

**Corporate Office :**

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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RMTL/SEC/40<sup>th</sup> AGM MINUTES/2024-25

September 3, 2024

<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 : 520111	<b>National Stock Exchange of India Ltd.</b> “Exchange Plaza”, 5th Floor, Bandra – Kurla Complex, Bandra (E), Mumbai - 400 051 Company Code : RATNAMANI
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**Subject: Minutes of the 40<sup>th</sup> Annual General Meeting of the Company held on Tuesday, August 27, 2024 through Video Conference (“VC”) / Other Audio Visual Means (“OAVM”)**

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Minutes of the 40<sup>th</sup> Annual General Meeting of Members of the Company held on Tuesday, August 27, 2024 through Video Conference (“VC”) / Other Audio Visual Means (“OAVM”).

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

**ratnamani.com**

info@ratnamani.com  
CIN: L70109GJ1983PLC006460

**Registered Office**

17, Rajmugat Society, Naranpura Cross Roads,  
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MINUTES OF THE PROCEEDINGS OF THE 40<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF RATNAMANI METALS & TUBES LIMITED DEEMED TO BE HELD AT THE CORPORATE OFFICE OF THE COMPANY SITUATED AT THE FIRST, A & B WING, 9<sup>TH</sup> FLOOR, BEHIND KESHAV BAUG PARTY PLOT, THE FIRST AVENUE ROAD, OFF. 132 FEET RING ROAD, VASTRAPUR, AHMEDABAD - 380015 ON TUESDAY, AUGUST 27, 2024 SCHEDULED AT 10.30 A.M. AND COMMENCED AT 10.39 A.M. THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM")

The following Directors were present at the Corporate Office:

- |                            |   |                                |
|----------------------------|---|--------------------------------|
| 1. Shri Prakash M. Sanghvi | - | Chairman and Managing Director |
| 2. Shri Jayanti M. Sanghvi | - | Joint Managing Director        |
| 3. Shri Shanti M. Sanghvi  | - | Whole Time Director            |

The following Directors were present through video conference:

- |                           |   |   |
|---------------------------|---|---|
| 4. Shri Sushil Solanki    | - | Independent Director<br>(Chairman of Nomination & Remuneration Committee, Stakeholder Relationship Committee and Corporate Social Responsibility Committee) |
| 5. Shri Dhinal A. Shah    | - | Independent Director<br>(Chairman of Audit Committee and Risk Management Committee)   |
| 6. Smt. Sangeetha Chhajed | - | Independent Woman Director  |

The following Key Managerial Personnel and Officer were personally present:

- |                        |   |  |
|------------------------|---|--|
| 1. Shri Vimal Katta    | - | Executive Director (Finance) and Chief Financial Officer |
| 2. Shri Rakesh Agrawal | - | General Manager (Finance & Accounts)                     |
| 3. Shri Anil Maloo     | - | Company Secretary and Legal Head                         |

The following Secretarial Auditor was personally present:

- |                         |   |  |
|-------------------------|---|--|
| 1. Shri Mahesh C. Gupta | - | Proprietor of M/s. M. C. Gupta & Co.,<br>Practicing Company Secretaries,<br>Secretarial Auditors and Scrutiniser |
|-------------------------|---|--|

The following Officers were present through video conference:

- |                                |   |  |
|--------------------------------|---|--|
| 1. Shri Prakashchandra H. Bhat | - | Executive Director                               |
| 2. Shri Manoj P. Sanghvi       | - | Business Head (CS Pipes)                         |
| 3. Shri Prashant J. Sanghvi    | - | Business Head (LSAW Pipes)                       |
| 4. Shri Niles P. Sanghvi       | - | Chief Executive (Strategic Business Development) |
| 5. Shri Ravi P. Sanghvi        | - | Chief Executive (CSK Marketing)                  |
| 6. Shri Jigar P. Sanghvi       | - | Head Marketing (Seamless Products)               |
| 7. Shri Yash S. Sanghvi        | - | Head Marketing (Seamless Products)               |
| 8. Shri Siddharth Dugar        | - | Dy. G. M. (Treasury and M & A)                   |

