Note No: 23
Purchases of Goods

(Amounts in Rs. Lakhs)

Particulars	31st March. 2025	31st March. 2024
Goods Purchase under Contract Manufecturing	36,267	55,257
Traded Goods Purchased		0
Total	**36,267**	**55,257**

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

(Amounts in Rs. Lakhs)

Particulars	31st March. 2025	31st March. 2024
Finished goods		
Opening stock	134	457
Less: Closing stock	17	134
	117	323
Stock-in-trade		
Opening stock	0	5
Opening stock Scrap	115	182
Opening stock Refurbish Machinery	45	695
	160	883
Add: Transfer from Store/Inventory	268	58
Total	428	940
Less: Closing stock	0	0
Less: Closing Stock Scrap / Building Rubble	53	115
Less: Closing Stock of Refurbish Machinery		45
Less: Closing stock Dismantle Machinery Parts		0
	53	160
	375	779
Increase of Value of Capital assets on conversion into stock in trade	0	396
Total	**492**	708

Note No: 25
Employee benefits expenses

(Amounts in Rs. Lakhs)

Particulars	31st March. 2025	31st March. 2024
Salaries and wages	95	102
Contribution to provident and other funds	4	5
Staff welfare expenses	0	0
Directors & KMP Remunaration	0	
Total	**99**	107

Note No: 26
Finance costs

(Amounts in Rs. Lakhs)

Particulars	31st March. 2025	31st March. 2024
Interest expenses		
On long term borrowings	0	20
On short term borrowings	223	442
On others	10	37
Other borrowing costs	11	4
Total	**244**	503

Note No: 27
Other expenses

(Amounts in Rs. Lakhs)

Particulars	31st March. 2025	31st March. 2024
Consumption of stores and spare parts	0	8
Power and fuel		0
Rent	9	18
Repairs to:		
Machinery	0	0
Others	2	3
Vehicle Running & Maintenance	9	5
Insurance	2	2
Rates and taxes	9	3
Payments to auditors:		
For statutory audit	3	3
For tax audit	0	0
Payment to cost auditors	1	0
Payment to Internal auditors	0	
Payment to Secretrial auditors	0	0
Miscellaneous expenses	239	273
Commission paid	72	46
Selling expenses	7	96
Total	**353**	457

RATHI INDUSTRIES LIMITED

Note No: 28
Defferred Tax

(Amounts in Rs. Lakhs)

Particulars	31st March. 2025	31st March. 2024
Deffered Tax for the year	110	3
Total	**110**	3

RATHI INDUSTRIES LIMITED

NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS

Note No: 10

Equity share capital		(Amounts in Rs. Lakhs)
Authorised share capital	**Number of shares**	**Amount (Rs.)**
As at April 1, 2023	70,00,000	700.00
Increase/(decrease) during the year	-	-
At March 31, 2024	**70,00,000**	**700.00**
As at April 1, 2024	70,00,000	700.00
Increase/(decrease) during the year	55,00,000	550.00
At March 31, 2025	**1,25,00,000**	**1,250.00**
Issued equity share capital	**Number of shares**	**Amount (Rs.)**
Equity shares of INR 10 each issued, subscribed and fully paid.		
As at April 1, 2023	64,60,000	646.00
Issue of shares during the year	-	-
At March 31, 2024	**64,60,000**	**646.00**
As at April 1, 2024	64,60,000	646.00
Conversion of warrants into equity shares during the year	35,62,900	356.29
At March 31, 2025	**1,00,22,900**	**1,002.29**

(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, 2025**		**As at 31st March, 2024**	
	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	35,62,900	356	-	-
Less: Shares bought back	-	-	-	-
Outstanding at the end of the reporting year	1,00,22,900	1,002	64,60,000	646

(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, 2025**		**As at 31st March, 2024**	
	No.of Shares held	**% of holding**	**No.of Shares held**	**% of holding**
MAHAVIRA ENTERPRISES	890400	8.88	-	-
SHANKAR SUVAN ASSOCIATES	865000	8.63	-	-
KESHRI NANDAN AND COMPANY	840500	8.39	-	-
PREM RATAN RATHI *	634900	6.33	634900	7.89
RAGHAV OVERSEAS PVT LTD	560600	5.59	561500	8.69
COMERO TRADING & INVESTMENT PVT. LTD.	435000	4.34	435000	6.73
GHAZIABAD MARBLES & MACH. MFG. PVT. LTD.	430000	4.29	430000	6.66
GLACE TRADING & INVESTMENT PVT. LTD.	411000	4.10	411000	6.36
JAGDAMBA MARBLES LTD.	405000	4.04	425000	6.58

