

**Corporate Office :**

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RMTL/SEC/MINUTES\_PB2/2022-23

March 28, 2023

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

**Sub: Minutes of the three Special Resolutions passed by the members of the Company by way of Postal Ballot through remote e-voting**

With reference to the captioned subject, we enclose herewith the Minutes of the three Special Resolutions passed by way of Postal Ballot through remote e-voting by the Members of the Company as set out in the Postal Ballot notice dated February 13, 2023.

The Results of the Postal Ballot were declared on March 21, 2023.

Kindly take the same on your records.

Thanking you,

Yours faithfully,

**For, RATNAMANI METALS & TUBES LIMITED**

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

**ratnamani.com**

info@ratnamani.com  
CIN : L70109GJ1983PLC006460

**Registered Office**

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**MINUTES OF THE DECLARATION OF RESULTS OF THE POSTAL BALLOT ON TUESDAY, MARCH 21, 2023, WHICH WAS COMPLETED ON SATURDAY, MARCH 18, 2023 FOR THE SPECIAL RESOLUTIONS PASSED BY THE SHAREHOLDERS OF THE COMPANY AS SET OUT IN THE POSTAL BALLOT NOTICE DATED FEBRUARY 13, 2023:**

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1. Shri Prakash M. Sanghvi, Chairman & Managing Director of the Company declared the Postal Ballot Results and stated that pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (the Act) read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, as amended, the Company had issued Postal Ballot Notice dated February 13, 2023 to the Members, seeking their consent with respect to:
  - (a) Appointment of Shri Sushil Solanki (DIN:09630096) as an Independent Director for a term of 5 (Five) years commencing February 13, 2023 through February 12, 2028 (both days inclusive)
  - (b) Appointment of Shri Dhinal Ashvinbhai Shah (DIN:00022042) as an Independent Director for a term of 5 (Five) years commencing February 13, 2023 through February 12, 2028 (both days inclusive)
  - (c) Appointment of Shri Rajesh Gajendrabhai Desai (DIN:09834047) as an Independent Director for a term of 5 (Five) years commencing February 13, 2023 through February 12, 2028 (both days inclusive)
2. Shri Prakash M. Sanghvi placed on record the following actions of the Board conducted in compliance with the provisions of the Act:-
  - a) The Board of Directors had 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.
  - b) In compliance with the Circulars issued by the Ministry of Corporate Affairs, the Notice of Postal Ballot was sent by electronic mode on February 14, 2023, to those Members whose names appeared in the Register of Members/ List of Beneficial Owners maintained by the Company/ Depositories as on February 10, 2023.
  - c) In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Management Rules, the Company had provided remote e-voting facility to all the Members of the Company.
  - d) The voting period commenced on Friday, February 17, 2023 (10:00 a.m.) (IST) and ended on Saturday, March 18, 2023 (5:00 p.m.) (IST).
  - e) The cut-off date, for the purpose of determining the number of Members was Friday, February 10, 2023 and the total number of Members as on cut-off date was 24,390.
3. Shri M. C. Gupta, Scrutinizer had carried out scrutiny of all the Postal Ballot through remote e-voting received upto the close of working hours on Saturday, March 18, 2023 (5:00 p.m.) (IST), being the last day of remote e-voting for Postal

Ballot voting and prepared a Scrutinizer's Report on the basis of data / reports received by him.

4. The Scrutinizer had submitted his Report on Saturday, March 18, 2023 itself. The details of voting of the Special Resolutions as set out in the notice dated February 13, 2023 are as under:-

Appointment of Shri Sushil Solanki (DIN:09630096) as an Independent Director	
<b>PARTICULARS</b>	<b>NUMBERS</b>
Number of valid Electronic Votes received	6,52,06,021
Votes in favour of the Resolution	6,52,05,971
Votes against the Resolution	50

Appointment of Shri Dhinal Ashvinbhai Shah (DIN:00022042) as an Independent Director	
<b>PARTICULARS</b>	<b>NUMBERS</b>
Number of valid Electronic Votes received	6,52,05,774
Votes in favour of the Resolution	6,52,05,574
Votes against the Resolution	200