The following Auditors were present through video conference:

- |                     |   |  |
|---------------------|---|--|
| 1. Shri Jinal Patel | - | Partner of M/s. Kantilal Patel & Co.,<br>Chartered Accountants, Independent Auditors |
|---------------------|---|--|

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|-----------------------|---|--|
| 2. Shri Anil P. Sheth | - | Representative of M/s. G. K. Chokshi & Co., Chartered Accountants, Internal Auditors |
| 3. Shri Dinesh Birla  | - | Partner of M/s. N. D. Birla & Co., Cost Accountants, Cost Auditors                   |

Shri Rajesh G. Desai, Independent Director was not present due to his pre-occupation.

**1. MEMBERS:**

Total 54 Members having logged in, were present through Video Conference at the 40<sup>th</sup> Annual General Meeting of the Company.

**2. WELCOME:**

Shri Anil Maloo, Company Secretary welcomed all the Members who were present through video conference and introduced the Directors, Independent Auditors, Internal Auditors, Secretarial Auditors and Cost Auditors of the Company at the 40<sup>th</sup> Annual General Meeting of the Company, held through VC/OAVM pursuant to the circulars issued by the Securities and Exchange Board of India ("SEBI") and the Ministry of Corporate Affairs ("MCA"). The members were informed that the Company had taken all feasible efforts to enable them to participate through VC and vote on the resolutions placed before the shareholders for their approval.

**3. CHAIRMAN:**

In accordance with Article 109 of the Articles of Association of the Company, Shri Prakash M. Sanghvi, Chairman and Managing Director of the Company occupied the Chair and a warm welcome was extended to all the members at the 40<sup>th</sup> Annual General Meeting.

**4. QUORUM:**

Shri Anil Maloo, Company Secretary informed that requisite quorum was present through video conference and the meeting having been validly constituted, the meeting was called to order. Thereafter, the proceedings of the meeting were commenced at 10.39 am.

**5. GENERAL INSTRUCTIONS, P. HYSICAL ATTENDANCE AND PROXIES :**

Thereafter, the Company Secretary took up the general instructions pertaining to the participation and voting at the meeting. It was informed that since, the 40<sup>th</sup> AGM was being held through Video Conference pursuant to applicable circulars of MCA & SEBI, physical attendance of the members was dispensed with and the facility for appointing the proxies was also not available for the meeting.

**6. STATUTORY REGISTERS / REPORTS / STATEMENTS:**

Shri Anil Maloo, Company Secretary informed the members that the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170, Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013, Register of Members and other Statutory Registers and all material documents mentioned in the explanatory statement annexed to notice convening the 40<sup>th</sup> Annual General Meeting, Independent Auditors' Report and Secretarial Auditors' Report and Memorandum and Articles of Association were available for inspection by the members in electronic mode at the 40<sup>th</sup> Annual General Meeting of the Company.

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**7. NOTICE CONVENING THE 40<sup>TH</sup> ANNUAL GENERAL MEETING, BOARD'S REPORT AND ANNUAL REPORT:**

With the permission of the members present at the Meeting, the Notice dated July 18, 2024 convening 40<sup>th</sup> Annual General Meeting of the Company, Board's Report along with its annexures, Annual Report for the year 2023-24, as circulated to the members of the Company in advance in accordance with the provisions and circulars of MCA, were taken as read.

**8. AUDITORS' REPORT:**

Shri Anil Maloo, Company Secretary informed the members that the Report of Independent Auditors does not contain any qualifications, observations, comments or other remarks which have any adverse effect on the functioning of the Company, hence the same were taken as read. Further, he also informed the members that the Secretarial Audit Report issued by M/s. M. C. Gupta & Co., Practising Company Secretaries, Secretarial Auditors also does not contain any qualification, observation or comment or remark, hence the same was taken as read.

