

**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/PB-NOTICE/2022-23

February 14, 2023

<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 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 February 13, 2023, 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 February 13, 2023, which is being sent to the members of the Company to seek approval by way of remote e-voting in respect of the special businesses 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, February 10, 2023.

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 National Securities Depository Limited (NSDL), for providing e-voting facility to its members. The e-voting period commences on Friday, February 17, 2023 (10:00 a.m.) (IST) and ends on Saturday, March 18, 2023 (5:00 p.m.) (IST). The result of e-voting / Postal Ballot will be declared on or before Tuesday, March 21, 2023, the same will be displayed on the website of the Company at [www.ratnamani.com](http://www.ratnamani.com), the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and also shall be communicated to the BSE Limited (“BSE”), the 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](http://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](mailto:investor@ratnamani.com), **Website:** [www.ratnamani.com](http://www.ratnamani.com)

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**NOTICE OF POSTAL BALLOT AND E- VOTING**  
**[Pursuant to Section 110 & 108 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 110 and Section 108 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, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”) and SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/POD-2/P/CIR/2023/4 dated January 5, 2023 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 resolutions as set out hereunder are proposed for approval of the Members of **Ratnamani Metals and Tubes Limited** (hereinafter referred to as the “**Company**”) as Special Resolutions, by way of Postal Ballot only through remote e-voting i.e. voting through electronic means (“**Remote E-voting**”), through postal ballot / e-voting.

A relevant Statement pursuant to Section 102 of the Companies Act, 2013 and rules made thereunder pertaining to the said resolutions setting out the material facts, the reasons/ rationale and related particulars thereof are annexed hereto and forms part of the Postal Ballot Notice. Further, additional information as required under the Listing Regulations is also attached and forms part of the Postal Ballot notice. The Postal Ballot Notice will also be placed on the website of the Company at [www.ratnamani.com](http://www.ratnamani.com), on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and also on the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and of National Stock Exchange of India Limited at [www.nseindia.com](http://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 National Securities Depository Limited (NSDL). 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 Saturday, March 18, 2023. Remote e-Voting will be blocked by NSDL 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 and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman and Managing Director of the Company or any person authorised by the Chairman and Managing Director. 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 and Managing Director or such person as authorised, on or before Tuesday, March 21, 2023. The same will be displayed on the website of the Company: [www.ratnamani.com](http://www.ratnamani.com), the website of NDSL: [www.evoting.nsdl.com](http://www.evoting.nsdl.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.

Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.

#### **SPECIAL BUSINESS:**

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

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

**"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**

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

**“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**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**“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.”

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

**Place:** Ahmedabad  
**Date:** February 13, 2023

Sd/-  
**Anil Maloo**  
Company Secretary

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

**Notes:**

1. A relevant Statement pursuant to the provisions of Section 102 read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts pertaining to the aforesaid resolutions and reasons thereof is annexed hereto along with Postal Ballot Notice ("Notice") for your consideration. Further, additional information as required under the Listing Regulations is also attached.
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 Secretarial Standard – 2 issued by the Institute of Company Secretaries of India, MCA Circulars issued from time to time. The circular dated December 28, 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 September 30, 2023. The vote in this Postal Ballot cannot be exercised through proxy.
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/List of Beneficial Owners as on Friday, February 10, 2023 ("**Cut-off date**") ("**Eligible Members**") and who have already registered their email IDs, for receipt of documents in electronic form, with the Depositories or their Depository Participants or the Company or 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 National Securities Depository Limited ("**NDSL**") as e-voting agency for facilitating e-voting to enable the Members to cast their votes electronically. In this regard, your Demat Account / Folio Number has been enrolled by the Company for your participation in remote e-Voting on the three resolution placed by the Company on e-Voting system.

6. The remote e-Voting facility will be available during the following voting period:

Commencement of E-voting:	Friday, February 17, 2023 (10:00 a.m.) (IST)
End of E-voting:	Saturday, March 18, 2023 (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, February 10, 2023.

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 and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
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.

