The First, A&B Wing, 9th Floor, Behind Keshav Baug Party Plot, Vastrapur, Ahmedabad - 380 015,

Gujarat, India

Phone: +9179 2960 1200/1/2 Fax : +91 79 2960 1210 eMail:info@ratnamani.com





August 28, 2024

BSE Ltd.

Corporate Relationship Department 1<sup>st</sup> Floor, New Trading Ring, Rotunda Building, P. J. Tower, Dalal Street, Fort, Mumbai - 400 001

Company Code: 520111

National Stock Exchange of India Ltd.

"Exchange Plaza", 5th Floor, Bandra - Kurla Complex, Bandra (E),

Mumbai - 400 051

Company code: RATNAMANI

Subject: Voting Results as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Scrutinizer's Report of the 40th Annual General Meeting

Dear Sir/Madam.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirments) Regulations, 2015, we herewith submit the Voting results of the 40th Annual General Meeting of the Company held on Tuesday, August 27, 2024 through Video Conferencing facility provided by the Company.

The Company had appointed Shri M. C. Gupta, of M/s. M. C. Gupta & Co., Company Secretaries, Ahmedabad (C.P. No.1028 & FCS 2047) as Scrutinizer to scrutinize the e-voting process. The Scrutinizer's Report received from him is attached herewith and the same is being uploaded on the Company's website at www.ratnamani.com and on the website of the National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.

Please take the above on your record.

Thanking you,

Yours faithfully,

For, RATNAMANI METALS & TUBES LIMITED

ANIL MALOO **COMPANY SECRETARY & COMPLIANCE OFFICER** 

Encl.: As above

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#### **Details of Voting Results**

#### 40<sup>th</sup> Annual General Meeting held on August 27, 2024 (Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Sr.	Particulars	Details
No.		
1.	Date of the Annual General Meeting	Tuesday, August 27, 2024
2	Total number of Shareholders as on Cut-off date i.e. August 20, 2024	39,502
3.	No. of Shareholders present in the meeting either in person or through proxy:  (a) Promoters and Promoters Group:  (b) Public:	Not applicable
4.	No. of Shareholders attended the meeting through video conferencing:  (a) Promoters and Promoters Group:  (b) Public:	13 41
5.	Number of resolutions passed in the meeting	Four Ordinary Resolutions and Seven Special Resolutions were passed by the Remote Evoting and Remote Evoting conducted at the AGM and the details of voting results are enclosed

#### **Details of Agenda:**

The modes of voting of all the resolutions were Remote E-voting and E-voting conducted at the 40th Annual General Meeting.

Agenda No.	Details of Agenda	Resolution required (Ordinary / Special)	Mode of Voting	Remarks
1.	Adoption of the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2024, together with the Reports of the Auditors and Board of Directors thereon and adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2024 and the Report of the Auditors thereon.	Ordinary Resolution	Remote E-voting and E-voting at the AGM	Passed with requisite majority
2.	Declaration of Dividend of Rs.14.00 per Equity Share on 7,00,92,000 Equity Shares having Face Value of Rs.2/each for the financial year ended on March 31, 2024.	Ordinary Resolution	Remote E-voting and E-voting at the AGM	Passed with requisite majority
3.	Re-appointment of Shri Shanti M. Sanghvi (DIN: 00007955), as a Director of the Company who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013.	Ordinary Resolution	Remote E-voting and E-voting at the AGM	Passed with requisite majority
4.	Ratification of the remuneration payable to M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad, having Firm Registration No.000028 as the Cost Auditors of the Company for the Financial Year ending on March 31, 2025.	Ordinary Resolution	Remote E-voting and E-voting at the AGM	Passed with requisite majority
5.	Authority to the Board of Directors of the Company to advance any loan, give any guarantee or provide any security in connection with any loan taken or to be taken by one or more present and future Subsidiary(ies) of the Company pursuant to Section 185 read with Section 186 of the Companies Act, 2013 to the extent of Rs.300 Crores.	Special Resolution	Remote E-voting and E-voting at the AGM	Passed with requisite majority
6.	Appointment of Smt. Sangeetha Chhajed (DIN:10698049) as Non-Executive, Independent Woman Director of the Company for a period of 5 (Five) years	Special Resolution	Remote E-voting and E-voting at the AGM	Passed with requisite majority