**9. REMOTE E-VOTING & E-VOTING AT THE 40<sup>TH</sup> AGM:**

Shri Anil Maloo, Company Secretary informed the members that in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 (voting through electronic means) of the Companies (Management and Administration) Rules, 2014 and as per Regulation 44 of the SEBI (LODR) Regulations, 2015 and the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, as amended from time to time, the Company had provided Remote E-Voting facility through National Securities Depository Limited ("NSDL") to the members of the Company for casting their voting rights in electronic form. The Remote E-Voting started at 9.00 A.M. (IST) on Thursday, August 22, 2024 and ended on Monday, August 26, 2024 at 5.00 P.M. (IST).

He further informed the members attending the meeting and who have not casted their vote during the remote e-voting process and otherwise not barred from doing so, shall be eligible to vote through remote e-voting system during the AGM and also up to 15 minutes after closure of the meeting. He also informed to the Members that there would be no voting by show of hands or through Ballot Paper in this AGM, as the same was being conducted through Video Conferencing.

Thereafter, the Chairman was requested to address the members.

**10. CHAIRMAN'S SPEECH:**

Shri Prakash M. Sanghvi, Chairman and Managing Director delivered his speech by giving the overall review of the working of the Company, highlights of business performance, financials of the Company and its subsidiary companies, business outlook and the achievements during the year under review, capex plans, opportunities and future growth prospects, strategic priorities, service towards the community and concluded the speech by thanking all the Stakeholders and the members of Ratnamani parivar.

**11. SCRUTINISER:**

The Chairman stated that pursuant to the provision of Section 108 of the Companies Act, 2013 and rules made thereunder, Shri M. C. Gupta, proprietor of M/s. M. C. Gupta & Co., Company Secretaries, had been appointed as Scrutiniser for both, remote e-voting and e-voting process during the AGM, to conduct e-voting in a fair and

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transparent manner and scrutinize the votes casted by the members and submit his report.

It was informed that the combined results of the remote e-voting and e-voting during the AGM on each resolution shall be determined by majority of the votes casted in favour or against the resolutions. It was stated that on receipt of the Scrutiniser's Report, the results on the resolutions shall be declared within two working days after the conclusion of the 40<sup>th</sup> Annual General Meeting of the Company. The results for vote on each resolution shall indicate separately the votes casted by remote e-voting and e-voting during the AGM and would immediately be intimated to the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited. He further stated that the voting results shall be uploaded on the Company's website i.e. [www.ratnamani.com](http://www.ratnamani.com) and also on the NSDL's website i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) with the reports of the scrutiniser for the remote e-voting and e-voting during the AGM. The same will also be available at the Registered Office and Corporate Office of the Company.

Thereafter, the following resolutions as Ordinary and Special businesses were taken up for consideration and approval of the members:

## 12. ORDINARY BUSINESSES:

### ITEM NO.1 (AS AN ORDINARY RESOLUTION):

#### Receive, consider and adoption of:

- (a) 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;

"RESOLVED THAT 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 the Board of Directors thereon be and are hereby received, considered and adopted."

- (b) 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.

"RESOLVED THAT 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 be and are hereby received, considered and adopted."

### ITEM NO.2 (AS AN ORDINARY RESOLUTION):

#### 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:

"RESOLVED THAT a dividend of Rs.14.00 per Equity Share on 7,00,92,000 Equity Shares of Rs.2.00 each fully paid-up of the Company as recommended by the Board of Directors, be and is hereby declared out of the profits of the Company for the financial year ended on March 31, 2024."

For, the next agenda item, Shri Sushil Solanki, Independent Director was requested to occupy the Chair, since the Item was pertaining to the re-appointment of Shri Shanti M. Sanghvi, and the Chairman was interested in the Item.

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Thereafter, Shri Sushil Solanki, Independent Director of the Company occupied the Chair and the following business of the meeting was taken.

**ITEM NO.3 (AS AN ORDINARY RESOLUTION):**

**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:**

“RESOLVED THAT Shri Shanti M. Sanghvi (DIN:00007955), Director of the Company, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, whose period of office shall be liable to determination by retirement of directors by rotation.”

Shri Sushil Solanki, Independent Director of the Company, thereafter requested Shri Prakash M. Sanghvi, Chairman and Managing Director to re-occupy the Chair for the next agenda items. Thereafter, Shri Prakash M. Sanghvi, Chairman and Managing Director re-occupied the Chair and the proceedings of the meeting were taken up.