In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. (i) Member who have not registered their email address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at [www.ratnamani.com](http://www.ratnamani.com)) duly filled and signed along with requisite supporting documents to the RTA of the Company.

9. The Postal Ballot Notice is also being uploaded on the Company's website, *i.e.*, [www.ratnamani.com](http://www.ratnamani.com) and of NSDL *i.e.* [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
10. Resolutions 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.* Saturday, March 18, 2023.
11. All relevant documents referred to in this Postal Ballot Notice requiring the approval of the members shall be available for inspection by the members until last date of e-voting. Members who wish to inspect the documents are requested to send an e-mail to [investor@ratnamani.com](mailto:investor@ratnamani.com) mentioning their Name, Folio No./ 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 Friday, February 17, 2023 at 10.00 AM IST and ends on Saturday, February 18, 2023 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, February 10, 2023 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

In pursuant to SEBI circular no.SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on "e-Voting facility provided by Listed



Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

- (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 demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and email Id in their demat accounts to their DPs in order to access e-Voting facility.

The manner of e-voting by (i) individual shareholders holding shares of the Company in demat mode, (ii) shareholders other than individuals holding shares of the Company in demat mode, (iii) shareholders holding shares of the Company in physical mode, and (iv) Members who have not registered their e-mail address, is explained in the instructions given herein below.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p><b>A. NSDL IDeAS facility</b></p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> <li>1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a personal computer or on a mobile.</li> <li>2. Once the home page of e-Services is launched, click on the ‘Beneficial Owner’ icon under ‘Login’ which is available under ‘IDeAS’ section.</li> <li>3. A new screen will open. You will need to enter your User ID and Password. After successful authentication, you will be able to see e-voting services under Value Added Services section.</li> <li>4. Click on ‘Access to e-voting’ appearing under e-voting services and you will be able to see e-voting page.</li> <li>5. Click on options available against Company name or <b>e-voting service provider – NSDL</b> and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period.</li> </ol> <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> <li>a) Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>b) Select ‘Register Online for IDeAS’ Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>c) After getting yourself registered, please follow steps given in points 1-5</li> </ol>
	<p><b>B. e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>1. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile phone.</li> <li>2. Once the home page of e-voting system is launched, click on the icon ‘Login’ which is available under ‘Shareholder/Member’ section.</li> <li>3. A new screen will open. You will need to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> </ol>

	<p>4. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on Company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</p>
	<p>C. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store      Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1) Existing 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 users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<ol style="list-style-type: none"> <li>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>2. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>3. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>



**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. NSDL and CDSL.**

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is <b>123484</b> then user ID is 123484001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders:**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [mcguptacs@gmail.com](mailto:mcguptacs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five

unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Assistant Vice President or Ms. Pallavi Mhatre, Manager, at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:**

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. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investor@ratnamani.com](mailto:investor@ratnamani.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## **STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013 ('ACT')**

The following Statement sets out all material facts relating to Item No(s). 1 to 3 mentioned in the accompanying Notice.

The Nomination and Remuneration Committee ('**NRC/ Committee**') noted that three out of four Independent Directors shall complete their two consecutive terms of five years each, on conclusion of the ensuing 39<sup>th</sup> Annual General Meeting. The Committee, to ensure proper succession planning of the Board of Directors, recommended to on-board new Independent Directors much before the cessation of the existing Independent Directors.

The Nomination and Remuneration Committee ('**NRC**') adopted a methodical, meritocratic, independent, fair and transparent process to ensure that it recommends the right candidate(s) to serve on the Board of Directors of the Company. The Committee evaluated and considered skills, experience, knowledge and capabilities of the suitable prospects that would be available to the Board of Directors.

The NRC had previously finalized the desired attributes for the selection of the Independent Director(s). Basis those attributes, the NRC reviewed the profiles and credentials of suitable prospects and had candid interactions. Post interactions with prospective candidates, the NRC was impressed with the profiles and credentials of Shri Sushil Solanki, Shri Dhinal Ashwinbhai Shah and Shri Rajesh Gajendra Desai and had identified them as suitable candidates to be inducted as Independent Directors on the Board.

