

**Corporate Office :**

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RMTL/SEC/REG.27(2)(a)/Q3/2024-25

January 9, 2025

|  |   |
|--|---|
| <b>BSE Limited</b><br>Corporate Relationship Department<br>1 <sup>st</sup> Floor, New Trading Ring,<br>Rotunda Building, P. J. Tower,<br>Dalal Street, Fort, Mumbai – 400 001<br>Company Code : 520111 | <b>National Stock Exchange of India Limited</b><br>“Exchange Plaza”, 5th Floor,<br>Bandra – Kurla Complex,<br>Bandra (E),<br>Mumbai - 400 051<br>Company code : RATNAMANI |
|--|---|

**Subject: Corporate Governance Report under Regulation 27(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended on December 31, 2024**

Dear Sir/Madam,

In compliance with Regulation 27(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024, we enclose herewith Quarterly Compliance Report on Corporate Governance (Integrated Filing – Governance) for the quarter ended on December 31, 2024, in the prescribed format.

You are requested to take on record the above.

Thanking you,

Yours faithfully,

**For, RATNAMANI METALS & TUBES LIMITED**

**ANIL MALOO**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**

Encl.: As above

**ratnamani.com**

info@ratnamani.com  
CIN : L70109GJ1983PLC006460

**Registered Office**

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**FORMAT FOR QUARTERLY INTEGRATED FILING (GOVERNANCE)**

**[A] Compliance Report on Corporate Governance to be submitted by a listed entity on a quarterly basis**

**1. Name of Listed Entity: Ratnamani Metals & Tubes Limited**

**2. Quarter ending: December 31, 2024**

| <b>I. Composition of Board of Directors</b> |                                    |                                  |   |  |  |                              |                                    |                          |   |   |  |  |
|---|------------------------------------|----------------------------------|---|--|--|------------------------------|------------------------------------|--------------------------|---|---|--|--|
| <b>Title<br/>Mr. /<br/>Ms. /<br/>Mrs.</b>   | <b>Name of the<br/>Director(s)</b> | <b>PAN<sup>s</sup> &amp; DIN</b> | <b>Category<br/>(Chairperson /<br/>Executive /<br/>Non-Executive<br/>/ Independent /<br/>Nominee)<sup>a</sup></b> | <b>Initial Date<br/>of<br/>Appointment</b> | <b>Date of<br/>Re-<br/>appointment</b> | <b>Date of<br/>Cessation</b> | <b>Tenure*<br/>(in<br/>months)</b> | <b>Date of<br/>Birth</b> | <b>No of<br/>Directorship<br/>in listed<br/>entities<br/>including<br/>this listed<br/>entity<br/><br/>[Regulation<br/>17A]</b> | <b>No of<br/>Independent<br/>Directorship<br/>in listed<br/>entities<br/>including<br/>this listed<br/>entity<br/><br/>[Regulation<br/>17A(1)] &amp;<br/>reg. 17A(2)]</b> | <b>Number of<br/>memberships<br/>in Audit /<br/>Stakeholder<br/>Committee<br/>(s) including<br/>this listed<br/>entity<br/><br/>[Regulation<br/>26(1)]</b> | <b>No of post<br/>of<br/>Chairperson<br/>in Audit /<br/>Stakeholder<br/>Committee<br/>held in<br/>listed<br/>entities<br/>including<br/>this listed<br/>entity<br/><br/>[Regulation<br/>26(1)]</b> |
| Mr.   | Prakash M.<br>Sanghvi              | &<br>00006354                    | Chairman and<br>Executive<br>Director   | 15.09.1983                                 | 03.08.2023                             | -                            | -                                  | 01.12.1955               | 1   | 0   | 0  | 0  |
| Mr.   | Jayanti<br>Mishrimal<br>Sanghvi    | &<br>00006178                    | Executive<br>Director   | 15.09.1983                                 | 03.08.2023                             | -                            | -                                  | 24.01.1958               | 1   | 0   | 2  | 0  |
| Mr.   | Shantilal<br>Mishrimal<br>Sanghvi  | &<br>00007955                    | Executive<br>Director   | 31.10.1998                                 | 03.08.2023                             | -                            | -                                  | 01.06.1964               | 1   | 0   | 0  | 0  |
| Mr.   | Manoj<br>Prakash<br>Sanghvi        | &<br>00027040                    | Executive<br>Director   | 11.09.2024                                 | 11.09.2024                             | -                            | -                                  | 12.08.1980               | 1   | 0   | 0  | 0  |
| Mr.   | Prashant<br>Jayantilal<br>Sanghvi  | &<br>00631700                    | Executive<br>Director   | 11.09.2024                                 | 11.09.2024                             | -                            | -                                  | 21.06.1980               | 1   | 0   | 0  | 0  |