Details of shares held by promoters**
As at March 31, 2025

Promoter Name	No. of Shares at the beginning of the year	Change during the year	No. of Shares at the end of the year	% of total Shares	% Change during the year***
PREM RATAN RATHI	6,34,900	-	6,34,900	6.33%	-
VIKAS RATHI	3,18,200	-	3,18,200	3.18%	-
VINAY RATHI	2,24,300	-	2,24,300	2.24%	-
VINAY RATHI HUF	2,03,800	-	2,03,800	2.03%	-
RAGHAV RATHI	1,57,400	1,61,000	3,18,400	3.18%	0.74%
VIKAS RATHI HUF	1,08,900	-	1,08,900	1.09%	-
SUJATA RATHI	1,02,500	-	1,02,500	1.02%	-
RIDDHI RATHI #	91,600	-	91,600	0.91%	-
VAIBHAV RATHI	82,500	1,61,000	2,43,500	2.43%	1.15%
KANIKA	41,700	-	41,700	0.42%	-
Total	**19,65,800**	**3,22,000**	**22,87,800**	**22.83%**	**1.89%**

Details of shares held by promoters**
As at March 31, 2024

Promoter Name	No. of Shares at the beginning of the year	Change during the year	No. of Shares at the end of the year	% of total Shares	% Change during the year***
PREM RATAN RATHI	6,34,900	-	6,34,900	9.83%	-
VIKAS RATHI	3,18,200	-	3,18,200	4.93%	-
VINAY RATHI	2,24,300	-	2,24,300	3.47%	-
VINAY RATHI HUF	2,03,800	-	2,03,800	3.15%	-
RAGHAV RATHI	1,57,400	-	1,57,400	2.44%	-
VIKAS RATHI HUF	1,08,900	-	1,08,900	1.69%	-
SUJATA RATHI	1,02,500	-	1,02,500	1.59%	-
RIDDHI RATHI	91,600	-	91,600	1.42%	-
VAIBHAV RATHI	82,500	-	82,500	1.28%	-
KANIKA	41,700	-	41,700	0.65%	-
Total	**19,65,800**		**19,65,800**	**30.45%**	

* Equity shares held by Late Mr. Prem Ratan Rathi were transmitted to his legal heirs in accordance with applicable laws and procedures after 31 March 2025. Since this transmission occurred after the reporting date, it is a non-adjusting event as defined under Ind AS 10, and has accordingly not been recognized in the financial statements for the year ended 31 March 2025. However, appropriate effect will be given in the records of the subsequent period.

** Promoter here means promoter as defined in the Companies Act, 2013.

*** Percentage change shall be computed with respect to the percentage of shareholding at the end and beginning of the year.

Equity shares held by Late Mrs. Riddhi Rathi were transmitted to her legal heirs in accordance with applicable laws and procedures after 31 March 2025. Since this transmission occurred after the reporting date, it is a non-adjusting event as defined under Ind AS 10, and has accordingly not been recognized in the financial statements for the year ended 31 March 2025. However, appropriate effect will be given in the records of the subsequent period.

NOTE No. 29
(NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025)

(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. 4,56,84,584/- 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.

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 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.

(IV) 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.

(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.

(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.

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.

(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.)**	
	2024-25	**2023-24**
Employer’s Contribution to Provident Fund	**8,020**	**17,759**

Employer's Contribution to Family Pension Scheme	**17,668**	**24,053**
Employer's Contribution to ESI	**4,383**	**8,787**

(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.)	
	2024-25	**2023-24**
Gratuity	**18,14,757**	**19,32,804**
Leave Encashment Benefit	**3,72,069**	**5,14,349**

(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

Particulars		(Amount in Rs.)
	2024-25	**2023-24**
Net Profit/(Loss) as per Profit & Loss Account	**4,56,84,584**	**385,84,689**
Number of Equity shares	**100,22,900**	**64,60,000**
Basic E.P.S. (In Rs.)	**7.07**	**5.97**
Diluted E.P.S. (In Rs.)	**7.07**	**5.97**

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.

(VII) Particulars of Consumption of Raw Materials and Stores

Particulars	2024-25		2023-24	
	Value (Rs.)	**%**	Value (Rs.)	**%**
Raw Materials				
i) Indigenous	--	--	**6,471,248**	100
ii) Imported	--	--	0	0
Total	--	--	**6,471,248**	100
Stores				
i) Indigenous	--	--	**7,50,000**	100
ii) Imported	--	--	0	0
Total	--	--	**7,50,000**	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

(i)Vinay Rathi (Director & CFO)
(ii)Vikas Rathi (Managing Director)
(iii) Mukesh Bhardwaj (Whole Time Director)
(iv) Ankush Vij (Company Secretary)

Relatives of Key Managerial Personnel

(i) Vaibhav Rathi
(ii) Raghav Rathi
(iii) Sujata Rathi
(iv) Shardha Rathi
(v) Vaibhav Rathi HUF
(v) Vinay Rathi HUF

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

(i) Rathi Iron Steel Pvt. Ltd
(ii) 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 31.03.2025 is Nil.