**13. SPECIAL BUSINESS SES:**

**ITEM NO.4 (AS AN ORDINARY RESOLUTION):**

**Ratification of 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:**

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company hereby ratifies the remuneration of Rs.1,20,000/- (Rupees: One Lakh Twenty Thousand only) plus applicable taxes, travel and out-of-pocket expenses incurred in connection with the cost audit, as recommended by the Audit Committee and approved by the Board of Directors, payable to M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad, having Firm Registration No.000028 who are appointed as the Cost Auditors to conduct the audit of the cost records maintained by the Company for the financial year ending on March 31, 2025.”

**ITEM NO.5 (AS A SPECIAL RESOLUTION):**

**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.300.00 Crores:**

“RESOLVED THAT in supersession of the resolution passed by the members of the Company at 39th Annual General meeting held on August 3, 2023 and in pursuance to Section 185 of the Companies Act, 2013 read with Section 186 of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include, unless the context otherwise require, any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the

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Board to exercise the powers conferred on the Board under this resolution) for advancing any loan including any loan represented by a book debt and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken / to be taken from financial institutions / banks / insurance companies / other investing agencies or any other person(s) / bodies corporate by any present and future Subsidiary Company/ies of the Company up to an aggregate outstanding amount not exceeding Rs.300 Crores (Rupees: Three Hundred Crores only) excluding loan/guarantee/security exempted or to be exempted under the Act and other applicable laws, if any, in one or more tranches, in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof ) be and is hereby authorized to negotiate, finalise, vary, modify and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, in connection with the loan without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable in its absolute discretion."

**ITEM NO.6 (AS A SPECIAL RESOLUTION):**

**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):**

**"RESOLVED THAT** Smt. Sangeetha Chhajed (DIN:10698049) who was appointed as an Additional Director (Non-Executive, Independent) of the Company effective from July 18, 2024, 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, who shall hold office up to the date of the 40<sup>th</sup> Annual General Meeting 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 her 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, 150 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, Smt. Sangeetha Chhajed, 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 appointed, as an Independent Woman Director of the Company, not liable to retire by rotation, for a term of five years commencing from July 18, 2024 through July 17, 2029 (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.7 (AS A SPECIAL RESOLUTION):**

**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):**

"**RESOLVED THAT** pursuant to Section 152 of the Companies Act, 2013 and rules made thereunder (including any statutory modification amendment or re-enactment thereof for the time being in force) and read with the Articles of Association of the Company, Shri Rajendra Shantilal Shah (DIN: 00061922), 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 commencing from September 11, 2024.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150 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, 17(1A) 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, Shri Rajendra Shantilal 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 appointed, as an Independent Director of the Company, notwithstanding his attainment of the age of 75 years, not liable to retire by rotation, for a term of five years commencing from September 11, 2024 through September 10, 2029 (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."

For, the next agenda items, Shri Sushil Solanki, Independent Director was requested to occupy the Chair, since the Items were pertaining to the appointment of Relatives as Directors and the Chairman was interested in the Items.

Thereafter, Shri Sushil Solanki, Independent Director of the Company occupied the Chair and the following businesses of the meeting were taken.

**ITEM NO.8 (AS A SPECIAL RESOLUTION):**

**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 5 (five) years commencing from September 11, 2024 through September 10, 2029 (both days inclusive) and fixation of remuneration payable to him:**

"**RESOLVED THAT** pursuant to Section 152 of the Companies Act, 2013 and rules made thereunder (including any statutory modification amendment or re-enactment thereof for the time being in force) and read with Article 162 of the Articles of Association of the Company, Shri Manoj Prakash Sanghvi (DIN: 00027040), 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 commencing from September 11, 2024 through September 10, 2029 (both days inclusive)."  
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Association of the Company, Shri Manoj Prakash Sanghvi (DIN:00027040), 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 commencing from September 11, 2024.