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

Based on the recommendations of the NRC, the Board, on February 13, 2023, in terms of Section 161 of the Companies Act, 2013 ('**Act**'), appointed Shri Sushil Solanki (DIN: 09630096) as an Additional Director (Non-Executive, Independent) of the Company with immediate effect.

Further, based on the recommendations of the NRC and subject to the approval of the Members, the Board, in accordance with the provisions of Section 149 read with Schedule IV to the Act, and Regulation 16 of the SEBI Listing Regulations, appointed Shri Sushil Solanki as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years commencing from February 13, 2023, through February 12, 2028 (both days inclusive).

Shri Sushil Solanki had an illustrious career spanning over three decades. He joined Indian Revenue Services (IRS) in the year 1985 and served Customs and Excise Department till year 2016. He is a Chartered Accountant (1983). He also did M.Sc. in Fiscal Studies from University of Bath, UK (1994-95).

Presently, he is a partner with TLC Legal, Mumbai since year 2016 for advisory and litigation work in Indirect Taxes like GST, Customs, Service Tax and Foreign Trade Policy.

He has worked as Principal Commissioner of Customs, Nhava Shiva Port (biggest port), Commissioner of Service Tax, Mumbai and Additional Director General of Central Excise Intelligence, Ahmedabad. He steered drafting of Service Tax Law during 1994 and conceptualisation of drafting of law and procedure relating to introduction of GST in India during 2006 to 2016.

He has deep knowledge, expertise and leadership experience in government / regulatory compliance and affairs, accountancy, finance, strategy, corporate governance and management.

The skills, background and experience are aligned to the role and capabilities identified by the NRC and that Shri Sushil Solanki is eligible for appointment as an Independent Director.

The Board was satisfied that his appointment is justified and he is a person of integrity and possesses relevant skills, capabilities, expertise and experience. The Company shall be immensely benefited, if he is appointed as an Independent Director on the Board of the Company. In the opinion of the Board, Shri Sushil Solanki fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Shri Sushil Solanki is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director

The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director. The Company has also received from Shri Sushil Solanki:

- (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014,
- (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act,
- (iii) a certificate that he is not disqualified to be appointed as Director under Section 164(1) of the Act,
- (iv) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) read with Regulation 25(8) of the SEBI Listing Regulations,
- (v) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Further, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

Shri Sushil Solanki has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The profile and specific areas of expertise of Shri Sushil Solanki and other relevant information as required under SEBI Listing Regulations and Secretarial Standards are provided as annexure to this Notice.

In the opinion of the Board, Shri Sushil Solanki is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for his appointment as an Independent Director of the Company.

The terms and conditions of appointment of Shri Sushil Solanki as an Independent Director would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at [investor@ratnamani.com](mailto:investor@ratnamani.com). Alternatively, the documents will also be made available at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Shri Sushil Solanki, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 1 of the Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the Listing Regulations, the approval of the Members is sought for the appointment of Shri Sushil Solanki as Independent Director of the Company, as a special resolution as set out above.

Further, in terms of Regulation 25(2A) of Listing Regulations, appointment of Shri Sushil Solanki as an Independent Director requires approval of Members of the Company by passing a special resolution.

In terms of Regulation 17(1A) of the Listing Regulations, the Company is not required to obtain prior approval of Members by passing a special resolution since Shri Sushil Solanki will not attain the age of seventy five years during his tenure as Director.

The Board recommends the special resolution set forth at Item No. 1 for the approval of the Members.

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

Based on the recommendations of the NRC, the Board, on February 13, 2023, in terms of Section 161 of the Companies Act, 2013 ('Act'), appointed Shri Dhinal Ashvinbhai Shah (DIN: 00022042) as an Additional Director (Non-Executive, Independent) of the Company with immediate effect.