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

Particulars	Year Ended 31-03-2025 (Rs.,000)	Year Ended 31-03-2024 (Rs.,000)
Key Managerial Personnel		
Directors Remuneration	4260	5820
Rent Paid	600	600
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	64640	10203
Purchase of Goods RATHI IRON STEEL PVT LTD	263683	904216
Machinery Sale to RATHI IRON STEEL PVT LTD	4324	4923
Loan Accepted COMERO TRADING	NIL	NIL
Repayment of Loan	--	--
Relatives of Key Managerial Personnel		

Loan accepted outstanding		
Raghav Rathi	35110	--
Vaibhav Rathi	27355	--
Rent paid	--	--
Interest on Loan	--	--
Salary Paid	1845	2160
Expenses paid (Commission)	1672	960
Outstanding balances at the Year end		
Vinay Rathi, Director	--	---
Vikas Rathi Director	---	---

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

Particulars	Numerator	Denominator	Year ended 31.03.2025	Year ended 31.03.2024
Current Ratio	Current Assets	Current Liabilities	4.95	1.97
Debt Equity Ratio	Long term debt	Shareholders' Equity	0.23	0.87
Debt Service Coverage Ratio	EBITDA	Interest Expense + Principal repayments	2.85	3.03
Return on Equity Ratio	PAT	Average Share Holders' Equity	0.18	0.59
Inventory turnover Ratio	Cost of Sales	Average Inventory	--	0.23
Trade Receivable Turnover Ratio	Net Credit Sales	Average Trade Receivables	9.58	10.52
Trade Payable Turnover Ratio	Net Credit Purchases	Average Trade Payables	45.25	50.18
Net Capital Turnover Ratio	Net Sales	Working Capital	9.94	20.02
Net Profit Ratio	PAT	Total Income	1.21	0.67
Return on capital Employ	EBIT(Excluding other Income)	Capital Employed	2.34	3.76
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 GADA CHHEDA & CO. LLP
Chartered Accountants
FRN: W100059

(CA. RONAK P. GADA)	**Mukesh Bhardwaj**	**Vikas Rathi**
Partner	(Whole Time Director)	(Managing Director)
Membership No. 146825	DIN: 01257936	DIN: 01188409
Place: Chhapraula	**Vinay Rathi**	**Ankush Vig**
Date: 14th August, 2025	(Chief Financial Officer)	(Company Secretary)

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 subsidiary (the Holding Company and its subsdiary together referred to as the 'Group') comprising of the consolidated Balance sheet as at 31 March 2025, 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 subsidiary, 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 subsdiary as at 31 March 2025, 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 subsidiary 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 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 subsidiary 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 subsidiary 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 subsidiary 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 subsidiary 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 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 subsidiary 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 subsidiary 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 subsidiary 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.

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 2025 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 subsidiary 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 subsidiary 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 subsidiary, 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.
(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 2025 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 subsidiary company, none of the directors of the Group's companies, incorporated in India, is disqualified as on 31 March 2025 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 subsidiary 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 subsidiary, 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 subsidiary 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 2025;

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 subsidiary company incorporated in India during the year ended 31 March 2025.

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;

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 subsidiary, 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 Gada Chheda & CO. LLP
(Chartered Accountants)
FRN: W100059

(CA. Ronak P. Gada)
(Partner)
M. No. 146825

Place: Chhapraula
Date: 14th August, 2025

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 2025, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary (the Holding Company and its subsidiary 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.

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 2025, 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.

Other matters

In our opinion, the Company and its subsidiary 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, 2025, 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 Gada Chheda & CO. LLP
(Chartered Accountants)
FRN: W100059

(CA. Ronak P. Gada)
(Partner)
M. No. 146825

Place: Chhapraula
Date: 14th August, 2025

RATHI INDUSTRIES LTD.

RATHI INDUSTRIES LIMITED
CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2025

(Amounts in Rs. Lakhs)

Particulars	Note No.	As at 31st March, 2025	As at 31st March, 2024
ASSETS			
1. Non-current Assets			
(i) Property Plant and Equipment	1	16,413	14,046
(ii) Capital work-in-progress		75	
(iii) Investment Property	2	4,650	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	358	50
Total Non-Current Assets (A)		**21,496**	18,983
2. Current assets			
(i) Inventories	4	6,832	4,953
(ii) Financial Assets			
(a) Investments	5	-	-
(b) Trade receivables	6	7,931	6,972
(c) Cash and Cash Equivalents		21	7
(d) Bank Balances other than cash & cash	7	53	7
(e) Loans		-	-
(f) Other Financial assets		-	-
(iii) Current Tax Assets (Net)	8	96	78
(iv) Other Current Assets	9	3,394	1,945
Total Current Assets (B)		**18,327**	13,962
Total Assets (A+B)		**39,823**	32,945
EQUITY AND LIABILITIES			
Equity			
a) EquityShare capital	10	1,002	646
b) Other Equity	11	26,845	23,063
Total Equity		**27,847**	23,709
Liabilities			
1. Non-current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	12	2,719	74
(b) Provisions		22	24
(c) Defferred Tax Liabilities (Net)	14	443	592
(d) Other Non- Current Liabilities	15	1,214	407
Total Non-Current Liabilities		**4,398**	1,097
2. Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	16	2,636	4,376
(ii) Trade Payables	17	3,503	1,676
(iii) Other Financial Liabilities		-	-
(b) Other Current Liabilities	18	1,291	2,010
(c) Provisions	19	148	77
(d) Current Tax Liabilities (Net)		-	-
Total Current Liabilities		**7,578**	8,139
Total Equity and Liabilities		**39,823**	32,945

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 GADA CHHEDA & CO. LLP
Chartered Accountants
FRN: W 100059

(CA. Ronak P. Gada)
Partner
Membership No. 146825

Date: 14-08-2025
Place: Chhapraula

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

Vikas Rathi
(Managing Director)
DIN:01188409

Mukesh Bhardwaj
(Whole Time Director)
DIN:01257936

Vinay Rathi
(Chief Financial Officer)
DIN: 00137502

Ankush Vig
(Company Secretary)

RATHI INDUSTRIES LTD.