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	commencing from July 18, 2024 through July 17, 2029 (both days inclusive).			
7.	Appointment of Shri Rajendra Shantilal Shah (DIN: 00061922) as Non-Executive, Independent Director of the Company for a period of 5 (Five) years commencing from September 11, 2024 through September 10, 2029 (both days inclusive).	Special Resolution	Remote E-voting and E-voting at the AGM	Passed with requisite majority
8.	Appointment of Shri Manoj Prakash Sanghvi (DIN: 00027040) as Whole Time Director and Key Managerial Personnel, to be designated as Whole Time Director and Chief Executive Officer (WTD-CEO) of the Company for a period of five years commencing from September 11, 2024 through September 10, 2029 (both days inclusive) and fixation of remuneration payable to him.	Special Resolution	Remote E-voting and E-voting at the AGM	Passed with requisite majority
9.	Appointment of Shri Prashant Jayantilal Sanghvi (DIN: 00631700) as Whole Time Director and Key Managerial Personnel to be designated as Whole Time Director of the Company for a period of five years commencing from September 11, 2024 through September 10, 2029 (both days inclusive) and fixation of remuneration payable to him.	Special Resolution	Remote E-voting and E-voting at the AGM	Passed with requisite majority
10.	Approval of the "Ratnamani Employee Stock Option Scheme 2024" ("RMTL ESOS 2024"/ "Scheme") and approval of Grant of Employee Stock Options to the eligible employees of the Company by way of further issue of Equity Shares of the Company.	Special Resolution	Remote E-voting and E-voting at the AGM	Passed with requisite majority
11.	Approval of Grant of Employee Stock Options to the Employees of the subsidiary company(ies) of the Company under "Ratnamani Employee Stock Option Scheme 2024" ("RMTL ESOS 2024"/"Scheme").	Special Resolution	Remote E-voting and E-voting at the AGM	Passed with requisite majority

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#### Agenda wise Voting Results:

#### **Resolution No.1:**

Adoption of the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2024, together with the Reports of the Auditors and Board of Directors thereon and adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2024 and the Report of the Auditors thereon.

Resolution	Required	l:		Ordinary Re	solution				
		romoter grou		No					
		nda/resolutio		0/ of Votos	No of	No of	0/ of Votos in	0/ of Votos	No of
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]} *100	[4]	[5]	[6]={[4]/[2]} *100	[7]={[5]/[2]} *100	[8]
Promoter and Promoter	Remote E-Voting	41895320	41895320	100.0000	41895320	0	100.0000	0	0
Group	Poll		0	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0	0
	Total		41895320	100.0000	41895320	0	100.0000	0	0
Public Institutions	Remote E-Voting		19930742	97.1673	19930742	0	100.0000	0	0
	Poll	20511776	0	0	0	0	0	0	0
	Postal Ballot	20311770	0	0	0	0	0	0	0
	Total		19930742	97.1673	19930742	0	100.0000	0	0
Public Non Institutions	Remote E-Voting		2662478	34.6456	2662457	21	99.9992	0.0008	8379
	Poll	7684904	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot	7684904	0	0.0000	0	0	0.0000	0.0000	0
	Total		2662478	34.6456	2662457	21	99.9992	8000.0	8379
Total		70092000	64488540	92.005564	64488519	21	99.999967	0.000033	8379

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#### **Resolution No.2:**

<u>Declaration of Dividend of Rs.14.00 per Equity Share on 7,00,92,000 Equity Shares having Face Value of Rs.2/- each for the financial year ended on March 31, 2024.</u>

Resolution	Required	l :		Ordinary Re	solution				
		promoter grouenda/resolutio		No					
Category	Mode of Voting		No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]} *100	[4]	[5]	[6]={[4]/[2]} *100	[7]={[5]/[2]} *100	[8]
Promoter and	Remote E-Voting	41895320	41895320	100.0000	41895320	0	100.0000	0	0
Promoter	Poll		0	0	0	0	0	0	0
Group	Postal Ballot		0	0	0	0	0	0	0
	Total		41895320	100.0000	41895320	0	100.0000	0	0
Public Institutions	Remote E-Voting		19930742	97.1673	19927889	2853	99.9857	0.0143	0
	Poll	00511770	0	0	0	0	0	0	0
	Postal Ballot	20511776	0	0	0	0	0	0	0
	Total		19930742	97.1673	19927889	2853	99.9857	0.0143	0
Public Non Institutions			2662478	34.6456	2662472	6	99.9998	0.0002	8379
	Poll	7684904	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot	7004904	0	0.0000	0	0	0.0000	0.0000	0
	Total		2662478	34.6456	2662472	6	99.9998	0.0002	8379
Total		70092000	64488540	92.005564	64485681	2859	99.995567	0.004433	8379

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#### **Resolution No.3:**

# Re-appointment of Shri Shanti M. Sanghvi (DIN: 00007955), as a Director of the Company who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013.

