

Corporate Office :
The First, A&B Wing, 9th 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



RMTL/SEC/PB-NOTICE-BONUS/2022-23

May 23, 2022

BSE Limited 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 Limited “Exchange Plaza”, 5th Floor, Bandra – Kurla Complex, Bandra (E), Mumbai - 400 051 Company Code : RATNAMANI
--	---

Subject: Submission of Notice of the Postal Ballot pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

In furtherance to our letter dated May 18, 2022, and pursuant to Regulation 30 and other applicable provisions of the Listing Regulations, please find enclosed herewith the copy of Notice of the Postal Ballot along with the Explanatory Statement dated May 18, 2022 sent to the members of the Company to seek approval by way of remote e-voting in respect of the special business as set out in the Notice of the Postal Ballot.

In accordance with the applicable circulars of Ministry of Corporate Affairs (“MCA Circulars”) and provisions of the Listing Regulations, the aforesaid Notice is being sent only by email to all the members of the Company who have registered their email addresses with the Registrar and Transfer Agent or respective Depository Participants and whose names are recorded in the Register of Members / Beneficial Owners as on the Cut-off date i.e. Friday, May 20, 2022.

Further, in terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the e-voting facility to its Members holding shares in physical or dematerialised form, as on the cut-off date and has engaged the services of Central Depository Services (India) Limited (“CDSL”), for providing e-voting facility to its members. The e-voting period commences on Tuesday, May 24, 2022 (10:00 a.m.) (IST) and ends on Wednesday, June 22, 2022 (5:00 p.m.) (IST). The result of e-voting/Postal Ballot will be declared on Thursday, June 23, 2022, The same will be displayed on the website of the Company at www.ratnamani.com, the website of CDSL at www.evotingindia.com and also shall be communicated to BSE Limited (“BSE”), National Stock Exchange of India Limited (“NSE”), where the Company’s equity shares are listed. The Company will also display the results of the Postal Ballot at its Registered Office.

The above information will be made available on the website of the Company at www.ratnamani.com. Kindly take the above on your record.

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

17, Rajmugat Society, Naranpura Cross Roads,
Ahmedabad - 380 013, Gujarat, India
Phone: +91 79 2741 5504/2747 8700 | Fax: +91 79 2960 1210 | eMail: info@ratnamani.com



RATNAMANI METALS AND TUBES LIMITED

Corporate Identity Number (CIN): L70109GJ1983PLC006460

Regd. Office: 17, Rajmugat Society, Naranpura Char Rasta, Ankur Road,
Naranpura, Ahmedabad – 380013, Gujarat, India

Phone No.: 079-29601200/01/02, **Fax No.:** 079-29601210

E-mail: investor@ratnamani.com, **Website:** www.ratnamani.com

NOTICE OF POSTAL BALLOT AND E- VOTING

**[Pursuant to Section 110 of the Companies Act, 2013 read with Companies
(Management and Administration) Rules, 2014]**

Dear Member(s),

Notice of Postal Ballot is hereby given pursuant to Section 108 and Section 110 of the Companies Act, 2013 (“**Act**”) read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, (“**Rules**”), Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”) and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, issued by the Securities and Exchange Board of India, (herein referred to as “**SEBI Circulars**”) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“**SEBI LODR Regulations**”) and Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India, including any statutory modification or re-enactment thereof for the time being in force and other applicable provisions, the resolution as set out hereunder is proposed for approval of the Members of Ratnamani Metals and Tubes Limited (hereinafter referred to as the “**Company**”) as Ordinary Resolution, by way of Postal Ballot only through remote e-voting i.e. voting through electronic means (“**Remote E-voting**”), through postal ballot / e-voting.

The Explanatory Statement pertaining to the said resolution setting out the material facts and related particulars is annexed hereto. The Postal Ballot Notice will also be placed on the website of the Company at www.ratnamani.com, on the website of CDSL at www.evotingindia.com and also on the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and of National Stock Exchange of India Limited at www.nseindia.com.