Further, based on the recommendations of the NRC and subject to the approval of the Members, the Board, in accordance with the provisions of Section 149 read with Schedule IV to the Act, and Regulation 16 of the SEBI Listing Regulations, appointed Shri Dhinal Ashvinbhai Shah as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years commencing from February 13, 2023, through February 12, 2028 (both days inclusive).

Shri Dhinal Ashvinbhai Shah had an illustrious career spanning over three decades. Presently, he is a practicing Advocate proficient in advisory services on Taxation, Exchange Control, Insolvency and Corporate Laws.

He is a Chartered Accountant by qualification. He is former partner in Ernst and Young (E&Y). Shri Dhinal Shah has been extensively involved in advising Indian corporate and multinational corporate on issues relating to double tax treaties (PE exposures, optimizing tax credits etc), due diligence, transfer pricing, foreign tax systems implications, corporate tax and accounting standards including IFRS, Insolvency Professional.

He has deep knowledge, expertise and leadership experience in taxation, foreign exchange, accountancy, strategy and planning, corporate governance and management.

The skills, background and experience are aligned to the role and capabilities identified by the NRC and that Shri Dhinal Ashvinbhai Shah is eligible for appointment as an Independent Director.

The Board was satisfied that his appointment is justified and he is a person of integrity and possesses relevant skills, capabilities, expertise and experience. The Company shall be immensely benefited, if he is appointed as an Independent Director on the Board of the Company. In the opinion of the Board, Shri Dhinal Ashvinbhai Shah fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Shri Dhinal Ashvinbhai Shah is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director

The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director. The Company has also received from Shri Dhinal Ashvinbhai Shah:

- (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014,
- (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act,
- (iii) a certificate that he is not disqualified to be appointed as Director under Section 164(1) of the Act,

- (iv) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) read with Regulation 25(8) of the SEBI Listing Regulations,
- (v) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Further, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

Shri Dhinal Ashvinbhai Shah has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The profile and specific areas of expertise of Shri Dhinal Ashvinbhai Shah and other relevant information as required under SEBI Listing Regulations and Secretarial Standards are provided as annexure to this Notice.

In the opinion of the Board, Shri Dhinal Ashvinbhai Shah is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for his appointment as an Independent Director of the Company.

The terms and conditions of appointment of Shri Dhinal Ashvinbhai Shah as an Independent Director would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at [investor@ratnamani.com](mailto:investor@ratnamani.com). Alternatively, the documents will also be made available at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the Listing Regulations, the approval of the Members is sought for the appointment of Shri Dhinal Ashvinbhai Shah as Independent Director of the Company, as a special resolution as set out above.

Further, in terms of Regulation 25(2A) of Listing Regulations, appointment of Shri Dhinal Ashvinbhai Shah as an Independent Director requires approval of Members of the Company by passing a special resolution.

In terms of Regulation 17(1A) of the Listing Regulations, the Company is not required to obtain prior approval of Members by passing a special resolution since Shri Dhinal Ashvinbhai Shah will not attain the age of seventy five years during his tenure as Director.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Shri Dhinal Ashvinbhai Shah, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 2 of the Notice.

The Board recommends the special resolution set forth at Item No. 2 for the approval of the Members.

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

Based on the recommendations of the NRC, the Board, on February 13, 2023, in terms of Section 161 of the Companies Act, 2013 ('Act'), appointed Shri Rajesh Gajendrabhai Desai (DIN: 09834047) as an Additional Director (Non-Executive, Independent) of the Company with immediate effect.

Further, based on the recommendations of the NRC and subject to the approval of the Members, the Board, in accordance with the provisions of Section 149 read with Schedule IV to the Act, and Regulation 16 of the SEBI Listing Regulations, appointed Shri Rajesh Gajendrabhai Desai as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years commencing from February 13, 2023, through February 12, 2028 (both days inclusive).