Resolution	Required	:		Ordinary Re	solution				
		romoter grou		Yes					
Category	In the age	nda/resolutio No. of	n? No. of votes	% of Votes	No. of	No. of	% of Votes in	% of Votes	No. of
Category	Voting	shares held	polled	Polled on outstanding shares	Votes – in favour	Votes – Against	favour on votes polled	against on votes polled	votes Invalid
		[1]	[2]	[3]={[2]/[1]} *100	[4]	[5]	[6]={[4]/[2]} *100	[7]={[5]/[2]} *100	[8]
Promoter and	Remote E-Voting		41895320	100.0000	41895320	0	100.0000	0	0
Promoter Group	Poll	41895320	0	0	0	0	0	0	0
Group	Postal Ballot	41093320	0	0	0	0	0	0	0
	Total		41895320	100.0000	41895320	0	100.0000	0	0
Public Institutions	Remote E-Voting		19930742	97.1673	19765941	164801	99.1731	0.8269	0
	Poll	20511776	0	0	0	0	0	0	0
	Postal Ballot	20311770	0	0	0	0	0	0	0
	Total		19930742	97.1673	19765941	164801	99.1731	0.8269	0
Public Non Institutions	Remote E-Voting		2659561	34.6076	2659540	21	99.9992	0.0008	8379
	Poll	7684904	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot	7004904	0	0.0000	0	0	0.0000	0.0000	0
	Total		2659561	34.6076	2659540	21	99.9992	0.0008	8379
Total		70092000	64485623	92.001402	64320801	164822	99.744405	0.255595	8379

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#### **Resolution No.4:**

Ratification of the remuneration payable to M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad, having Firm Registration No.000028 as the Cost Auditors of the Company for the Financial Year ending on March 31, 2025.

Resolution	Resolution Required : Whether promoter/ promoter group are				solution				
		promoter grouenda/resolutio		No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]} *100	[4]	[5]	[6]={[4]/[2]} *100	[7]={[5]/[2]} *100	[8]
Promoter and	Remote E-Voting		41895320	100.0000	41895320	0	100.0000	0	0
Promoter Group	Poll	41895320	0	0	0	0	0	0	0
Group	Postal Ballot	41095320	0	0	0	0	0	0	0
	Total		41895320	100.0000	41895320	0	100.0000	0	0
Public Institutions	Remote E-Voting		19930742	97.1673	19930742	0	100.0000	0	0
	Poll	20511776	0	0	0	0	0	0	0
	Postal Ballot	20511776	0	0	0	0	0	0	0
	Total		19930742	97.1673	19930742	0	100.0000	0	0
Public Non Institutions			2662478	34.6456	2662458	20	99.9992	0.0008	8379
	Poll	7694004	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot	7684904	0	0.0000	0	0	0.0000	0.0000	0
	Total		2662478	34.6456	2662458	20	99.9992	0.0008	8379
Total		70092000	64488540	92.005564	64488520	20	99.999969	0.000031	8379

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#### **Resolution No.5:**

Authority to the Board of Directors of the Company to advance any loan, give any guarantee or provide any security in connection with any loan taken or to be taken by one or more present and future Subsidiary(ies) of the Company pursuant to Section 185 read with Section 186 of the Companies Act, 2013 to the extent of Rs. 300 Crores.

Resolution	Required	:		Special Res	olution				
		romoter grou		No					
Category	Mode of Voting	nda/resolutio No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}	[4]	[5]	[6]={[4]/[2]}	[7]={[5]/[2]}	[8]
				*100			*100	*100	
Promoter and	Remote E-Voting	- 41895320	41895320	100.0000	41895320	0	100.0000	0.0000	0
Promoter Group	Poll		0	0.0000	0	0	0.0000	0.0000	0
Стоир	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		41895320	100.0000	41895320	0	100.0000	0.0000	0
Public Institutions	Remote E-Voting		19930742	97.1673	8831643	11099099	44.3117	55.6883	0
	Poll	20511776	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot	20311776	0	0.0000	0	0	0.0000	0.0000	0
	Total		19930742	97.1673	8831643	11099099	44.3117	55.6883	0
Public Non Institutions	Remote E-Voting		2662478	34.6456	2629511	32967	98.7618	1.2382	8379
	Poll	7684904	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot	7004304	0	0.0000	0	0	0.0000	0.0000	0
	Total		2662478	34.6456	2629511	32967	98.7618	1.2382	8379
Total		70092000	64488540	92.005564	53356474	11132066	82.737916	17.262084	8379

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#### **Resolution No.6:**

Appointment of Smt. Sangeetha Chhajed (DIN:10698049) as Non-Executive, Independent Woman Director of the Company for a period of 5 (Five) years commencing from July 18, 2024 through July 17, 2029 (both days inclusive).

Resolution	Required	:		Special Res	olution				
		romoter grou		No					
Category	In the age	nda/resolutio No. of	n? No. of votes	% of Votes	No. of	No. of	% of Votes in	% of Votes	No. of
Category	Voting	shares held	polled	Polled on outstanding shares	Votes – in favour	Votes – Against	favour on votes polled	against on votes polled	votes Invalid
		[1]	[2]	[3]={[2]/[1]} *100	[4]	[5]	[6]={[4]/[2]} *100	[7]={[5]/[2]} *100	[8]
Promoter and	Remote E-Voting		41895320	100.0000	41895320	0	100.0000	0.0000	0
Promoter Group	Poll	41895320	0	0.0000	0	0	0.0000	0.0000	0
Group	Postal Ballot	11033020	0	0.0000	0	0	0.0000	0.0000	0
	Total		41895320	100.0000	41895320	0	100.0000	0.0000	0
Public Institutions	Remote E-Voting		19930742	97.1673	19928884	1858	99.9907	0.0093	0
	Poll	20511776	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot	20311776	0	0.0000	0	0	0.0000	0.0000	0
	Total		19930742	97.1673	19928884	1858	99.9907	0.0093	0
Public Non Institutions	Remote E-Voting		2662478	34.6456	2662455	23	99.9991	0.0009	8379
	Poll	7684904	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot	7004904	0	0.0000	0	0	0.0000	0.0000	0
	Total		2662478	34.6456	2662455	23	99.9991	0.0009	8379
Total		70092000	64488540	92.005564	64486659	1881	99.997083	0.002917	8379