|     |                         |               |                                      |            |            |   |       |            |   |   |   |   |
|-----|-------------------------|---------------|--------------------------------------|------------|------------|---|-------|------------|---|---|---|---|
| Mr. | Rajendra Shantilal Shah | &<br>00061922 | Non-Executive / Independent Director | 11.09.2024 | 11.09.2024 | - | 3.19  | 01.02.1948 | 5 | 3 | 5 | 2 |
| Mr  | Sushil Solanki          | &<br>09630096 | Non-Executive / Independent Director | 13.02.2023 | 13.02.2023 | - | 22.16 | 19.09.1958 | 1 | 1 | 2 | 1 |
| Mr  | Dhinal Ashvinbhai Shah  | &<br>00022042 | Non-Executive / Independent Director | 13.02.2023 | 13.02.2023 | - | 22.16 | 31.12.1967 | 3 | 3 | 5 | 2 |
| Mr  | Rajesh Gajendra Desai   | &<br>09834047 | Non-Executive / Independent Director | 13.02.2023 | 13.02.2023 | - | 22.16 | 20.10.1970 | 1 | 1 | 0 | 0 |
| Mrs | Sangeetha Chhajed       | &<br>10698049 | Non-Executive / Independent Director | 18.07.2024 | 18.07.2024 | - | 5.14  | 22.06.1972 | 1 | 1 | 1 | 0 |

- Whether Regular Chairperson appointed – **Yes**

- Whether Chairperson is related to Managing Director or CEO – **Yes**

§ PAN number of any director would not be displayed on the website of Stock Exchange.

& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

## II. Composition of Committees

| Name of Committee                       | Whether Regular chairperson appointed | Name of Committee members     | Category (Chairperson / Executive / Non- Executive / Independent / Nominee) & | Date of Appointment | Date of Cessation |
|---|---------------------------------------|-------------------------------|---|---------------------|-------------------|
| 1. Audit Committee:                     | Yes                                   | Mr. Dhinal Ashvinbhai Shah    | Chairperson - Non-Executive - Independent Director                            | 03-08-2023          | -                 |
|   |                                       | Mr. Sushil Solanki            | Member - Non-Executive - Independent Director                                 | 03-08-2023          | -                 |
|   |                                       | Mr. Jayanti Mishrimal Sanghvi | Member - Executive Director   | 09-09-2006          | -                 |
|   |                                       | Mrs. Sangeetha Chhajed        | Member - Non-Executive - Independent Director                                 | 09-08-2024          | -                 |
| 2. Nomination & Remuneration Committee* | Yes                                   | Mr. Sushil Solanki            | Chairperson - Non-Executive - Independent Director                            | 03-08-2023          | -                 |
|   |                                       | Mr. Dhinal Ashvinbhai Shah    | Member - Non-Executive - Independent Director                                 | 03-08-2023          | -                 |

|  |     |                                 |  |            |   |
|--|-----|---------------------------------|--|------------|---|
|  |     | Mrs. Sangeetha Chhajed          | Member - Non-Executive - Independent Director            | 09-08-2024 | - |
|  |     | Mr. Rajendra Shantilal Shah     | Member - Non-Executive - Independent Director            | 11-09-2024 | - |
| 3. Risk Management Committee*                | Yes | Mr. Dhinal Ashvinbhai Shah      | Chairperson - Non-Executive - Independent Director       | 03-08-2023 | - |
|  |     | Mr. Rajesh Gajendra Desai       | Member - Non-Executive - Independent Director            | 03-08-2023 | - |
|  |     | Mr. Prakash M Sanghvi           | Member - Executive Director                              | 10-11-2011 | - |
|  |     | Mr. Jayanti Mishrimal Sanghvi   | Member - Executive Director                              | 02-06-2021 | - |
|  |     | Mr. Shantilal Mishrimal Sanghvi | Member - Executive Director                              | 02-06-2021 | - |
|  |     | Mr. Manoj Prakash Sanghvi       | Member - Executive Director                              | 02-06-2021 | - |
|  |     | Mr. Rajanikant S Patel          | Senior Vice President (Manufacturing)                    | 02-06-2021 | - |
|  |     | Mr. Vimal Katta                 | Executive Director (Finance) and Chief Financial Officer | 02-06-2021 | - |
| 4. Stakeholders Relationship Committee       | Yes | Mr. Sushil Solanki              | Chairperson - Non-Executive - Independent Director       | 03-08-2023 | - |
|  |     | Mr. Dhinal Ashvinbhai Shah      | Member - Non-Executive - Independent Director            | 03-08-2023 | - |
|  |     | Mr. Jayanti Mishrimal Sanghvi   | Member - Executive Director                              | 09-06-2014 | - |
| 5. Corporate Social Responsibility Committee | Yes | Mr. Sushil Solanki              | Chairperson - Non-Executive - Independent Director       | 03-08-2023 | - |
|  |     | Mr. Prakash M Sanghvi           | Member - Executive Director                              | 09-06-2014 | - |
|  |     | Mr. Jayanti Mishrimal Sanghvi   | Member - Executive Director                              | 09-06-2014 | - |

\* Category of directors means executive / non-executive / independent / Nominee. If a director fits into more than one category write all categories separating them with hyphen.