Shri Rajesh Gajendrabhai Desai had an illustrious career spanning over three decades. Presently, he is based out at Sugarland, Texas, USA and working as Senior Vice President and Chief Procurement Officer / Chief Commercial Strategist at Fluor Corporation, USA. He is a member of Corporate Sales Board of Fluor Corporation. He is also a Board member of Fluor's \$1.2 Bn. Joint venture with COOEC:CFHI, China and also a Board member of Fluor India, New Delhi. He is Fluor representative at World Economic Forum.

Shri Rajesh Gajendrabhai Desai is Master of Business Administration (MBA) in International Business, from UEL, London and MBA in Finance from India. He has Bachelor's Degree in Mechanical Engineering from NIT, Surat.

He is deep knowledge, expertise and leadership industrial experience in supply chain management, procurement, international mergers & acquisition, Project Finance, hedging for both currencies & commodities, global business development & procurement strategy, Global Structured Project Financing and Environment & Sustainability. He occupied corporate positions that covers all the lines of businesses like Energy and Chemicals, Metals and Mining, Infrastructure, Advanced Manufacturing and Life Sciences and is part of Government Group that supports US Government globally on strategic projects. He previously worked with Larsen and Toubro Limited and was handling Business Development, Sales and Corporate Strategies. Hence, he has extensive leadership experience in global corporation as well as in large Indian corporate house.

The skills, background and experience are aligned to the role and capabilities identified by the NRC and that Shri Rajesh Gajendrabhai Desai is eligible for appointment as an Independent Director.

The Board was satisfied that his appointment is justified and he is a person of integrity and possesses relevant skills, capabilities, expertise and experience. The Company shall be immensely benefited, if he is appointed as an Independent Director on the Board of the Company. In the opinion of the Board, Shri Rajesh Gajendrabhai Desai fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Shri Rajesh Gajendrabhai Desai is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director

The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director. The Company has also received from Shri Rajesh Gajendrabhai Desai:

- (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014,
- (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act,
- (iii) a certificate that he is not disqualified to be appointed as Director under Section 164(1) of the Act,
- (iv) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) read with Regulation 25(8) of the SEBI Listing Regulations,
- (v) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.



Further, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

Shri Rajesh Gajendrabhai Desai has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The profile and specific areas of expertise of Shri Rajesh Gajendrabhai Desai and other relevant information as required under SEBI Listing Regulations and Secretarial Standards are provided as annexure to this Notice.

In the opinion of the Board, Shri Rajesh Gajendrabhai Desai is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for his appointment as an Independent Director of the Company.

The terms and conditions of appointment of Shri Rajesh Gajendrabhai Desai as an Independent Director would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at [investor@ratnamani.com](mailto:investor@ratnamani.com). Alternatively, the documents will also be made available at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the Listing Regulations, the approval of the Members is sought for the appointment of Shri Rajesh Gajendrabhai Desai as Independent Director of the Company, as a special resolution as set out above.

Further, in terms of Regulation 25(2A) of Listing Regulations, appointment of Shri Rajesh Gajendrabhai Desai as an Independent Director requires approval of Members of the Company by passing a special resolution.

In terms of Regulation 17(1A) of the Listing Regulations, the Company is not required to obtain prior approval of Members by passing a special resolution since Shri Rajesh Gajendrabhai Desai will not attain the age of seventy five years during his tenure as Director.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Shri Rajesh Gajendrabhai Desai, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 3 of the Notice.

The Board recommends the special resolution set forth at Item No. 3 for the approval of the Members.

## **ANNEXURE TO THE NOTICE**

**Details of Director seeking appointment /re-appointment pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 - Secretarial Standard on General Meetings**

### **Profile of Shri Sushil Solanki (DIN: 09630096):**

#### **Age, Qualifications and Profession:**

Shri Sushil Solanki was born on September 19, 1958. Shri Sushil Solanki had an illustrious career spanning over three decades. He joined Indian Revenue Services (IRS) in the year 1985 and served Customs and Excise Department till year 2016. He is a Chartered Accountant (1983). He also did M.Sc. in Fiscal Studies from University of Bath, UK (1994-95). Presently, he is a partner with TLC Legal, Mumbai since year 2016 for advisory and litigation work in Indirect Taxes like GST, Customs, Service Tax and Foreign Trade Policy.