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#### **Resolution No.7:**

Appointment of Shri Rajendra Shantilal Shah (DIN: 00061922) as Non-Executive, Independent Director of the Company for a period of 5 (Five) years commencing from September 11, 2024 through September 10, 2029 (both days inclusive).

Resolution	Required	:		Special Res	olution				
		romoter grou		No					
Category	In the age	nda/resolutio No. of	n? No. of votes	% of Votes	No. of	No. of	% of Votes in	% of Votes	No. of
Category	Voting	shares held	polled	Polled on outstanding shares	Votes – in favour	Votes – Against	favour on votes polled	against on votes polled	votes Invalid
		[1]	[2]	[3]={[2]/[1]} *100	[4]	[5]	[6]={[4]/[2]} *100	[7]={[5]/[2]} *100	[8]
Promoter and	Remote E-Voting		41895320	100.0000	41895320	0	100.0000	0.0000	0
Promoter Group	Poll	41895320	0	0.0000	0	0	0.0000	0.0000	0
Group	Postal Ballot	41033320	0	0.0000	0	0	0.0000	0.0000	0
	Total		41895320	100.0000	41895320	0	100.0000	0.0000	0
Public Institutions	Remote E-Voting		19930742	97.1673	19725081	205661	98.9681	1.0319	0
	Poll	20511776	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot	20311776	0	0.0000	0	0	0.0000	0.0000	0
	Total		19930742	97.1673	19725081	205661	98.9681	1.0319	0
Public Non Institutions	Remote E-Voting		2662478	34.6456	2662455	23	99.9991	0.0009	8379
	Poll	7684904	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot	7004904	0	0.0000	0	0	0.0000	0.0000	0
	Total		2662478	34.6456	2662455	23	99.9991	0.0009	8379
Total		70092000	64488540	92.005564	64282856	205684	99.681053	0.318947	8379

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#### **Resolution No.8:**

Appointment of Shri Manoj Prakash Sanghvi (DIN: 00027040) as Whole Time Director and Key Managerial Personnel, to be designated as Whole Time Director and Chief Executive Officer (WTD-CEO) of the Company for a period of five years commencing from September 11, 2024 through September 10, 2029 (both days inclusive) and fixation of remuneration payable to him.

Resolution	Required	:		Special Res	olution				
		romoter grou		Yes					
Category	In the age	nda/resolutio No. of	n? No. of votes	% of Votes	No. of	No. of	% of Votes in	% of Votes	No. of
Category	Voting	shares held	polled	Polled on outstanding shares	Votes – in favour	Votes – Against	favour on votes polled	against on votes polled	votes Invalid
		[1]	[2]	[3]={[2]/[1]} *100	[4]	[5]	[6]={[4]/[2]} *100	[7]={[5]/[2]} *100	[8]
Promoter	Remote		41895320	100.0000	41895320	0	100.0000	0.0000	0
and Promoter	E-Voting Poll					_			_
Group	_	41895320	0	0.0000	0	0	0.0000	0.0000	0
'	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		41895320	100.0000	41895320	0	100.0000	0.0000	0
Public Institutions	Remote E-Voting		19930742	97.1673	16550596	3380146	83.0405	16.9595	0
	Poll	00511770	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot	20511776	0	0.0000	0	0	0.0000	0.0000	0
	Total		19930742	97.1673	16550596	3380146	83.0405	16.9595	0
Public Non Institutions			2662478	34.6456	2662458	20	99.9992	0.0008	8379
	Poll	7694004	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot	7684904	0	0.0000	0	0	0.0000	0.0000	0
	Total		2662478	34.6456	2662458	20	99.9992	0.0008	8379
Total		70092000	64488540	92.005564	61108374	3380166	94.758501	5.241499	8379

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Gujarat, India

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#### **Resolution No.9:**

Appointment of Shri Prashant Jayantilal Sanghvi (DIN: 00631700) as Whole Time Director and Key Managerial Personnel to be designated as Whole Time Director of the Company for a period of five years commencing from September 11, 2024 through September 10, 2029 (both days inclusive) and fixation of remuneration payable to him.