**RESOLVED FURTHER THAT** based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 and Rule 3 and 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable provisions of the Companies Act, 2013, if any, and the Articles of Association of the Company, subject to the approvals, consents, permissions, sanctions etc. of the Central Government if so required necessary and all concerned statutory, regulatory or other authorities, if and to the extent applicable and required and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approval, consent, permission, sanctions, which may be agreed to by the Board of Directors of the Company, approval of the members of the Company, be and is hereby accorded to the 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).

**RESOLVED FURTHER THAT** Shri Manoj P. Sanghvi shall be liable to retire by rotation and shall be eligible for re-appointment.

**RESOLVED FURTHER THAT** the terms of remuneration shall be governed by the existing applicable Section 197 read with Schedule V of the Companies Act, 2013 and will be as under:

**I. SALARY:**

Shri Manoj P. Sanghvi, Whole Time Director and Key Managerial Personnel to be Designated as Whole Time Director and Chief Executive Officer (WTD-CEO)	Salary up to Rs.17,00,000/- per month (Rupees Seventeen Lakhs per month) - Cost to Company (CTC) as calculated by the Company for other whole time employees of the Company as per HR Policy in force during his tenure commencing from September 11, 2024, subject to recommendation of NRC, Audit Committee and approval of the Board, for every year.
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**II. COMMISSION:**

In addition to the salary, perquisites and allowances, commission may be payable as calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of Directors of the Company at the end of each financial year, subject to the overall ceilings stipulated in Section 197 and Schedule V of the Companies Act, 2013, subject to maximum commission in a financial year not exceeding Rs.50 Crores in aggregate to all the Executive Directors.

**III. PERQUISITES AND ALLOWANCES:**

In addition to the salary, he shall be entitled to Encashment of Leaves at the end of the tenure.

**Car and Telephone:** For Company's work provision of Car with Driver and Telephone and other communication facilities at the residence, will not be included in the computation of perquisites.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provision of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), the consent of the members of the Company, be and is hereby accorded, for payment of remuneration to Shri Manoj P. Sanghvi, Whole Time Director and Key Managerial Personnel to be designated as Whole Time Director and Chief Executive Officer (WTD-CEO) of the Company and who is also the Promoter of the Company, notwithstanding:

- (a) the annual remuneration including commission, if any, payable to him exceeding 5 Crores or 2.5 per cent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher, or
- (b) the aggregate annual remuneration including commission, if any, of all the Executive Directors exceeds 5 per cent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013.

However, the remuneration including salary, perquisites, allowances and commission in any financial year shall not exceed 5% of Net Profit to the Appointee or 10% of Net Profit to all such Directors, subject to maximum commission in a financial year not exceeding Rs.50 Crores in aggregate to all the Executive Directors.

**Minimum Remuneration:** Where, in any financial year during the currency of this appointment, the Company has no profits or its profits are inadequate, the remuneration payable to the Whole Time Director and Key Managerial Personnel as salary, perquisites, allowances and commission shall be governed by, and be subject to the ceilings provided under Section II of Part II of Schedule V to the Companies Act, 2013 or any amendment made hereinafter in this regard or such other limit as may be prescribed by the Government, from time to time as minimum remuneration.

The Whole Time Director and Key Managerial Personnel shall be entitled to be reimbursed and paid out all costs, charges and expenses, if any, paid, spent or incurred by him for and on behalf of and on account of the Company in the discharge and execution of his duties as Whole Time Director and Key Managerial Personnel of the Company or otherwise, in connection with the business and affairs of the Company.

Shri Manoj P. Sanghvi shall not be entitled to receive any sitting fees for attending the meeting of the Board of Directors or Committees thereof.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to vary the said terms and conditions of remuneration subject to the limits set out in the existing applicable Section 197 read with Schedule V of the Companies Act, 2013 and in the event of any statutory amendment, modification or relaxation by the Central Government to Section 197 and/or Schedule V of the Companies Act, 2013, the Board of Directors of the Company, be and are hereby authorized to vary or increase the remuneration including salary, commission, perquisites etc. within such prescribed limit or ceiling subject to necessary approvals.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized severally to sign and submit necessary letters, form(s), return(s), documents and papers etc. in the electronic and/or physical form as required under the Act with the Ministry of Corporate Affairs, Stock Exchanges and to do all such acts, deeds, things and matters as it may, in its absolute discretion, deem necessary, proper

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or desirable and to settle any questions, difficulties or doubt that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient with regards to give effect to this resolution."