#### **Experience:**

He has worked as Principal Commissioner of Customs, Nhava Shiva Port (biggest port), Commissioner of Service Tax, Mumbai and Additional Director General of Central Excise Intelligence, Ahmedabad. He steered drafting of Service Tax Law during 1994 and conceptualisation of drafting of law and procedure relating to introduction of GST in India during 2006 to 2016.

He has deep knowledge, expertise and leadership experience in government / regulatory compliance and affairs, accountancy, finance, strategy, corporate governance and management.

He has authored two books namely (1) A guide to Central Excise Audit and Study of Financial Records (2) Central Excise on Textile & Readymade garments.

#### **Awards and Accolades:**

He was recipient of Presidential Award by Government of India for Meritorious Services in the year 2001 and also recipient of Award of Best Chartered Accountant in Civil Services by Institute of Chartered Accountants of India.

He was actively involved in imparting training to officers of Central Excise, Service Tax, GST departments all over India and also to officers from SAARC countries.

#### **Particulars of experience, attributes or skills that qualify Shri Sushil Solanki for Board Directorship:**

Shri Sushil Solanki has deep knowledge, expertise, extensive leadership experience and exposure to areas such as government / regulatory compliance and affairs, accountancy, finance, strategy, corporate governance and management.

With his illustrious, exceptionally distinguished record of accomplishments, he is well poised to add significant value and strength to the Board. His prior experience enables him to provide the Board with valuable insights on a broad range of regulatory compliance, business, social and governance issues that are relevant to the Company. His experience shall provide the Board an insightful perspective on regulatory compliance, risk oversight and financial and accountancy matters that would be very valuable to the Board.

**Skills and capabilities required for the role and the manner in which Shri Sushil Solanki meets such requirements:**

The NRC had identified, *inter alia*, expertise in the areas of finance, accountancy, strategic leadership, governance, government/regulatory compliances & affairs, as the skills and capabilities for the role. Shri Sushil Solanki meets the criteria.

**Terms and conditions of appointment**

Shri Sushil Solanki will serve for a term of 5 (Five) years commencing February 13, 2023 through February 12, 2028 (both days inclusive). The date of first appointment on the Board is February 13, 2023.

**Board Meeting Attendance and Remuneration**

Shri Sushil Solanki was appointed on the Board of Directors of the Company effective February 13, 2023. A sitting fee of Rs.40,000/- per meeting for attending Board Meeting / Committee Meeting would be paid. Shri Sushil Solanki is eligible for profit related commission, as may be approved by the Board, based on the recommendation of the NRC.

**Bodies Corporate (other than RMTL) in which Shri Sushil Solanki holds Directorships and Committee membership**

**Directorships Indian companies (listed / Unlisted):** Nil

**Member of Board Committees:** Nil

**Disclosure of Relationship inter-se between Directors, Manager and other Key Managerial Personnel**

There is no inter-se relationship between Shri Sushil Solanki, other members of the Board and Key Managerial Personnel of the Company.

**Shareholding in the Company (Own or beneficial ownership)**

Shri Sushil Solanki does not hold any equity shares of the Company.

**Listed Entities from which Shri Sushil Solanki has resigned as Director in past 3 years:** Nil

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**Profile of Shri Dhinal Ashvinbhai Shah (DIN: 00022042):**

**Age, Qualifications and Profession:**

Shri Dhinal Ashvinbhai Shah was born on December 31, 1967. He is a Chartered Accountant by qualification. Shri Dhinal Ashvinbhai Shah had an illustrious career spanning over three decades. Presently, he is a practicing Advocate proficient in advisory services on Taxation, Exchange Control, Insolvency and Corporate Laws.

**Experience:**

He is former partner in Ernst and Young (E&Y). Shri Dhinal Shah has been extensively involved in advising Indian corporate and multinational corporate on issues relating to double tax treaties (PE exposures, optimizing tax credits etc), due diligence, transfer pricing, foreign tax systems implications, corporate tax and accounting standards including IFRS, Insolvency Professional.

