

Corporate Office:

The First, A Wing, 9th Floor, Behind Keshav Baug Party Plot,
The First Avenue Road, Off 132 ft Ring Road,
Vastrapur, Ahmedabad - 380015 Gujarat, India

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Website : http://www.ratnamani.com



RMTL/SEC/38thAGM PROCEEDINGS/2022-23

August 9, 2022

BSE Ltd. Corporate Relationship Department 1 st 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
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Subject: Proceedings of the 38th Annual General Meeting of the Company held on Tuesday, August 9, 2022

Dear Sir/Madam,

Pursuant to Regulation 30(6) read with Part-A of Schedule-III of of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that the 38th Annual General meeting of the Company was held today on Tuesday, August 9, 2022 through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in pursuance with the circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India and as per the applicable provisions of the Companies Act, 2013 and the Rules issued thereunder. The 38th AGM commenced at 10.30 a.m. IST and concluded at 11.05 a.m. IST (including the time allowed for e-Voting at AGM).

Shri Prakash M. Sanghvi, Chairman and Managing Director of the Company, chaired the proceedings of the meeting. He welcomed all the shareholders, Directors and other participants to the meeting. It was informed to the members that the Company had taken all feasible efforts under the current circumstances to enable members to participate through VC and vote on the resolutions placed before the shareholders for their approval.

The number of shareholders as on record date August 2, 2022 were 20,744 and 54 members of the Company were present at the meeting through Video Conferencing / Other Audio Visual Means.

The requisite quorum being present through VC, the the meeting was called to order and then Directors present were introduced. All Directors were present for the meeting. The Statutory, Secretarial and Cost Auditors were also present during the meeting. Shri Anil Maloo, Company Secretary, provided general instructions to the members regarding participation in the meeting.

The Chairman delivered his speech to the members of the Company which included highlights on business performance, financials, business outlook, etc. The Notice convening the AGM, Board's Report and the Annual Report of the Company for the financial year ended March 31, 2022, were taken as read as the same were already circulated to the members. As the Audit Reports, did not contain any qualifications/adverse remarks, which have any adverse effect on the functioning of the Company, hence the same was taken as read.

Regd. Office:

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CIN : L70109GJ1983PLC006460

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After conclusion of the Chairman's speech, It was informed to the members of the Company, as under:

- The Company had provided a facility to the members to cast their votes electronically, on all resolutions set forth in the Notice convening the 38th AGM of the Company.
- The remote e-Voting period which had commenced on August 4, 2022 at 9.00 a.m. and ended on August 8, 2022 at 5.00 p.m.
- The statutory registers, certificates and other documents were kept digitally available for inspection by the members.
- Shri Mahesh C. Gupta, of M/s. M. C. Gupta & Co., Practicing Company Secretaries (Membership No.FCS-2047, COP:1028), was appointed as the Scrutinizer for scrutiny of the votes cast through the remote e-Voting platform and electronic voting at the AGM.
- Members who had not cast their votes through remote e-Voting platform were provided with an opportunity to cast their votes, electronically during the AGM.

The following items of business, as per the Notice convening the 38th AGM of the Company dated May 18, 2022, were transacted at the meeting through remote e-voting and e-voting at the 38th Annual General Meeting as required under the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant circulars issued by Ministry of Corporate Affairs (MCA") and Securities and Exchange Board of India ("SEBI"):

1. Adoption of the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon and adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2022 and the Report of the Auditors thereon **(Ordinary Resolution)**.
2. Declaration of Dividend of Rs.9.33 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, 2022 **(Ordinary Resolution)**.
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)**.

For the agenda item No.3, Shri Pravinchandra M. Mehta, Independent Director had occupied the chair, since the Shri Prakash M. Sanghvi, Chairman was interested in the Item.

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, 2023 **(Ordinary Resolution)**.

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5. Approval of continuance of Directorship of Dr. Vinodkumar M. Agrawal (DIN: 00010558), a Non-Executive Independent Director of the Company subsequent to his attaining the age of 75 years during the present tenure **(Special Resolution)**.
6. Approval to increase the Authorised Share Capital of the Company from Rs.15.00 Crores to Rs.18.00 Crores **(Ordinary Resolution)**.
7. Authority to the Board of Directors to issue Redeemable Non-Convertible Debentures / Bonds by way of private placement to the extent not exceeding Rs.800.00 Crores **(Special Resolution)**.
8. Authority to the Board of Directors to issue the Equity Shares by way of Further Public Offer / Preferential Issue / Qualified Institutional Placement and/or any other mode to the extent not exceeding Rs.800.00 Crores **(Special Resolution)**.
9. Authority to the Board of Directors to mortgage and/or create charge on movable and/or immovable assets / properties of the Company to the extent not exceeding Rs.3,000.00 Crores **(Special Resolution)**.

The members were requested to raise their queries on the Agenda Items, if any and no queries were raised / received by the speakers. Additionally, the Members were requested to send their queries, if any, on the designated Email Id.

The Combined Voting Results i.e. remote e-voting and e-voting at the 38th AGM will be announced and made available on the website of the Company as well as of Central Depository Services Limited ("CDSL") and will also be submitted to the Stock Exchanges as required under Regulation 44(3) of the the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Scrutinizer's Report.

The dividend, if declared and approved by the shareholders, shall be payable on or before September 8, 2022 that is within statutory limit, from the date of this AGM.

The meeting was concluded with vote of thanks to the Chair and all the Directors for their participation.

Please take the above on your record.

Thanking you,

Yours faithfully,

For, RATNAMANI METALS & TUBES LIMITED

ANIL MALOO

COMPANY SECRETARY & COMPLIANCE OFFICER

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