**ITEM NO.9 (AS A SPECIAL RESOLUTION):**

**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 5 (five) years commencing from September 11, 2024 through September 10, 2029 (both days inclusive) and fixation of remuneration payable to him:**

"RESOLVED THAT pursuant to Section 152 of the Companies Act, 2013 and rules made thereunder (including any statutory modification amendment or re-enactment thereof for the time being in force) and read with Article 162 of the Articles of Association of the Company, Shri Prashant Jayantilal Sanghvi (DIN: 00631700), 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 commencing from September 11, 2024.

RESOLVED FURTHER THAT based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 and Rule 3 and 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable provisions of the Companies Act, 2013, if any, and the Articles of Association of the Company, subject to the approvals, consents, permissions, sanctions etc. of the Central Government if so required necessary and all concerned statutory, regulatory or other authorities, if and to the extent applicable and required and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approval, consent, permission, sanctions, which may be agreed to by the Board of Directors of the Company, approval of the members of the Company, be and is hereby accorded to the appointment of 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 period of five years commencing from September 11, 2024 through September 10, 2029 (both days inclusive).

RESOLVED FURTHER THAT Shri Prashant J. Sanghvi shall be liable to retire by rotation and shall be eligible for re-appointment.

RESOLVED FURTHER THAT the terms of remuneration shall be governed by the existing applicable Section 197 read with Schedule V of the Companies Act, 2013 and will be as under:

**I. SALARY:**

Shri Prashant J. Sanghvi, Whole Time Director and Key Managerial Personnel to be Designated as Whole Time Director (WTD)	Salary up to Rs.17,00,000/- per month (Rupees Seventeen Lakhs per month) Cost to Company (CTC) as calculated by the Company for other whole time employees of the Company as per HR Policy in force, during his tenure commencing from September 11, 2024, subject to recommendation of NRC, Audit Committee and approval of the Board for each year.
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**II. COMMISSION:**



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In addition to the salary, perquisites and allowances, commission may be payable as calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of Directors of the Company at the end of each financial year, subject to the overall ceilings stipulated in Section 197 and Schedule V of the Companies Act, 2013, subject to maximum commission in a financial year not exceeding Rs.50 Crores in aggregate to all the Executive Directors.

### III. PERQUISITES AND ALLOWANCES:

In addition to the salary, he shall be entitled to Encashment of Leave at the end of the tenure.

**Car and Telephone:** For Company's work provision of Car with Driver and Telephone and other communication facilities at the residence, will not be included in the computation of perquisites.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provision of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), the consent of the members of the Company, be and is hereby accorded, for payment of remuneration to Shri Prashant J. Sanghvi, Whole Time Director and Key Managerial Personnel to be designated as Whole Time Director (WTD) of the Company and who is also the Promoter of the Company, notwithstanding:

- (a) the annual remuneration including commission, if any, payable to him exceeding 5 Crores or 2.5 per cent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher, or
- (b) the aggregate annual remuneration including commission, if any, of all the Executive Directors exceeds 5 per cent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013.

However, the remuneration including salary, perquisites, allowances and commission in any financial year shall not exceed 5% of Net Profit to the Appointee or 10% of Net Profit to all such Directors, subject to maximum commission in a financial year not exceeding Rs.50 Crores in aggregate to all the Executive Directors.

**Minimum Remuneration:** Where, in any financial year during the currency of this appointment, the Company has no profits or its profits are inadequate, the remuneration payable to the Whole Time Director and Key Managerial Personnel as salary, perquisites, allowances and commission shall be governed by, and be subject to the ceilings provided under Section II of Part II of Schedule V to the Companies Act, 2013 or any amendment made hereinafter in this regard or such other limit as may be prescribed by the Government, from time to time as minimum remuneration.