### III. Meeting of Board of Directors

| Date(s) of Meeting in the relevant quarter | Whether requirement of Quorum met * | Number of Directors present * | Number of Independent Directors present * | Date(s) of Meeting in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) |
|--|-------------------------------------|-------------------------------|---|--|--|
| 14/11/2024                                 | Yes                                 | 10                            | 5   | 13/08/2024                                 | 92   |

\* to be filled in only for the current quarter meetings.

| <b>IV. Meeting of Committees</b>          |  |  |                                      |  |  |  |
|---|--|--|--------------------------------------|--|--|--|
| <b>Name of the Committee</b>              | <b>Date(s) of meeting of the committee in the relevant quarter</b> | <b>Whether requirement of Quorum met (details) *</b> | <b>Number of Directors present *</b> | <b>Number of Independent Directors present *</b> | <b>Date(s) of meeting of the committee in the previous quarter</b> | <b>Maximum gap between any two consecutive meetings in number of days **</b> |
| Audit Committee                           | 14/11/2024   | Yes  | 4                                    | 3  | 13/08/2024   | 92   |
| Nomination & remuneration committee       | 14/11/2024   | Yes  | 4                                    | 4  | 18/07/2024   | 118  |
| Corporate Social Responsibility Committee | 14/11/2024   | Yes  | 3                                    | 1  | -  | -  |

\* to be filled in only for the current quarter meetings

\*\* This information has to be mandatorily be given for Audit Committee and Risk Management Committee, for rest of the committees giving this information is optional

#### **V. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. – **YES**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
  - a. Audit Committee – **YES**
  - b. Nomination & remuneration committee – **YES**
  - c. Stakeholders relationship committee – **YES**
  - d. Risk management committee (applicable to the top 1000 listed entities, voluntary for entities ranked 1001 to 2000) – **YES**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. – **YES**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. – **YES**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. **YES**  
Any comments/observations/advice of Board of Directors may be mentioned here: - **N.A.**

**For, RATNAMANI METALS & TUBES LIMITED**

**ANIL MALOO**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**

**[B] INVESTOR GRIEVANCE REDRESSAL REPORT**

| <b>Investor Grievance Redressal Report</b>   |    |
|--|----|
| No. of investor complaints pending at the beginning of Quarter (as on 01.10.2024)                  | 00 |
| No. of investor complaints received during the Quarter (01.10.2024 to 31.12.2024)                  | 02 |
| No. of investor complaints disposed off during the Quarter (01.10.2024 to 31.12.2024)              | 02 |
| No. of investor complaints those remaining unresolved at the end of the Quarter (as on 31.12.2024) | 00 |

**[C] DISCLOSURE OF ACQUISITION OF SHARES OR VOTING RIGHTS IN UNLISTED COMPANIES**

| <b>The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:</b> |   |                            |  |  |   |
|---|---|----------------------------|--|--|---|
| <b>Sr. No.</b>  | <b>Name of the unlisted company in which shares or voting rights have been acquired</b> | <b>Date of acquisition</b> | <b>Aggregate holding (% shares or voting rights) as at the end of the previous quarter</b> | <b>% shares or voting rights acquired during the quarter</b> | <b>Aggregate holding (% shares or voting rights) as at the end of the quarter</b> |
| <b>Nil</b>  |   |                            |  |  |   |

**[D] DISCLOSURE OF IMPOSITION OF FINE OR PENALTY**

| <b>The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:</b> |                              |   |   |   |   |
|---|------------------------------|---|---|---|---|
| <b>Sr. No.</b>  | <b>Name of the authority</b> | <b>Nature and details of the action(s) taken or order(s) passed</b> | <b>Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority</b> | <b>Details of the violation(s)/ contravention(s) committed or alleged to be committed</b> | <b>Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible</b> |
| <b>Nil</b>  |                              |   |   |   |   |

**[E] DISCLOSURE OF UPDATES TO ONGOING TAX LITIGATIONS OR DISPUTES**

| <b>The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:</b> |                                   |   |  |   |
|--|-----------------------------------|---|--|---|
| <b>Sr. No.</b>   | <b>Name of the opposing party</b> | <b>Date of initiation of the litigation / dispute</b> | <b>Status of the litigation / dispute as per last disclosure</b> | <b>Current status of the litigation / dispute</b> |
| <b>Nil</b>   |                                   |   |  |   |

**For, RATNAMANI METALS & TUBES LIMITED**

**ANIL MALOO  
COMPANY SECRETARY & COMPLIANCE OFFICER**