RATHI INDUSTRIES LIMITED

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2025

(Amounts in Rs. Lakhs)

Particulars	Note No.	Year ended 31st March,2025	Year ended 31st March,2024
REVENUE			
Revenue from operations	20	89,177	69,706
Other income	21	65	125
Total revenues (I+II)		**89,242**	69,831
EXPENSES			
Cost of raw material consumed	22	41,114	9,762
Purchase of stock-in-trade	23	42,169	57,212
Changes in inventories of finished goods and stock in trade	24	945	602
Employee benefits expenses	25	440	162
Finance costs	26	521	579
Depreciation and amortization expenses		576	143
Other expenses	27	2,592	953
Total expenses (IV)		**88,357**	**69,413**
Profit/(loss) before exceptional and tax		885	418
Share of Profit/(Loss) of Associates			
Exceptional items			-
Profit/(loss) before tax		885	418
Add. Defferred Tax	28	76	69
Tax Expenses			
Current Tax		148	76
Profit/(loss) for the period from continuing opertaions		**813**	**273**
Profit/(loss) from discontined opertaions		-	-
Tax Expenses from discontined opertaions		-	-
Profit/(loss) from discontined opertaions		-	-
Profit /(loss) for the period		813	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		-	-
B(i) Items that will be reclassified to profit or loss		-	-
(ii) Income Tax relating to items that will be reclassified to		-	-
Total Comprehensive Income for the period comprising Profit(Loss) and Other Comprehensive Income for the Period		813	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	5.98
2. Diluted		0.00	5.98

As per our report of even date attached .
For GADA CHHEDA & CO. LLP
Chartered Accountants
FRN: W 100059

(CA. Ronak P. Gada)
Partner
Membership No. 146825

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

Vikas Rathi
(Managing Director)
DIN:01188409

Mukesh Bhardwaj
(Whole Time Director)
DIN:01257936

Date: 14-08-2025
Place: Chhapraula

Vinay Rathi
(Chief Financial Officer)
DIN: 00137502

Ankush Vig
(Company Secretary)

RATHI INDUSTRIES LIMITED

COSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD ENDED 31st March, 2025

(Amounts in Rs. Lakhs)

Particulars	FOR THE YEAR ENDED	
	31.03.2025	31.03.2024
A) CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before taxation and extraordinary items	813	273
Add:Adjustment for :		
Depreciation	577	143
Financial Charges	521	579
(Profit) / Loss on sale of Vehicle	(17)	(1)
Operating Profit before working capital Changes	**1,893**	994
Adjustment for change in Working Capital	(4,812)	(1,077)
Financial Charges	(521)	(579)
Cash Flow before extra ordinary items	(3,440)	(662)
Prior year adjustments :	76	416
Mat Credit Entitlement		
Net Cash from Operating Activities (A)	(3,364)	(246)
B).CASH FLOW FROM INVESTING ACTIVITIES		
(Purchase) & Sale of Fixed Assets (Net)	(2,161)	(2,883)
Funds inflow from Non- Current Assets	(308)	134
(Purchase) & Sale of Investments (Net)	237	(4,539)
Increase in the value of Land on its revaluation	-	8,452
Preliminery expenses paid	-	-
Net Cash used in Investing Activities (B)	**(2,232)**	**1,164**
C).CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Non Current Liabilities	**656**	(347)
Proceeds from Long Term Borrowing (Net)	2,591	(952)
Proceeds from other equity -Share Premium	2,410	342
Proceeds from Equity	356	
Proceeds from Short Term Borrowing	-	-
Net Cash used in Financing Activities (C)	**5,657**	**(957)**

Net increase in Cash and cash equivalents (A+B+C)	61	(39)
Cash and Cash equivalents (Previous year)	13	52
Cash and Cash equivalents (Current Year)	74	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 GADA CHHEDA & CO. LLP
Chartered Accountants
FRN: W 100059

(CA. Ronak P. Gada)
Partner
Membership No. 146825

Date: 14-08-2025
Place: Chhapraula

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

Vikas Rathi
(Managing Director)
DIN:01188409

Mukesh Bhardwaj
(Whole Time Director)
DIN:01257936

Vinay Rathi
(Chief Financial Officer)
DIN: 00137502

Ankush Vig
(Company Secretary)

RATHI INDUSTRIES LTD.