He has deep knowledge, expertise and leadership experience in taxation, foreign exchange, accountancy, strategy and planning, corporate governance and management. He has co-authored a book. Shri Dhinal Shah is an Executive Committee Member of International Fiscal Association and Secretary of ITAT Bar Association, Ahmedabad.

Shri Dhinal Ashvinbhai Shah was a Central Council Member of the Institute of Chartered Accountants of India, Director of IPA and RVO formed by ICAI and was Chairman of Direct Tax Committee of Gujarat Chamber of Commerce and Industries. Shri Dhinal Ashvinbhai Shah is visiting faculty at IIM on Professional topics.

**Particulars of experience, attributes or skills that qualify Shri Dhinal Ashvinbhai Shah for Board Directorship:**

Shri Dhinal Ashvinbhai Shah has deep knowledge, expertise, extensive leadership experience and exposure to areas such as taxation, foreign exchange, accountancy, strategy and planning, corporate governance and management.

With his illustrious, exceptionally distinguished record of accomplishments, he is well poised to add significant value and strength to the Board. His prior experience enables him to provide the Board with valuable insights on a broad range of taxation, foreign exchange, accountancy, strategy and planning, regulatory compliance, business, social and corporate governance, general management that are relevant to the Company. His experience shall provide the Board an insightful perspective on regulatory compliance, risk oversight and financial, taxation and accountancy matters that would be very valuable to the Board.

**Skills and capabilities required for the role and the manner in which Shri Dhinal Ashvinbhai Shah meets such requirements:**

The NRC had identified, *inter alia*, expertise in the areas of taxation, foreign exchange, accountancy, strategic leadership, governance, regulatory compliances, as the skills and capabilities for the role. Shri Dhinal Ashvinbhai Shah meets the criteria.

**Terms and conditions of appointment**

Shri Dhinal Ashvinbhai Shah will serve for a term of 5 (Five) years commencing February 13, 2023 through February 12, 2028 (both days inclusive). The date of first appointment on the Board is February 13, 2023.

**Board Meeting Attendance and Remuneration**

Shri Dhinal Ashvinbhai Shah was appointed on the Board of Directors of the Company effective February 13, 2023. A sitting fee of Rs.40,000/- per meeting for attending Board Meeting / Committee Meeting would be paid. Shri Dhinal Ashvinbhai Shah is eligible for profit related commission, as may be approved by the Board, based on the recommendation of the NRC.

**Bodies Corporate (other than RMTL) in which Shri Dhinal Ashvinbhai Shah holds Directorships and Committee membership**

**Directorships Indian companies (listed / Unlisted):**

Astral Limited (Listed)

**Member of Board Committees:**

Audit Committee and Nomination & Remuneration Committee of Astral Limited

**Disclosure of Relationship inter-se between Directors, Manager and other Key Managerial Personnel**

There is no inter-se relationship between Shri Dhinal Ashvinbhai Shah, other members of the Board and Key Managerial Personnel of the Company.

**Shareholding in the Company (Own or beneficial ownership)**

Shri Dhinal Ashvinbhai Shah does not hold any equity shares of the Company.

**Listed Entities from which Shri Dhinal Ashvinbhai Shah has resigned as Director in past 3 years:** Nil

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**Profile of Shri Rajesh Gajendrabhai Desai (DIN: 09834047):**

**Age, Qualifications and Profession:**

Shri Rajesh Gajendrabhai Desai was born on October 20, 1970. Shri Rajesh Gajendrabhai Desai had an illustrious career spanning over three decades. Shri Rajesh Gajendrabhai Desai is Master of Business Administration (MBA) in International Business, from UEL, London and MBA in Finance from India. He has Bachelor's Degree in Mechanical Engineering from NIT, Surat.