Resolution	lesolution Required : //hether promoter/ promoter group are				olution				
		romoter grounda/resolutio		Yes					
Category	Mode of Voting		No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]} *100	[4]	[5]	[6]={[4]/[2]} *100	[7]={[5]/[2]} *100	[8]
Promoter and	Remote E-Voting	41895320	41895320	100.0000	41895320	0	100.0000	0.0000	0
Promoter Group	Poll		0	0.0000	0	0	0.0000	0.0000	0
Group	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		41895320	100.0000	41895320	0	100.0000	0.0000	0
Public Institutions	Remote E-Votina		19930742	97.1673	16402575	3528167	82.2979	17.7021	0
	Poll	00544770	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot	20511776	0	0.0000	0	0	0.0000	0.0000	0
	Total		19930742	97.1673	16402575	3528167	82.2979	17.7021	0
Public Non Institutions			2662478	34.6456	2662458	20	99.9992	0.0008	8379
	Poll	7684904	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot	7004904	0	0.0000	0	0	0.0000	0.0000	0
	Total		2662478	34.6456	2662458	20	99.9992	0.0008	8379
Total		70092000	64488540	92.005564	60960353	3528187	94.528971	5.471029	8379

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The First, A&B Wing, 9<sup>th</sup> Floor, Behind Keshav Baug Party Plot, Vastrapur, Ahmedabad - 380 015,

Gujarat, India

Phone: +91 79 2960 1200/ 1/ 2 Fax: +91 79 2960 1210 eMail: info@ratnamani.com



#### **Resolution No.10:**

Approval of the "Ratnamani Employee Stock Option Scheme 2024" ("RMTL ESOS 2024"/ "Scheme") and approval of Grant of Employee Stock Options to the eligible employees of the Company by way of further issue of Equity Shares of the Company.

Resolution	Required	:		Special Res	olution				
		romoter grounda/resolutio		No					
Category	Mode of Voting		No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]} *100	[4]	[5]	[6]={[4]/[2]} *100	[7]={[5]/[2]} *100	[8]
Promoter and	Remote E-Voting	41895320	41895320	100.0000	41895320	0	100.0000	0.0000	0
Promoter Group	Poll		0	0.0000	0	0	0.0000	0.0000	0
Group	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		41895320	100.0000	41895320	0	100.0000	0.0000	0
Public Institutions	Remote E-Voting		19930742	97.1673	11690686	8240056	58.6566	41.3434	0
	Poll	00544770	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot	20511776	0	0.0000	0	0	0.0000	0.0000	0
	Total		19930742	97.1673	11690686	8240056	58.6566	41.3434	0
Public Non Institutions	Remote E-Voting		2659561	34.6076	2659538	23	99.9991	0.0009	8379
	Poll	7684904	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot	7004304	0	0.0000	0	0	0.0000	0.0000	0
	Total		2659561	34.6076	2659538	23	99.9991	0.0009	8379
Total		70092000	64485623	92.001402	56245544	8240079	87.221835	12.778165	8379

The First, A&B Wing, 9<sup>th</sup> Floor, Behind Keshav Baug Party Plot, Vastrapur, Ahmedabad – 380 015,

Gujarat, India

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#### **Resolution No.11:**

Approval of Grant of Employee Stock Options to the Employees of the subsidiary company(ies) of the Company under "Ratnamani Employee Stock Option Scheme 2024" ("RMTL ESOS 2024"/"Scheme").

Resolution	Required	:		Special Resolution					
		romoter grou		No					
Category	In the age	nda/resolutio No. of	n? No. of votes	% of Votes No. of No. of % of Votes in % of Votes No					No. of
Cutegory	Voting	shares held	polled	Polled on outstanding shares	Votes – in favour	Votes – Against	favour on votes polled	against on votes polled	votes Invalid
		[1]	[2]	[3]={[2]/[1]} *100	[4]	[5]	[6]={[4]/[2]} *100	[7]={[5]/[2]} *100	[8]
Promoter	Remote		41895320	100.0000	41895320	0	100.0000	0.0000	0
and	E-Voting Poll	41895320 0			41093320		7		U
Promoter Group			0	0.0000	0	0	0.0000	0.0000	0
Споир	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		41895320	100.0000	41895320	0	100.0000	0.0000	0
Public Institutions	Remote E-Voting		19930742	97.1673	11690686	8240056	58.6566	41.3434	0
	Poll	00544770	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot	20511776	0	0.0000	0	0	0.0000	0.0000	0
	Total		19930742	97.1673	11690686	8240056	58.6566	41.3434	0
Public Non Institutions	Remote E-Voting		2662972	34.6520	2660032	2940	99.8896	0.1104	8379
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot	7684904	0	0.0000	0	0	0.0000	0.0000	0
	Total		2662972	34.6520	2660032	2940	99.8896	0.1104	8379
Total		70092000	64489034	92.006269	56246038	8242996	87.217988	12.782012	8379