Note No.: 1 **Property Plant & Equipment**

AMOUNT IN RS. In Lacs

DESCRIPTION	GROSS VALUE				DEPRECIATION				NET VALUE	
	As at 1.4.2024	**Addition during the year**	**Disposal during the year**	**Total As at 31.03.2025**	**Upto 31.03.2024**	**Provided during the year**	**Adjustment for earlier years dep.**	**Total Upto 31.03.2025**	**As at 31.03.2025**	As at 31.03.2024
Land	12,260	4	48	12,216	-	-	-	-	12,216	12,195
Building	656	64		720	285	38		323	397	202
Plant & Machinary	3,753	1,009	365	4,396	290	451	42	699	3,697	1,346
Rolling Mill Rolls	81	28	11	99	58	34	0	92	7	10
Furniture & Fixture	43	-	-	43	33	2	-	35	8	9
Computer	33	1	-	34	30	2		32	2	3
Office Equipment	41	3	-	44	38	2		40	4	4
Vehicle	551	15	90	476	409	46	60	395	81	94
(A)	17,418	1,124	514	18,028	1,142	576	102	1,616	**16,413**	13,862
Capital Work in Progres **(B)**	473	611	1,009	75	-	-	-	-	**75**	184
TOTAL (A+B)	**17,891**	**1,735**	**1,523**	**18,104**	**1,142**	**576**	**102**	**1,616**	**16,488**	14,046
PREVIOUS YEAR - ENDING ON 31.03.2024	19,644	5,497	10,221	14,920	6,917	143	6,186	873	14,046	12,727

RATHI INDUSTRIES LIMITED

Note No: 2
Investment Property

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2025	RIL	RISPL	As at 31st March, 2024
Investment in Land		4,650	4,650	-	4,887
Total		4,650	4,650	-	4,887

Note No: 3
Other non-current Assets

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2025			As at 31st March, 2024
Security Deposits		124	7	117	50
Pre-operative Expenses		-	-	-	-
Other loans and advances		234	234	-	-
Advance for Land		-	-	-	-
Fradulent Withdrawls A/c		-	-	-	-
Insurance Claim Recoverable		-	-	-	-
Regulatry Surcharge paid under protest		-	-	-	-
Total		358	241	117	50

Note No: 4
Inventories

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2025			As at 31st March, 2024
Raw materials		2,431	-	2,431	249
Finished goods		445	-	445	353
Stock in trade		- 51	17	34	143
Stores and spares		42	-	42	16
Stock inTrade Land		3,725	3,725		3,993
Stock of Redressal Machinery		77	-	77	44
Stock of Dismantle Machinery Scrap		54	54		115
Oil & Fuel		7	-	7	39
Total		6,832	3,796	3,036	4,953

Note No: 5
Investment

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2025			As at 31st March, 2024
Investment in Shares and Securities		4,103	3,915	188	-
Total		4,103	3,915	188	-

RATHI INDUSTRIES LIMITED

Note No: 6
Trade receivables

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2025			As at 31st March, 2024
Trade receivable outstanding for a period exceeding six months from due date					
Unsecured, considered good		86	86	-	73
Other trade receivables					
Unsecured, considered good		7,845	3,872	3,973	6,899
Total		7,931	3,958	3,973	6,972

Trade Receivable Aging Schedule:
*Trade Debtors

F.Y. 2024-25

	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	7,845	86	-	-		7,931
(ii) Undisputed Trade receivables considered doubtful	-	-	-	-		-
(iii) Disputed Trade receivables considered good	-	-	-	-		-
(iv) Disputed Trade receivables considered doubtful	-	-	-	-		-
	7,845	86	-	-	-	7,931

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	6,899	73	-	-		6,972
(ii) Undisputed Trade receivables considered doubtful	-	-	-	-		-
(iii) Disputed Trade receivables considered good	-	-	-	-		-
(iv) Disputed Trade receivables considered doubtful	-	-	-	-		-
	6,899	73	-	-	-	6,972

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

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2025			As at 31st March, 2024
Bank Balance other than Cash and cash equivalents					
Balances with banks					
In current accounts		53	9	44	7
FDRs & RD with scheduled banks					-
Total		**53**	**9**	**44**	**7**

RATHI INDUSTRIES LIMITED

Note No: 8
Current Tax Assets (Net)

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2025			As at 31st March, 2024
Current Tax Assets (Net)					
TDS on Sale 2024-25		48	26	22	-
TDS on Sale 2023-24		2	-	2	31
TDS on Sale 2022-23					2
TDS on Sale Receivable 2024-25		8	-	8	-
TDS on Royalty 2023-24		-	-		0
TDS on Royalty 2024-25		0	0		0
TDS on Rent Received 2023-24		-	-		24
TDS on Rent Received 2024-25		24	24		-
TCS on Purchase 2024-25		0	0		0
TDS on Commission 2024-25		1	1		-
TDS on Technical Consultancy 2024-25		4	4		
Income Tax Refund Receivable A/Y 2020-21		3	3		9
TCS on Electricity Security 2024-25		2	1	1	-
TDS on Legal & Professional 2024-25		3	3		-
TDS Receivable 2023-24		-	-		11
Total		**96**	**63**	**33**	**78**