Appointment of Shri Rajesh Gajendrabhai Desai (DIN:09834047) as an Independent Director	
<b>PARTICULARS</b>	<b>NUMBERS</b>
Number of valid Electronic Votes received	6,52,05,773
Votes in favour of the Resolution	6,52,05,573
Votes against the Resolution	200

5. Thereafter Shri Prakash M. Sanghvi proceeded with the declaration of Postal Ballot Results based on the Scrutinizer's Report.
6. Shri Prakash M. Sanghvi announced that the following Special Resolutions as set out in Postal Ballot Notice dated February 13, 2023 were duly approved by the Members with a overwhelming majority of 99.99% in respect of each of the following Items:

**Item No.1: Appointment of Shri Sushil Solanki (DIN:09630096) as an Independent Director:**

**“RESOLVED THAT** Shri Sushil Solanki (DIN: 09630096) who was appointed as an Additional Director (Non-Executive, Independent) of the Company effective February 13, 2023, by the Board of Directors of the Company, in terms of Section 161 of the Companies Act, 2013 (**‘Act’**) read with relevant Rules (including any modification, amendment or re-enactment thereof) and Article 151 of the Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and 152 of the Act, read with Schedule IV and other applicable provisions of the Act (including any statutory modification, amendment, or re-enactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors)

Rules, 2014, as amended and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), as amended, and the Articles of Association of the Company, the appointment of Shri Sushil Solanki, who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, and who is eligible for appointment, be and is hereby appointed, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) years commencing February 13, 2023 through February 12, 2028 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Item No.2: Appointment of Shri Dhinal Ashvinbhai Shah (DIN:00022042) as an Independent Director:**

“**RESOLVED THAT** Shri Dhinal Ashvinbhai Shah (DIN: 00022042) who was appointed as an Additional Director (Non-Executive, Independent) of the Company effective February 13, 2023, by the Board of Directors of the Company, in terms of Section 161 of the Companies Act, 2013 ('**Act**') read with relevant Rules (including any modification, amendment or re-enactment thereof) and Article 151 of the Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and 152 of the Act, read with Schedule IV and other applicable provisions of the Act (including any statutory modification, amendment, or re-enactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), as amended, and the Articles of Association of the Company, the appointment of Shri Dhinal Ashvinbhai Shah, who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, and who is eligible for appointment, be and is hereby appointed, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) years commencing February 13, 2023 through February 12, 2028 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Item No.3: Appointment of Shri Rajesh Gajendrabhai Desai (DIN:09834047) as an Independent Director:**

“**RESOLVED THAT** Shri Rajesh Gajendrabhai Desai (DIN: 09834047) who was appointed as an Additional Director (Non-Executive, Independent) of the

Company effective February 13, 2023, by the Board of Directors of the Company, in terms of Section 161 of the Companies Act, 2013 ('Act') read with relevant Rules (including any modification, amendment or re-enactment thereof) and Article 151 of the Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and 152 of the Act, read with Schedule IV and other applicable provisions of the Act (including any statutory modification, amendment, or re-enactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended, and the Articles of Association of the Company, the appointment of Shri Rajesh Gajendrabhai Desai, who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, and who is eligible for appointment, be and is hereby appointed, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) years commencing February 13, 2023 through February 12, 2028 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. Shri Prakash M. Sanghvi also stated that the following actions will be completed within the prescribed time limits:
- a) Intimation of the outcome and results of the Postal Ballot to the Stock Exchanges and National Securities Depository Limited.
  - b) Uploading the outcome and results of Postal Ballot on the website of the Company.

Entered in the Minutes Book on March 21, 2023 in Ahmedabad

Sd/-

**PRAKASH M. SANGHVI**  
**CHAIRMAN**  
**DIN: 00006354**

**PLACE: AHMEDABAD**  
**DATE: MARCH 21, 2023**