The Whole Time Director and Key Managerial Personnel shall be entitled to be reimbursed and paid out all costs, charges and expenses, if any, paid, spent or incurred by him for and on behalf of and on account of the Company in the discharge and execution of his duties as Whole Time Director and Key Managerial Personnel of the Company or otherwise, in connection with the business and affairs of the Company.

Shri Prashant J. Sanghvi shall not be entitled to receive any sitting fees for attending the meeting of the Board of Directors or Committees thereof.

  
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**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to vary the said terms and conditions of remuneration subject to the limits set out in the existing applicable Section 197 read with Schedule V of the Companies Act, 2013 and in the event of any statutory amendment, modification or relaxation by the Central Government to Section 197 and/or Schedule V of the Companies Act, 2013, the Board of Directors of the Company, be and are hereby authorized to vary or increase the remuneration including salary, commission, perquisites etc. within such prescribed limit or ceiling subject to necessary approvals.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized severally to sign and submit necessary letters, form(s), return(s), documents and papers etc. in the electronic and/or physical form as required under the Act with the Ministry of Corporate Affairs, Stock Exchanges and to do all such acts, deeds, things and matters as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubt that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient with regards to give effect to this resolution."

Shri Sushil Solanki, Independent Director of the Company, thereafter requested Shri Prakash M. Sanghvi, Chairman and Managing Director to re-occupy the Chair for rest of the proceedings. Thereafter, Shri Prakash M. Sanghvi, Chairman and Managing Director re-occupied the Chair and the proceedings of the meeting were taken up.

**ITEM NO.10 (AS A SPECIAL RESOLUTION):**

**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:**

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder, relevant provisions of the Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and any circulars/notifications/ guidance/frequently asked questions issued thereunder, as amended from time to time ("SBEB & SE Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI LODR Regulations"), the provisions of relevant regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), the approval of the members of the Company be and is hereby accorded to the introduction and implementation of 'Ratnamani Employee Stock Option Scheme 2024' ("RMTL ESOS 2024"/ "Scheme") authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Compensation Committee, including the Nomination and Remuneration Committee of the Company) to create, offer, grant, issue and allot from time to time, in one or more tranches, not exceeding 36,00,000 (Thirty Six Lakhs) in aggregate employee stock options ("Options") to or for the benefit of such person(s) working exclusively with the Company whether in or outside India, including any director, whether whole-time or not (excluding the employees/directors who are promoters and persons belonging to the promoter group, independent directors and directors holding directly or indirectly more than 10% (ten percent) of the outstanding

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equity shares of the Company) subject to their eligibility as may be determined under the Scheme, exercisable into not more than 36,00,000 (Thirty Six Lakhs) equity shares ("Shares") of face value of Rs.2/- (Rupees Two) each fully paid-up, where one Option upon exercise shall convert into one Share subject to payment/ recovery of requisite exercise price, on such terms & condition and in such manner as the Compensation Committee may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

**RESOLVED FURTHER THAT** the equity shares so issued and allotted as mentioned hereinbefore shall rank pari passu with the then existing equity shares of the Company.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional Shares are required to be issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling in terms of number of Shares specified above shall be deemed to be increased to the extent of such additional Shares are required to be issued.

**RESOLVED FURTHER THAT** in case the Shares of the Company are either sub-divided or consolidated, then the ceiling in terms of number of Shares specified above shall automatically stand augmented or reduced, as the case may be, in the same proportion as the face value per Share shall bear to the revised face value of the Share of the Company after such sub-division or consolidation.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SBEB & SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to consent of the members by way of a special resolution to the extent required under the applicable laws including the SBEB & SE Regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing to appoint merchant Bankers, brokers, solicitors, registrars, compliance officer, investors service centre and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Scheme as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard."