Note No: 9
Other Current Assets

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2025			As at 31st March, 2024
Other current assets					
Advances to suppliers and others		980	33	947	428
Pre Deposit IGST Demand Under appeal		9	9	-	9
Pre Deposit CGST Demand Under appeal		151	151	-	151
Pre Deposit SGST Demand Under appeal		151	151	-	151
Cenvat,Vat, Gst and other taxes / duties		285	43	242	292
VAT AY 2015-16		2	2	-	3
MAT Credit Entitlement		493	493	-	-
Miscellaneous advances		1,323	977	346	911
Total		**3,394**	**1,859**	**1,535**	**1,945**

RATHI INDUSTRIES LIMITED

NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS

Note No: 10

Equity share capital		**(Amounts in Rs. Lakhs)**
Authorised share capital	**Number of shares**	**Amount (Rs.)**
As at April 1, 2023	70,00,000	700.00
Increase/(decrease) during the year	-	-
At March 31, 2024	**70,00,000**	**700.00**
As at April 1, 2024	70,00,000	700.00
Increase/(decrease) during the year	55,00,000	550.00
At March 31, 2025	**1,25,00,000**	**1,250.00**
Issued equity share capital	**Number of shares**	**Amount (Rs.)**
Equity shares of INR 10 each issued, subscribed and fully paid.		
As at April 1, 2023	64,60,000	646.00
Issue of shares during the year	-	-
At March 31, 2024	**64,60,000**	**646.00**
As at April 1, 2024	64,60,000	646.00
Conversion of warrants into equity shares during the year	35,62,900	356.29
At March 31, 2025	**1,00,22,900**	**1,002.29**

(Amounts in Rs. Lakhs)

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

Particulars	**As at 31st March, 2025**		**As at 31st March, 2024**	
	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	35,62,900	356	-	-
less :Shares bought back	-	-	-	-
Outstanding at the end of the reporting year	1,00,22,900	1,002	64,60,000	646

(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

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

Name of shareholders	**As at 31st March, 2025**		**As at 31st March, 2024**	
	No.of Shares held	**% of holding**	**No.of Shares held**	**% of holding**
MAHAVIRA ENTERPRISES	890400	8.88	-	-
SHANKAR SUVAN ASSOCIATES	865000	8.63	-	-
KESHRI NANDAN AND COMPANY	840500	8.39	-	-
PREM RATAN RATHI *	634900	6.33	634900	7.89
RAGHAV OVERSEAS PVT LTD	560600	5.59	561500	8.69
COMERO TRADING & INVESTMENT PVT. LTD.	435000	4.34	435000	6.73
GHAZIABAD MARBLES & MACH. MFG. PVT. LTD.	430000	4.29	430000	6.66
GLACE TRADING & INVESTMENT PVT. LTD.	411000	4.10	411000	6.36
JAGDAMBA MARBLES LTD.	405000	4.04	425000	6.58

Details of shares held by promoters**
As at March 31, 2025

Promoter Name	No. of Shares at the beginning of the year	Change during the year	No. of Shares at the end of the year	% of total Shares	% Change during the year***
PREM RATAN RATHI	6,34,900	-	6,34,900	6.33%	-
VIKAS RATHI	3,18,200	-	3,18,200	3.18%	-
VINAY RATHI	2,24,300	-	2,24,300	2.24%	-
VINAY RATHI HUF	2,03,800	-	2,03,800	2.03%	-
RAGHAV RATHI	1,57,400	1,61,000	3,18,400	3.18%	0.74%
VIKAS RATHI HUF	1,08,900	-	1,08,900	1.09%	-
SUJATA RATHI	1,02,500	-	1,02,500	1.02%	-
RIDDHI RATHI #	91,600	-	91,600	0.91%	-
VAIBHAV RATHI	82,500	1,61,000	2,43,500	2.43%	1.15%
KANIKA	41,700	-	41,700	0.42%	-
Total	**19,65,800**	**3,22,000**	**22,87,800**	**22.83%**	**1.89%**

Details of shares held by promoters**
As at March 31, 2024

Promoter Name	No. of Shares at the beginning of the year	Change during the year	No. of Shares at the end of the year	% of total Shares	% Change during the year***
PREM RATAN RATHI	6,34,900	-	6,34,900	9.83%	-
VIKAS RATHI	3,18,200	-	3,18,200	4.93%	-
VINAY RATHI	2,24,300	-	2,24,300	3.47%	-
VINAY RATHI HUF	2,03,800	-	2,03,800	3.15%	-
RAGHAV RATHI	1,57,400	-	1,57,400	2.44%	-
VIKAS RATHI HUF	1,08,900	-	1,08,900	1.69%	-
SUJATA RATHI	1,02,500	-	1,02,500	1.59%	-
RIDDHI RATHI	91,600	-	91,600	1.42%	-
VAIBHAV RATHI	82,500	-	82,500	1.28%	-
KANIKA	41,700	-	41,700	0.65%	-
Total	**19,65,800**		**19,65,800**	**30.45%**	**-**

* Equity shares held by Late Mr. Prem Ratan Rathi were transmitted to his legal heirs in accordance with applicable laws and procedures after 31 March 2025. Since this transmission occurred after the reporting date, it is a non-adjusting event as defined under Ind AS 10, and has accordingly not been recognized in the financial statements for the year ended 31 March 2025. However, appropriate effect will be given in the records of the subsequent period.