The Company is pleased to extend e-voting facility to enable the Members to cast their votes electronically instead through the physical postal ballot form(s). For the purpose of e-voting, the Company has engaged the services of Central Depository Services (India) Limited. Members are requested to follow the procedure as stated in the notes for casting of votes by e-voting.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) only through the Remote e-Voting process not later than 5:00 p.m. (IST) on Wednesday, June 22, 2022. Remote e-Voting will be blocked by CDSL immediately thereafter and will not be allowed beyond the said date and time.

The Board of Directors has appointed Shri M. C. Gupta of M/s. M. C. Gupta & Co., Company Secretaries, Ahmedabad (C.P. No.1028 and FCS 2047), as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman of the Company or any person authorised by the Chairman. The results of the voting conducted through Postal Ballot (through the Remote e-Voting process) along with the Scrutinizer's Report will be announced by the Chairman or such person as authorised, on Thursday, June 23, 2022. The same will be displayed on the website of the Company: www.ratnamani.com, the website of CDSL: www.evotingindia.com and also shall be communicated to BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE"), where the Company's equity shares are listed and be made available on their respective websites. The Company will also display the results of the Postal Ballot at its Registered Office. The decision of scrutinizer on the validity of e-voting will be final.

You are requested to record your assent or dissent only by means of remote e-voting system provided by the Company.

SPECIAL BUSINESS:

Item No. 1 – Issuance of Bonus Equity Shares

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

“RESOLVED THAT pursuant to Article 17 and other relevant Articles of the Articles of Association of the Company and the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the **ICDR Regulations**”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (“**RBI**”) from time to time, and such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be

specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors, and based on the recommendations of the Board of Directors (hereinafter referred to as “the Board”), the consent of the members of the Company be and is hereby accorded to the Board of Directors, which expression shall be deemed to include a Committee of Directors duly authorised in this behalf, for capitalization of such sum not exceeding Rs.4,67,28,000/- (Rupees Four Crores Sixty Seven Lakhs and Twenty Eight Thousands Only) from and out of the Securities Premium Account of the Company as per the audited financial statements of the Company for the financial year ended on March 31, 2022 as may be considered necessary, for the purpose of issue of Bonus Equity Shares of Face Value of Rs. 2/- (Rupees Two Only) each, credited as fully paid up Equity Shares to eligible Members of the Company in the proportion of 1 (One) new fully paid-up Equity Share of Face Value of Rs. 2/- each for every 2 (Two) existing fully paid-up Equity Share of Face Value of Rs. 2/- each (Rupees Two Only) held by the Members of the Company, whose names appear in the Register of Members maintained by the Company / Registrar and Transfer Agent / Register of beneficial ownership as received from National Securities Depositories Limited (NSDL) / Central Depositories Services (India) Limited (CDSL) as on ‘Record Date’ determined by the Board for this purpose and that the Bonus Equity Shares so issued and allotted shall, for all purposes, be treated as an increase in the Paid-Up Capital of the Company held by each such member and not as the income of the members.

RESOLVED FURTHER THAT in case of fractional shares, if any, arising out of the issue and allotment of the Bonus Equity Shares, the Board be and is hereby authorized to make suitable arrangements to deal with such fractions for the benefit of the eligible Members, including but not limited to, allotting the total number of new equity shares representing such fractions to a nominee appointed by the Board for this purpose who would hold them in trust for such Members and shall, as soon as possible, sell such equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting the cost and the expenses in respect thereof, be distributed among such Members who are entitled to such fractions in proportion of their respective fractional entitlements.

RESOLVED FURTHER THAT the Bonus Equity Shares so allotted shall rank *pari passu* in all respect with the fully paid-up Equity Shares of the Company as existing on the Record Date.