Presently, he is based out at Sugarland, Texas, USA and working as Senior Vice President and Chief Procurement Officer / Chief Commercial Strategist at Fluor Corporation, USA. He is a member of Corporate Sales Board of Fluor Corporation. He is also a Board member of Fluor's \$1.2 Bn. Joint venture with COOEC:CFHI, China and also a Board member of Fluor India, New Delhi. He is Fluor representative at World Economic Forum.

**Experience:**

He has deep knowledge, expertise and leadership industrial experience in supply chain management, procurement, international mergers & acquisition, Project Finance, hedging for both currencies & commodities, global business development & procurement strategy and Global Structured Project Financing. He occupied corporate positions that covers all the lines of businesses like Energy and Chemicals, Metals and Mining, Infrastructure, Advanced Manufacturing and Life Sciences and is part of Government Group that supports US Government globally on strategic projects. He previously worked with Larsen and Toubro Limited and was handling Business Development, Sales and Corporate Strategies. Hence, he has extensive leadership experience in global corporation as well as in large Indian corporate house.

**Particulars of experience, attributes or skills that qualify Shri Rajesh Gajendrabhai Desai for Board Directorship:**

Shri Rajesh Gajendrabhai Desai has deep knowledge, expertise, leadership industrial experience in supply chain management, procurement, international mergers & acquisition, Project Finance, hedging for both currencies & commodities, global business development & procurement strategy and Global Structured Project Financing.

With his illustrious, exceptionally distinguished record of accomplishments, he is well poised to add significant value and strength to the Board. His prior experience enables him to provide the Board with valuable insights on a broad range of supply chain management, procurement, international mergers & acquisition, Project Finance, hedging for both currencies & commodities, global business development & procurement strategy and Global Structured Project Financing. His experience shall provide the Board an insightful perspective on supply chain management, procurement, international & domestic mergers & acquisition, Project Finance, hedging for currencies & commodities, global business development & procurement strategy, Global Structured Project Financing and Environment & Sustainability matters that would be very valuable to the Board.

**Skills and capabilities required for the role and the manner in which Shri Rajesh Gajendrabhai Desai meets such requirements:**

The NRC had identified, *inter alia*, expertise in the areas of supply chain management, procurement, international & domestic mergers & acquisition, Project Finance, hedging for currencies & commodities, global business development & procurement strategy. Global Structured Project Financing and Environment & Sustainability, as the skills and capabilities for the role. Shri Rajesh Gajendrabhai Desai meets the criteria.

## **Terms and conditions of appointment**

Shri Rajesh Gajendrabhai Desai will serve for a term of 5 (Five) years commencing February 13, 2023 through February 12, 2028 (both days inclusive). The date of first appointment on the Board is February 13, 2023.

## **Board Meeting Attendance and Remuneration**

Shri Rajesh Gajendrabhai Desai was appointed on the Board of Directors of the Company effective February 13, 2023. A sitting fee of Rs.40,000/- per meeting for attending Board Meeting / Committee Meeting would be paid. Shri Rajesh Gajendrabhai Desai is eligible for profit related commission, as may be approved by the Board, based on the recommendation of the NRC.

## **Bodies Corporate (other than RMTL) in which Shri Rajesh Gajendrabhai Desai holds Directorships and Committee membership**

### **Directorships Indian companies (listed / Unlisted):**

Fluor Onshore India Private Limited (Unlisted)  
Fluor Daniel India Private Limited (Unlisted)

### **Member of Board Committees:**

Nil

## **Disclosure of Relationship inter-se between Directors, Manager and other Key Managerial Personnel**

There is no inter-se relationship between Shri Rajesh Gajendrabhai Desai, other members of the Board and Key Managerial Personnel of the Company.

## **Shareholding in the Company (Own or beneficial ownership)**

Shri Rajesh Gajendrabhai Desai does not hold any equity shares of the Company.

## **Listed Entities from which Shri Rajesh Gajendrabhai Desai has resigned as Director in past 3 years: Nil**

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

**Place:** Ahmedabad  
**Date:** February 13, 2023

Sd/-  
**Anil Maloo**  
Company Secretary

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