** Promoter here means promoter as defined in the Companies Act, 2013.

*** Percentage change shall be computed with respect to the percentage of shareholding at the end and beginning of the year.

Equity shares held by Late Mrs. Riddhi Rathi were transmitted to her legal heirs in accordance with applicable laws and procedures after 31 March 2025. Since this transmission occurred after the reporting date, it is a non-adjusting event as defined under Ind AS 10, and has accordingly not been recognized in the financial statements for the year ended 31 March 2025. However, appropriate effect will be given in the records of the subsequent period.

RATHI INDUSTRIES LIMITED

Note No: 11
Other Equity

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2025			As at 31st March, 2024
(a) Capital reservs					
In respect of Revaluation of Land					
Balance as per last account		15,851	15,851		7,315
Add: Addition on revaluation of fixed assets		-	-		8,537
Less: Utilised for set off against depreciation		104	104		-
		15,747	15,747		15,851
Share Premium		6,489	3,919	2,570	342
In respect of Mat Entitlement		492	492		416
Total (a)		**22,728**	**20,158**	**2,570**	**16,609**
(b) Surplus in statement of profit and loss					
Balance as per last finacial statement		6,453	6,651	(198)	6,145
Add: Addition due to shareholding changes from 38.68% to 99.9%		(403)	-	**(403)**	
Investment Revaluation Reserve		91		91	35
Add: Net profit for the year as per Statement of profit and loss		815	457	358	273
		-			
Amount available for appropriation		6,956	7,108	-152	6,454
Less: Appropriations:		-			
Proposed dividend		-			-
Gratuty and Leave Encashment Set Back		4	4		
Transfer to Income Tax Ass. Year 2024-25		1	1		
Provided Deffered Tax Liability for the year 2023-24		190	-	190	
Tax on proposed dividend		-			-
Transfer to general reserve		-			-
Total (b)		6,961	7,113	38	6,454
Total Other Equity (a + b)		**29,689**	**27,271**	**2,607**	**23,063**

Note No: 12
Borrowings

(Amount in Rs.)

Particulars			As at 31st March, 2025		As at 31st March, 2024	
a) Long-term borrowings						
Secured Term Loan						
i) Vehicle Loans			30	23	7	74
Unsecured Loan						
From other than banks			2,635	-	2,635	-
Total			2,665	23	2,642	74

Note No: 13
Provisions

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2025			As at 31st March, 2024
		`			`
Provision for Employee benefits					
Gratuity		18	18	-	19
Leave encashment		4	4	-	5
Total		**22**	**22**	**-**	**24**

Note No: 14
Deffered tax liabilities (Net)

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2025			As at 31st March, 2024
Deffered tax liabilities:					
Related to Provision for Employee Benefits		-	-	-	-
Related to Depreciation Difference		443	409	34	592
Total		**443**	**409**	**34**	**592**

RATHI INDUSTRIES LTD.

Note No: 15
Other non- current liabilities

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2025			As at 31st March, 2024
Payable to supplier of capital goods		397	-	397	73
Security deposits		2	2	-	-
Loans and Advances					
From Related Parties		625	625	-	121
From Other than Related Parties		190	190	-	213
Total		**1,214**	**817**	**397**	**407**

Note No: 16
Borrowings

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2025			As at 31st March, 2024
a) Short-term borrowings (Secured)					
Vehicle Loan		54	43	11	32
b) Loans Repayable on demand from banks					
(Cash credit limit)					
i) From Jammu & Kashmir Bank Ltd.- Delhi.		1	1	-	1,774
iii) From South Indian Bank -GZB		-	-	-	875
iv) From State Bank of India -GZB		2,635	-	2,635	990
Unsecured Loan					
From other than banks		-	-	-	705
Total		**2,690**	**44**	**2,646**	**4,376**

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, 2025			As at 31st March, 2024
Micro and Small Enterprises		625	-	625	-
Others		2,878	810	2,068	1,676
Total		**3,503**	**810**	**2,693**	**1,676**

Trade Payables Aging Schedule:
*Trade Creditors

F.Y. 2024-25 — **Outstanding from due date of payment**

	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Due to MSME	625	-	-	-	625
Due to Others	2,878	-	-	-	2,878
Disputed Dues - MSME	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-
	3,503	-	-	-	3,503

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	1,676	-	-	-	1,676
Disputed Dues - MSME	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-
	1,676	-	-	-	1,676

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 confermation 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, 2025			As at 31st March, 2024
Advance from customers and others		1,129	253	876	867
Statutory liabilities payable		70	54	16	86
Unpaid salaries and other dues		32	9	23	22
Miscellaneous expenses payable		60	8	52	1,035
Total		**1,291**	**324**	**967**	**2,010**