RESOLVED FURTHER THAT the Bonus Equity Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees of the bonus equity shares and in case of Shareholders who hold equity shares in dematerialised form, the bonus shares be credited to the respective beneficiary accounts of the Shareholders with their respective Depository Participants and in case of Shareholders who hold equity shares in physical form, the Share Certificate(s) in respect of such bonus shares shall be dispatched, within such time as prescribed by law and relevant authorities.

RESOLVED FURTHER THAT the issue and allotment of the Bonus Equity Shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other Foreign Investors shall be

subject to the applicable regulations under the Foreign Exchange Management Act, 1999 or Reserve Bank of India or approval of any other appropriate regulatory / statutory authorities, as may be necessary.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or a duly constituted Committee thereof, be and are hereby authorized to take necessary steps for listing of such Bonus Equity Shares on the Stock Exchanges where the securities of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Directors of the Company and / or a duly constituted Committee thereof be and are hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable to execute any agreements, documents, writings, as may be deemed necessary but not limited to making correspondences with SEBI, Stock Exchanges (s), Depositories, RBI or any other regulatory authority and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and to delegate all or any of such powers to the Committee(s), and its decision shall be final and binding.

By order of the Board of Directors
For, Ratnamani Metals and Tubes Limited

Place: Village Indrad, Ta. Kadi
Date: May 18, 2022

Sd/-
Anil Maloo
Company Secretary

Registered Office:
17, Rajmugat Society,
Naranpura Char Rasta,
Ankur Road, Naranpura,
Ahmedabad – 380013

Notes:

1. Explanatory statement pursuant to the provisions of Section 102 read with Section 110 of the Act, setting out the material facts pertaining to the resolution are annexed hereto along with Postal Ballot Notice (“Notice”) for your consideration.
2. The Postal Ballot is to be conducted as per provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and MCA Circulars issued from time to time. The circular dated May 5, 2022 conveyed the decision of MCA to allow companies to transact items through postal ballot in accordance with framework provided in the aforesaid circulars up-to December 31, 2022.

3. In compliance with the aforesaid MCA Circulars, the Postal Ballot Notice is being sent only at e-mail registered with the RTA/ Depository Participants and physical copy of Postal Ballot Notice will not be sent to the shareholders.
4. The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members of the Company as on Friday, May 20, 2022 ("**Cut-off date**") ("**Eligible Members**") and who have already registered their email IDs, for receipt of documents in electronic form, with their Depository Participants or the Company's Registrar and Share Transfer Agent *i.e.*, Link Intime India Private Limited ("**RTA**"). It is however, clarified that all the persons who are members of the Company as on the Cut-off Date and who may not have received notice due to non-registration of e-mail id shall also be entitled to vote in relation to the resolutions specified in this notice. Dispatch of the Notice shall be deemed to be completed on the day on which Company sends out the Postal Ballot Notice by e-mail to the members of the Company.
5. The Company has engaged Central Depository Services (India) Limited ("**CDSL**") as e-voting agency for facilitating e-voting to enable the Members to cast their votes electronically.
6. The remote e-Voting period commences on Tuesday, May 24, 2022 (10:00 a.m.) (IST) and ends on Wednesday, June 22, 2022 (5:00 p.m.) (IST). During this period, members of the Company holding shares as on the Cut-off date may cast their vote electronically. The remote e-Voting module shall be disabled thereafter. Once the vote on the resolution is cast by a member, the same will not be allowed to be changed subsequently. The voting rights of the Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-off Date *i.e.*, Friday, May 20, 2022.
7. The Board of Directors has appointed Shri M. C. Gupta, of M/s. M. C. Gupta & Co., Company Secretaries, Ahmedabad (C.P. No. 1028 and FCS 2047), as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.
8. Members who have not registered their e-mail addresses are requested to register the same with the Company's RTA / Depository Participant(s) for sending future communication(s) in electronic form.
9. The Postal Ballot Notice is also being uploaded on the Company's website, *i.e.*, www.ratnamani.com and of CDSL *i.e.* www.evotingindia.com.
10. Resolution passed by the members through postal ballot are deemed to have been passed as if they have been passed at a general meeting of the members. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting *i.e.* Wednesday, June 22, 2022.
11. All relevant documents referred to in this Notice requiring the approval of the members shall be available for inspection by the members. Members who wish to inspect the

documents are requested to send an e-mail to investor@ratnamani.com mentioning their Name, Client ID and DP ID.