M. C. Gupta & Co.

Company Secretaries

CS Mahesh C. Gupta B.Com (Hons.), LL.M., MBA, ACMA, FCS

Date: 27th August, 2024

To,
The Chairman of
40th Annual General Meeting
Ratnamani Metals and Tubes Limited
(CIN: L70109GJ1983PLC006460)
Held on Tuesday, 27th August, 2024
Scheduled to be held at 10:30 a.m., commenced at 10:39 a.m.
Through Video Conferencing

#### CONSOLIDATED SCRUTINIZER'S REPORT

40<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF RATNAMANI METALS AND TUBES LIMITED HELD ON TUESDAY, 27<sup>TH</sup> AUGUST, 2024 SCHEDULED TO BE HELD AT 10:30 A.M. AND COMMENCED AT 10:39 A.M. THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO-VISUAL MEANS ("OAVM")

We, M/s. M.C. Gupta & Co., Company Secretaries, have been appointed as the Scrutinizer for the purpose of remote e-voting and e-voting on the date of 40<sup>th</sup> Annual General Meeting to be carried by the Company pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('Rules') and with MCA Circulars 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 02/2022, 10/2022, 09/2023 and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR'), in respect of resolutions mentioned in the Annual report, at the 40<sup>th</sup> Annual General Meeting of the company held on Tuesday, 27<sup>th</sup> August, 2024.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means [i.e., by remote e-voting and e-voting]. The management of the Company is also responsible for ensuring a secured framework and robustness of the electronic voting systems.

My responsibility as scrutinizer is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the Notice, based on the reports generated from the e-voting system provided by National Securities Depositories Limited (NSDL) (an Agency authorized under the Act and the Rules made thereunder and engaged by the Company to provide e-voting facility) and attendant papers/ documents furnished to me electronically by the Company and/or NSDL for my verification.

#### Report on scrutiny:

03, Mauryansh Elanza, Nr. Pyekh' Hospital.

The Company has entered into an arrangement with National Securities Depositories 1 (NSDL), the agency authorized under the rules and engaged by the Company to

Page **1** of **14** 

# M. C. Gupta & Co. Company Secretaries

CS Mahesh C. Gupta B.Com (Hons.), LL.M., MBA, ACMA, FCS

provide e-voting facilities for voting through electronic means to all the members who were eligible to take part in the remote e-voting and e-voting on the date of AGM.

- 2. The cut-off date for the purposes of identifying the shareholders entitled to vote on the resolutions placed for approval of the shareholders was Tuesday, 20th August, 2024.
- 3. As prescribed in the Rules, remote e-voting facility was kept open for five days from Thursday, 22<sup>nd</sup> August, 2024 (09:00 A.M.) to Monday, 26<sup>th</sup> August, 2024 (05:00 P.M.) (Both days inclusive).
- 4. At the end of remote e-voting period on 26th August, 2024 at 5:00 p.m., voting portal of service provider was blocked forthwith.
- 5. Notice of the 40<sup>th</sup> AGM was dispatched to 38,789 shareholders having registered e-mail ids on 2<sup>nd</sup> August, 2024.
- 6. As on cut-off date i.e., 20th August, 2024 there were 39,502 shareholders.
- 7. 54 members who had logged in as shareholders of the company were present at the 40<sup>th</sup> Annual General Meeting through VC.
- 8. The shareholders who were present at the AGM through VC and who had not voted through remote e-voting were allowed to cast their votes through e-voting system during the AGM.
- 9. On Tuesday, 27th August, 2024, at 11: 19 a.m., after 15 minutes of closure of the AGM, the EVSN generated by National Securities Depositories Limited (NSDL) was blocked by the system.
- 10. On Tuesday, 27th August, 2024, at 12:43 p.m. the votes cast through remote e-voting and e-voting at the AGM, were unblocked by me in the presence of Mr. Sparsh Gupta and Ms. Leena Chawla.
- 11. The consolidated results of remote e-voting and the e-voting on the day of the AGM are as under:



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#### Consolidated report on results of remote e-voting and the e-voting on the day of the AGM:

#### Item No. 1: As an Ordinary Resolution:

To receive, consider and adopt:

- i. The audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2024, together with the Reports of the Auditors and Board of Directors thereon and
- ii. The audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2024, together with the Report of the Auditors thereon:

#### (i) Voted in favour of the resolution:

Mode of voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes cast	
Through remote e-voting	594	6,44,88,476	99.9998	
Through e-voting at AGM	2	43	0.0001	
Total	596	6,44,88,519	99.9999	

#### (ii) Voted against the resolution:

Mode of voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes cast	
Through remote e-voting	4	21	0.0001	
Through e-voting at AGM				
Tot <b>a</b> l	4	21	0.0001	

Mode of voting	Number of members voted (in person or by proxy)	Number of votes cast by members	
Through remote e-voting		-	
Through e-voting at AGM*	1	8379	
Total	1	8379	



CS Mahesh C. Gupta

B.Com (Hons.), LL.M., MBA, ACMA, FCS

#### Item No. 2: As an Ordinary Resolution:

To declare Dividend on Equity Shares for the financial year ended on March 31, 2024:

#### Voted in favour of the resolution: (i)

Mode of voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes cast
Through remote e-voting	595	6,44,85,638	99.9955
Through e-voting at AGM	2	43	0.0001
Total	597	6,44,85,681	99.9956

#### (ii) Voted against the resolution:

Mode of voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes cast	
Through remote e-voting	3	2,859	0.0044	
Through e-voting at AGM		(+1	•	
Total	3	2,859	0.0044	

Mode of voting	Number of members voted (in person or by proxy)	Number of votes cast by members
Through remote e-voting	-	-
Through e-voting at AGM*	1	8379
Total	1	8379



#### Item No. 3: As an Ordinary Resolution:

To appoint a Director in place of Shri Shanti M. Sanghvi (DIN: 00007955), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment:

#### (i) Voted in favour of the resolution:

Mode of votin <b>g</b>	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes cast	
Through remote e-voting	589	6,43,20,758	99.7442	
Through e-voting at AGM	2	43	0.0001	
Total	591	6,43,20,801	99.7443	

#### (ii) Voted against the resolution:

Mode of voti <b>ng</b>	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes cast	
Through remote e-voting	8	1,64,882	0.2557	
Through e-voting at AGM		-	60	
Total	8	1,64,882	0.2557	

Mode of voting	Number of members voted (in person or by proxy)	Number of votes cast by members
Through remote e-voting	-	-
Through e-voting at AGM*	1	8379
Total	1	8379



#### Item No. 4: As an Ordinary Resolution:

To ratify the remuneration payable to the Cost Auditors of the Company for the financial year ending on March 31, 2025:

#### (i) Voted in favour of the resolution:

Mode of voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes cast
Through remote e-voting	595	6,44,88,477	99.9998
Through e-voting at AGM	2	43	0.0001
Total	597	6,44,88,520	99.9999

#### (ii) Voted against the resolution:

Mode of voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes cast
Through remote e-voting	3	20	0.0001
Through e-voting at AGM	-	-	
Total	3	20	0.0001

Mode of voting	Number of members voted (in person or by proxy)	Number of votes cast by members
Through remote e-voting		
Through e-voting at AGM*	1	8379
Total	1	8379



#### Item No. 5: As a Special Resolution:

To advance any loan, give any guarantee or provide any security in connection with any loan taken by one or more present and future Subsidiaries of the Company:

#### (i) Voted in favour of the resolution:

Mode of voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes cast
Through remote e-voting	223	5,33,56,431	82.7379
Through e-voting at AGM	2	43	0.0001
Total	225	5,33,56,474	82.7380

#### (ii) Voted against the resolution:

Mode <b>o</b> f voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes cast
Through remote e-voting	381	1,11,32,066	17.2620
Through e-voting at AGM			
Total	381	1,11,32,066	17.2620

Mode of voting	Number of members voted (in person or by proxy)	Number of votes <b>c</b> ast by member <b>s</b>
Through remote e-voting		
Through e-voting at AGM*	1	8379
<b>To</b> tal	1	8379



#### Item No. 6: As a Special Resolution:

To appoint Smt. Sangeetha Chhajed (DIN: 10698049) as Non-Executive, Independent Director of the Company:

### (i) Voted in favour of the resolution:

Mode of voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes cast
Through remote e-voting	592	6,44,86,616	99.9970
Through e-voting at AGM	2	43	0.0001
Total	594	6,44,86,659	99.9971

#### (ii) Voted against the resolution:

Mode of voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes cast
Through remote e-voting	6	1,881	0.0029
Through e-voting at AGM	-	-	
Total	6	1,881	0.0029

Mode of voting	Number of members voted (in person or by proxy)	Number of votes cast by members
Through remote e-voting	-	
Through e-voting at AGM*	1	8,379
Total	1	8,379



## Item No. 7: As a Special Resolution:

To appoint Shri Rajendra Shantilal Shah (DIN: 00061922) as Non-Executive, Independent Director of the Company:

#### (i) Voted in favour of the resolution:

Mode of voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes cast
Through remote e-voting	584	6,42,82,813	99.6810
Through e-voting at AGM	2	43	0.0001
Total	586	6,42,82,856	99.6811

#### (ii) Voted against the resolution:

Mode of voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes cast
Through remote e-voting	16	2,05,684	0.3189
Through e-voting at AGM	-	м	-
Total	16	2,05,684	0.3189

Mode of voting	Number of members voted (in person or by proxy)	Number of votes cast by members
Through remote e-voting	-	-
Through e-voting at AGM*	1	8,379
Total	1	8,379



#### Item No. 8: As a Special Resolution:

To appoint Shri Manoj Prakash Sanghvi (DIN: 00027040) as Whole Time Director and Key Managerial Personnel, to be designated as Whole Time Director and Chief Executive Officer (WTD-CEO) of the Company for a term of five years commencing from September 11, 2024 through September 10, 2029 (both days inclusive) and fix his remuneration:

#### (i) Voted in favour of the resolution:

Mode of vo <b>t</b> ing	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid vo <b>t</b> e <b>s</b> cas <b>t</b>
Through remote e-voting	521	6,11,08,331	94.7584
Through e-voting at AGM	2	43	0.0001
To <b>t</b> al	523	6,11,08,374	94.7585

#### (ii) Voted against the resolution:

Mode of voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of <b>tot</b> al number of valid votes cas <b>t</b>
Through remote e-voting	81	33,80,166	5.2415
Through e-voting at AGM		-	
Total	81	33,80,166	5.2415

Mode of voting	Number of members voted (in person or by proxy)	Number of votes cas <b>t</b> by members
Through remo <b>t</b> e e-voting	-	
Through e-voting at AGM*	1	8,379
Total	1	8,379



#### Item No. 9: As a Special Resolution:

To appoint Shri Prashant Jayantilal Sanghvi (DIN: 00631700) as Whole Time Director and Key Managerial Personnel, to be designated as Whole Time Director (WTD) of the Company for a term of five years commencing from September 11, 2024 through September 10, 2029 (both days inclusive) and fix his remuneration:

#### (i) Voted in favour of the resolution:

Mode of voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes cast
Through remote e-voting	520	6,09,60,310	94.5289
Through e-voting at AGM	2	43	0.0001
Total	522	6,09,60,353	94.5290

#### (ii) Voted against the resolution:

Mode of voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes cast
Through remote e-voting	82	35,28,187	5.4710
Through e-voting at AGM	<u>-</u>	-	-
Total	82	35,28,187	5.4710

Mode of voting	Number of members voted (in person or by proxy)	Number of votes cast by members
Through remote e-voting	-	-
Throughe-voting at AGM*	1	8,379
Total	1	8,379



#### Item No. 10: As a Special Resolution:

To approve the 'Ratnamani Employee Stock Option Scheme 2024' ("RMTL ESOS 2024"/ "Scheme"):

#### (i) Voted in favour of the resolution:

Mode of voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes cast
Through remote e-voting	509	5,62,45,501	87.2218
Through e-voting at AGM	2	43	0.0001
Total	511	5,62,45,544	87.2219

#### (ii) Voted against the resolution:

Mode of voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes cast
Through remote e-voting	91	82,40,079	12.7781
Through e-voting at AGM		-	
Total	91	82,40,079	12.7781

Mode of voting	Number of members voted (in person or by proxy)	Number of votes cast by members	
Through remote e-voting			
Through e-voting at AGM*	1	8,379	
Total	1	8,379	



#### Item No.11: As a Special Resolution:

To approve grant of employee stock options to the employees of subsidiary company(ies) of the Company under 'Ratnamani Employee Stock Option Scheme 2024' ("RMTL ESOS 2024"/ "Scheme"):

#### (i) Voted in favour of the resolution:

Mode of voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes cast
Through remote e-voting	510	5,62,45,995	87.2179
Through e-voting at AGM	2	43	0.0001
Total	512	5,62,46,038	87.2180

#### (ii) Voted **against** the resolution:

Mode of voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes cast
Through remote e-voting	92	82,42,996	12.7820
Through e-voting at AGM	-	-	-
Total	92	82,42,996	12.7820

#### (iii) Votes Invalid:

GUPTA

Mode of voting	Number of members voted (in person or by proxy)	Number of votes cast by members
Through remote e-voting	~	
Through e-voting at AGM*	1	8,379
Total	1	8,379

<sup>\*</sup> The shareholder had logged in/joined after the conclusion of the meeting and voted as per the details provided by NSDL.

- 12. Based on the above voting, the Chairman of the 40th Annual General Meeting may announce the results of the meeting.
- 13. The data downloaded from the National Securities Depositories Limited (NSDL) and all other relevant records relating to the e-voting are handed over to the Chairman of the Company.

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#### Restriction on Use:

14. This report has been issued at the request of the Company for submission to Stock Exchanges and other authorities, as required. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking you, Yours faithfully,

For, M. C. Gupta & Co. Company Secretaries UCN: S1986GJ003400

Jaliosh

Mahesh C. Gupta **Proprietor** 

FCS:2047(CP:1028)

Peer Review No.: 5380/2023 UDIN:F002047F001056551

Date: 27th August, 2024 Place: Ahmedabad

Witness 1:

Mr. Sparsh Gupta

502, Parikrama Tower, Shyamal Cross Roads,

Satellite, Ahmedabad - 382424.

Witness 2:

Ms. Leena Chawla

701-B. Maruti Tower,

Shivranjani Cross Road,

Satellite, Ahmedabad- 380015.

. elmento.

**COUNTERSIGNED BY:** 

For Ratnamani Metals and Tubes Limited,

Prakash M. Sanghvi

Chairman and Managing Director

DIN: 00006354

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