Note No: 19

Provisions

(Amounts in Rs. Lakhs)

Particulars		As at 31st March, 2025			As at 31st March, 2024
Income Tax		148	70	78	77
Total		**148**	**70**	**78**	**77**

RATHI INDUSTRIES LIMITED

Note No: 20
Revenue from operations

(Amounts in Rs. Lakhs)

Particulars	31st March.	RIL	RISPL	31st March. 2024
Sale of goods (Net of Sales Return)				
Manufactured Goods	45379		45379	10613
Iron & Steel	5931		5,931	0
Sale of goods (Manufecturing on Contract)	37427	37,427		58,853
Other Operating Income				
Fees for Technical Services/Royalty/Consultancy and Management Services				
Corporate Guarantee/Rental Income/Commission	440	440	0	240
	0			
Sale of goods (Net)	**89,177**	37,867	51,310	69,706

Note No: 21
Other Income

(Amounts in Rs. Lakhs)

Particulars	31st March.			31st March. 2024
Interest Income (Gross)				
Fixed deposits with banks	9	9	-	1
Others	4	4	-	6
	-	-	-	
Other non-operating income	-	-	-	
Profit on sale of Land	-	-	-	59
Profit on sale of Plant & Machinery/ Conversion	-	-	-	-
Discount Recd.	28	28	-	-
Profit on sale of Vehicle	17	0	17	1
Income tax refund ass. Year 2017-18	0	-	-	1
Interest recd. On Income Tax Refund	1	-	1	2
Miscellaneous income	6	-	6	55
Total	**65**	**41**	**24**	125

Note No: 22
Cost of raw material consumed

(Amounts in Rs. Lakhs)

Particulars	31st March.			31st March. 2024
Opening stock	640	0	640	220
Add: purchases	42,905	0	42,905	9,791
	43,545	0	43,545	10,011
Less: Closing Stock	2,431	0	2,431	249
Cost of raw material consumed	**41,114**	**0**	**41,114**	9,762

Note No: 23
Purchases of Goods

(Amounts in Rs. Lakhs)

Particulars	31st March.			31st March. 2024
Goods Purchase under Contract Manufecturing	36,267	36,267	-	55,257
Traded Goods Purchased	5,902		5,902	1,955
Total	**42,169**	**36,267**	**5,902**	**57,212**

Note No: 24

Changes in inventories of finished goods and stock in trade

(Amounts in Rs. Lakhs)

Particulars	31st March.			31st March. 2024
Finished goods				
Opening stock	1,043	134	909	711
Less: Closing stock	461	17	444	487
	582	117	465	224
Stock-in-trade				
Opening stock	22	0	22	5
Opening stock Scrap	115	115	-	182
Opening stock Refurbish Machinery	45	45	-	695
	182	160	22	883
Add: Transfer from Store/Inventory	268	268		58
Total	450	428	22	940
Less: Closing stock	34	0	34	8
Less: Closing Stock Scrap / Building Rubble	53	53		115
Less: Closing Stock of Refurbish Machinery	0			44
Less: Closing stock Dismantle Machinery Parts	0			0
	87	**53**	**34**	167
	363	375	-12	773
Increase of Value of Capital assets on conversion into stock in trade		-		396
Total	**945**	**492**	**453**	602

Note No: 25

Employee benefits expenses

(Amounts in Rs. Lakhs)

Particulars	31st March.			31st March. 2024
Salaries and wages	309	95	214	151
Contribution to provident and other funds	25	4	21	11
Staff welfare expenses	-	-	-	-
Directors & KMP Remunaration	105	-	105	
Total	**439**	**99**	**340**	162

Note No: 26

Finance costs

(Amounts in Rs. Lakhs)

Particulars	31st March.			31st March. 2024
Interest expenses				
On long term borrowings	5	0	5	20
On short term borrowings	492	223	269	515
On others	10	10		40
Other borrowing costs	14	11	3	4
Total	**521**	**244**	**277**	579

Note No: 27
Other expenses

(Amounts in Rs. Lakhs)

Particulars	31st March.			31st March. 2024
Consumption of stores and spare parts	155	0	155	36
Power and fuel	1,815		1,815	428
Rent	13	9	4	19
Repairs to:				
Machinery	26	0	26	2
Others	3	2	1	3
Vehicle Running & Maintenance	9	9		5
Insurance	7	2	5	4
Rates and taxes	9	9		3
Payments to auditors:				
For statutory audit	4	3	1	3
For tax audit	0	0	0	0
Payment to cost auditors	1	1	0	0
Payment to Internal auditors	0	0	0	
Payment to Secretrial auditors	1	0	1	0
Miscellaneous expenses	346	239	107	292
Commission paid	132	72	60	57
Selling expenses	71	7	64	101
Total	**2,592**	**353**	**2,239**	953

RATHI INDUSTRIES LIMITED

Note No: 28
Defferred Tax

(Amounts in Rs. Lakhs)

Particulars	31st March.			31st March. 2024
Deffered Tax for the year	144	110	34	69
Total	**144**	**110**	**34**	69

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