**ITEM NO.11 (AS A SPECIAL RESOLUTION):**

**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"):**

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, and pursuant to Regulation 6 and other applicable provisions of the Securities and  
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Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder ("SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the provisions of relevant regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the relevant provisions of Memorandum and Articles of Association of the Company, and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), the approval of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Compensation Committee, including the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the SEBI Listing Regulations to exercise its powers, including the powers, conferred by this resolution) to create, offer grant, issue and allot from time to time, in one or more tranches, such number of employee stock options ("Option(s)") under the 'Ratnamani Employee Stock Option Scheme 2024' ("RMTL ESOS 2024"/ "Scheme") within the limit prescribed therein to or to eligible employees of subsidiary company(ies) who are working on exclusive basis in or outside India, including any director thereof, whether whole-time or not (excluding the employees/directors who are promoters and persons belonging to the promoter group, independent directors and directors holding directly or indirectly more than 10% (ten percent) of the outstanding equity shares of the Company), exercisable into corresponding number of equity shares ("Shares") of face value of Rs.2/- (Rupees Two) each fully paid-up upon exercise, where one employee stock Option would convert in to one Share upon exercise, on such terms and in such manner as the Compensation Committee may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme."

**14. RESULTS OF THE REMOTE E-VOTING AND E-VOTING AT THE AGM:**

**RESULTS OF THE REMOTE E-VOTING AND E-VOTING AT THE AGM ON THE ORDINARY AND SPECIAL BUSINESSES AS SET OUT IN ITEM NOS.1 TO 11 OF THE NOTICE CONVENING 40<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD ON TUESDAY, AUGUST 27, 2024:**

On the basis of the consolidated Scrutinizer's Report dated August 27, 2024, the summary of which is mentioned hereunder, the Chairman announced the results of voting on August 28, 2024 that all the resolutions for the businesses as set out in the Item Nos.1 to 11 in the Notice of the 40<sup>th</sup> Annual General Meeting of the Company have been duly passed with requisite majority, as under:

Sr. No.	Type of Resolution Ordinary / Special	Particulars	Votes in favour of the Resolution		Votes Against the Resolution		Votes Invalid Nos.	Result
			Nos.	% of Votes in favour	Nos.	% of Votes in Against		
1.	Ordinary Resolution	Receive, consider and 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	6,44,88,519	99.999967	21	0.000033	8,379	Carried by requisite Majority

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		Report of the Auditors thereon.						
2.	Ordinary Resolution	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.	6,44,85,681	99.995567	2,859	0.004433	8,379	Carried by requisite Majority
3.	Ordinary Resolution	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.	6,43,20,801	99.744405	1,64,822	0.255595	8,379	Carried by requisite Majority
4.	Ordinary Resolution	Ratification of 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.	6,44,88,520	99.999969	20	0.000031	8,379	Carried by requisite Majority
5.	Special Resolution	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 of an amount not exceeding Rs.300.00 Crores.	5,33,56,474	82.737916	1,11,32,066	17.262084	8,379	Carried by requisite Majority
6.	Special Resolution	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).	6,44,86,659	99.997083	1,881	0.002917	8,379	Carried by requisite Majority
7.	Special Resolution	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).	6,42,82,856	99.681053	2,05,684	0.318947	8,379	Carried by requisite Majority
8.	Special Resolution	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.	6,11,08,374	94.758501	33,80,166	5.241499	8,379	Carried by requisite Majority
9.	Special	Appointment of Shri	6,09,60,353	94.528971	35,28,187	5.471029	8,379	Carried by

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	Resolution	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.						requisite Majority
10	Special Resolution	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.	5,62,45,544	87,221835	82,40,079	12,778,65	8,379	Carried by requisite Majority
11	Special Resolution	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").	5,62,46,038	87,217988	82,42,996	12,782012	8,379	Carried by requisite Majority

The resolutions for the ordinary and special businesses as set out in Item Nos.1 to 11 of the notice of the 40<sup>th</sup> Annual General Meeting, duly approved by the members, as per the voting results, are recorded as part of the proceedings of the 40<sup>th</sup> Annual General Meeting held on Tuesday, August 27, 2024.

The meeting, which was commenced at 10.39 a.m. and concluded at 11:04 a.m. with a vote of thanks to the Chair. An additional time of 15 minutes was allowed for e-voting at AGM.



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

PLACE: AHMEDABAD  
DATE: 03.09.2024

Entered on 03.09.2024

Anil Maloo  
Company Secretary