

**Corporate Office :**

The First, A&B Wing, 9<sup>th</sup> 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/REG.24A/2024-25

May 15, 2024

<b>BSE Limited</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 Limited</b> "Exchange Plaza", 5th Floor, Bandra – Kurla Complex, Bandra (E), Mumbai - 400 051 Company code : RATNAMANI
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**Subject: Submission of Secretarial Compliance Report for the year ended March 31, 2024**

Dear Sir/Madam,

Pursuant to Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular no. CIR/CFD/CMD1/27/2019 dated February 8, 2019, read with NSE / BSE Circulars dated March 16, 2023 and dated April 10, 2023, please find enclosed herewith copy of Secretarial Compliance Report issued by M/s. M. C. Gupta & Co., Practicing Company Secretaries, Ahmedabad, for the year ended March 31, 2024.

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

**Secretarial Compliance Report of Ratnamani Metals and Tubes Limited for the  
year ended 31st March, 2024**

To,  
Ratnamani Metals and Tubes Limited,  
17, Rajmugat Society  
Naranpura Char Rasta,  
Naranpura  
Ahmedabad – 380013

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Ratnamani Metals and Tubes Limited (hereinafter referred as 'the listed entity'), having its Registered Office at 17, Rajmugat Society, Naranpura Char Rasta, Naranpura, Ahmedabad – 380013. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

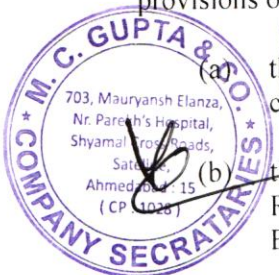
Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31<sup>st</sup> March, 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

In terms of SEBI Circular No. CIR/CFD/CMD1/27/2019 Dated February 8, 2019 read with BSE Circular Dated 16<sup>th</sup> March, 2023 and NSE Circular Ref No: NSE/CML/ 2023/30 Dated 10<sup>th</sup> April, 2023, we have examined:

- (a) all the documents and records made available to us and explanation provided by Ratnamani Metals and Tubes Limited ("the listed entity") CIN: (L70109GJ1983PLC006460) and having its Registered office at 17, Rajmugat Society, Naranpura Char Rasta, Naranpura, Ahmedabad – 380013.
- (b) the filings/ submissions made by the listed entity to the Stock Exchanges.
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report.

for the financial year ended 31<sup>st</sup> March, 2024 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA") rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");



The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not Applicable during the reporting period);
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not Applicable during the reporting period);
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not Applicable during the reporting period);
- Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021; (Not Applicable during the reporting period);
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
- The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not Applicable during the reporting period)
- The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- other regulations as applicable;

and the circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review period:

a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr No	Compliance Requirement (Regulations/Circulars/ Guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action (Advisory/Clarification/Fine/Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observation/ Remarks of Practicing Company Secretary)	Management Response	Remarks
NIL										

b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr No	Observation/ Remarks of Practicing Company Secretary in the previous reports	Observations made in the Secretarial Compliance Report for the year ended 31 <sup>st</sup> march, 2024	Compliance Requirement (Regulations/ Circulars/ Guidelines including specific clause)	Details of Violations/ deviations and action taken/ penalty imposed, if any, on the listed entity	Remedial action, If any, on the listed entity	Comments of PCS on the Actions taken by the listed entity
NIL						





I. We hereby report that during the review period, the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/N.A.)	Observations/Remarks by PCS
1.	<p><b>Secretarial Standards:</b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)</p>	YES	
2.	<p><b>Adoption and timely updation of the Policies:</b></p> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li> <li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/ circulars/ guidelines issued by SEBI</li> </ul>	YES	
3.	<p><b>Maintenance and disclosures on Website:</b></p> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website</li> <li>Timely dissemination of the documents/ information under a separate section on the website</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</li> </ul>	YES	
4.	<p><b>Disqualification of Director:</b></p> <p>None of the Director of the Company is disqualified under Section 164 of Companies Act, 2013, as confirmed by the listed entity.</p>	YES	
5.	<p><b>Details related to subsidiaries of listed entities have been examined with respect to:</b></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries.</p>	YES YES	The Company has no material subsidiary.
	<p><b>Preservation of Documents:</b></p> <p>The listed entity is preserving and maintaining records</p>	YES	



*M. C. Gupta & Co.*  
*Company Secretaries*

CS Mahesh C. Gupta  
B.Com (Hons.), LL.M., MBA, ACMA, FCS

	as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.		
7.	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations.	YES	
8.	<b>Related Party Transactions:</b> a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions. b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/ rejected by the Audit committee.	YES	
9.	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No Action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) The action taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or Stock exchanges are specified in the last column.	YES	





*M. C. Gupta & Co.*  
*Company Secretaries*

**CS Mahesh C. Gupta**  
B.Com (Hons.), LL.M., MBA, ACMA, FCS

12.	<b>Resignation of Statutory Auditors from the listed entity or its material subsidiaries:</b>  In case of resignation of Statutory Auditors from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiary(ies) has/ have complied with paragraph 6.1 and 6.2 of Section V-D of Chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	Not Applicable	There was no change in the Statutory Auditors of the Company.
13.	<b>Additional Non-compliances, if any:</b> No any additional non-compliance observed for any SEBI regulation/circular/ guidance note etc. except as reported above.	YES	

**Assumptions & limitations of scope and review:**

1. Compliance of applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For M. C. Gupta & Co.  
Company Secretaries  
UCN: S1986GJ003400



Place: Ahmedabad  
Date: 14<sup>th</sup> May, 2024

*Mahesh Gupta*  
Mahesh C Gupta  
Proprietors  
FCS: 2047 (CP: 1028)  
Peer Review: 5380/2023  
UDIN: F002047F000363133