12. The remote e-voting process shall be as under:

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

- (i) The voting period begins on Tuesday, May 24, 2022 at 10.00 AM IST and ends on Wednesday, June 22, 2022 at 5.00 PM IST. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date that is Friday, May 20, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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.

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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.

	<p>Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>4) 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) 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</p> <p>3) 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</p>

	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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iii) Login method for e-Voting for shareholders holding shares in physical form and for shareholders other than individual shareholders 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 Shareholders holding shares in physical form and other than individual shareholders holding shares in Demat Form
PAN	<ul style="list-style-type: none"> • 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)	<ul style="list-style-type: none"> • Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(iv) After entering these details appropriately, click on “SUBMIT” tab.

(v) 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.

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

- (vii) Click on the EVSN for the relevant Ratnamani Metals and Tubes Limited on which you choose to vote.
- (viii) 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.
- (ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (x) 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.
- (xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiii) 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.

(xiv) Facility for Non – Individual Shareholders and Custodians –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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at mcguptacs@gmail.com and to the Company at the investor@ratnamani.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 NUMBER ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, E-mail id, Mobile Number, 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 along with Form ISR-1 available on the website of the Company / Registrar and Transfer Agent.
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 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 - Issuance of Bonus Equity Shares

In order to reward the Shareholders of the Company, the Board of Directors at its meeting held on May 18, 2022, subject to consent of the Members of the Company, considered, approved and recommended issue of Bonus Equity Shares of Face Value of Rs. 2/- each (Rupees Two Only) credited as fully paid-up to eligible Members of the Company in the proportion of 1 (One) new fully paid-up Equity Share of Face Value of Rs. 2/- each (Rupees Two Only) for every 2 (Two) existing fully paid-up Equity Share of Face Value of Rs. 2/- each (Rupees Two Only) held by them, by capitalizing a sum not exceeding Rs.4,67,28,000/- (Rupees Four Crore Sixty Seven Lakhs and Twenty Eight Thousands Only) from and out of the Securities Premium Account as per the audited financial statements of the Company for the financial year ended on March 31, 2022. Further, the Articles of Association of the Company permits the said issuance of Bonus Equity Shares to the Members of the Company.

The Bonus Equity Shares, once allotted, shall rank *pari-passu* in all respects and carry the same rights as the existing Equity Shares and holders of the Bonus Equity Shares shall be entitled to participate in full in any dividend and other corporate action, recommended and declared after the new Equity Shares are allotted.

No allotment letters shall be issued to the allottees of the bonus equity shares and in case of Shareholders who hold equity shares in dematerialised form, the bonus shares be credited to the respective beneficiary accounts of the Shareholders with their respective Depository Participants and in case of Shareholders who hold equity shares in physical form, the Share Certificate(s) in respect of such bonus shares shall be dispatched, within such time as prescribed by law and relevant authorities.

Pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of Bonus Equity Shares of the Company requires the approval of the Members of the Company.

The Board of Director recommend passing of the Ordinary Resolution as set out in Item No.1 of this postal ballot for approval by the members.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Postal Ballot Notice except to the extent of their shareholding in the Company and the Equity Shares which may be allotted to them as part of their bonus entitlement.

By order of the Board of Directors
For, Ratnamani Metals and Tubes Limited

Sd/-
Anil Maloo
Company Secretary

Place: Village Indrad, Ta. Kadi

Date: May 18, 2022

Registered Office:

17, Rajmugat Society,
Naranpura Char Rasta,
Ankur Road, Naranpura,
Ahmedabad – 380013