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RMTL/SEC/31-D SEPT2015/17X

17th October, 2015

BSE Ltd. Corporate Relationship Department 1 st Floor, New Trading Ring, Rotunda Building, P. J. Tower, Dalal Street, Fort, Mumbai - 400 001 Company Code : 520111	National Stock Exchange of India Ltd. "Exchange Plaza", 5th Floor, Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051 Company code : RATNAMANI
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**Subject: Proceeding of 31st Annual General Meeting of the Company held on
Wednesday, 23.09.2015**

Dear Sir,

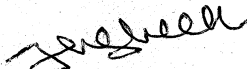
Pursuant to clause 31 (d) of the Listing Agreement, please find enclosed herewith the proceeding of 31st Annual General Meeting of the Company held on Wednesday, 23rd September, 2015.

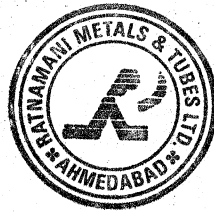
Please take the above on your record.

Thanking you,

Yours faithfully,

For Ratnamani Metals & Tubes Limited


Jigar Shah
Company Secretary

Encl.: As above

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MINUTES OF THE PROCEEDINGS OF THE 31ST ANNUAL GENERAL MEETING OF THE RATNAMANI METALS AND TUBES LIMITED HELD ON WEDNESDAY, 23RD SEPTEMBER, 2015 AT 10:00 A.M. AT THE CONFERENCE HALL OF "THE AHMEDABAD TEXTILE MILLS ASSOCIATION", NEAR GURJARI, ASHRAM ROAD, AHMEDABAD – 380 009.

THE FOLLOWING WERE PRESENT:

Directors:

Prakash M. Sanghvi	-	Chairman & Managing Director
Jayanti M. Sanghvi	-	Whole Time Director
Shanti M. Sanghvi	-	Whole Time Director
Divyabhash C. Anjaria	-	Independent Director (Chairman of Audit Committee and Nomination & Remuneration Committee)
Dr. Vinod M. Agrawal	-	Independent Director
Pravinchandra M. Mehta	-	Independent Director
Smt. Nidhi G. Gadhecha	-	Independent Women Director

In Attendance:

Jigar Shah	-	Company Secretary
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Invitees:

Vimal Katta	-	Chief Financial Officer
Arpit Patel	-	Representative, M/s S. R. B. C. & Co., LLP, Chartered Accountants
Prakash D. Shah	-	Representative, M/s Mehta Lodha & Co., Chartered Accountants
M. C. Gupta	-	Proprietor, M.C. Gupta & Co., Company Secretaries & Scrutiniser

1. Members/Proxies:

Total 63 members have attended the meeting in person and through their proxies. The Company has received 5 valid proxies for 2,05,058 equity shares.

2. Welcome:

Jigar Shah, Company Secretary of the Company introduced the dignitaries on dais as well as Statutory Auditors.

Thereafter, the Prakash M. Sanghvi, Chairman and Managing Director of the Company took the chair and formally extended a warm welcome to the shareholders at the 31st Annual General Meeting.

After ascertaining that the requisite quorum present, the meeting validly constituted, the Chairman called the meeting to order.

3. Statutory Registers:

The Register of Directors' Shareholding, Register of Contracts, Register of Members and Proxies Register along with the proxies were available during the meeting for inspection of the Members. All the material documents

300 referred to in the Explanatory Statements to the Notice convening 31st Annual General Meeting were also available for inspection by the members.

4. Notice Convening the Annual General Meeting:

With the permission of the members present at the meeting, the Notice convening 31st Annual General Meeting of the Company, as circulated to the shareholders of the Company was taken as read.

5. Chairman's Speech:

Prakash M. Sanghvi, the Chairman and Managing Director delivered his speech by giving the overall review of the working of the Company, achievements, developments during the year under review and future prospects and concluded the speech by thanking the Governments, Ministries, shareholders, Fellow Board Members, Customers, Suppliers, other stakeholders and the team Ratnamani.

6. Auditors' Report:

At the request of the Chairman, the Company Secretary informed that in terms of the provisions of Section 145 of the Companies Act, 2013, if there is no qualification, observation or comment on financial transactions or matters in the Auditors Report, which have any adverse effect or materially effect on the functioning of the Company, the same is not required to be read.

7. E-voting & Poll:

The Company Secretary informed 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 Clause 35B of the Listing Agreement with the Stock Exchanges, the Company has provided the E-voting facility through Central Depository Services (India) Limited to the members of the Company for exercising their voting right in the electronic form. The Remote E-voting started at 9.00 A.M. on Saturday, 19th September, 2015 and ended on Tuesday 22nd September, 2015. The Company Secretary further informed that the resolutions prescribed in the Notice convening the 31st Annual General Meeting of the Company will be passed through the process of poll by the members, representative and proxy holders present at this meeting.

The Company Secretary further stated that Poll will be ordered for the voting on all the resolutions of business as set out in the item nos. 1 to 6 of the Notice of the 31st Annual General Meeting. Thereafter, he explained the procedure in details for exercising the votes by the members through process of the poll.

The Chairman thereafter, ordered the Poll on the Resolutions as set out in the item Nos. 1 to 6 of the Notice of the 31st Annual General Meeting and requested all the members, representatives and proxy holders present and entitle to vote to participate in the Poll taken immediately after the closure of this meeting at the same venue i.e. The Conference Hall of "The Ahmedabad Textile Mills Association", Near 'Gurjari', Ashram Road, Ahmedabad – 380 009,


Chairman's Initials

which remained open till the members, representatives and proxy holders who participated in the Poll had casted their votes.

8. Scrutinizer:

The Chairman stated that pursuant to the provisions of the Section 109 of the Companies Act, 2013, Shri M. C. Gupta, Practicing Company Secretary, who is the proprietor of M/s M. C. Gupta & Co., Company Secretaries (Membership No. 2047) has been appointed as the Scrutinizer to conduct the process of the Poll in a fair and transparent manner, scrutinize the poll papers and to submit his report thereof.

The Chairman informed that the result of the voting of each resolution shall be determined by adding the votes of the Poll in favour or against a resolution with the electronic vote casted by the members in favour or against the respective resolution. He declared that on receipt of the Scrutinizer's Report on the Poll to be conducted, the results of voting shall be declared latest by 25th September, 2015. The results to be declared for each resolution shall indicate separately the votes on Poll and Electronic Voting and would immediately be intimated to the Stock Exchanges. He further stated that the results shall be uploaded on the Company's website i.e. www.ratnamani.com and CDSL website i.e. www.evotingindia.com with the respective reports of the Scrutinizer for the electronic voting and the Poll shall also be available at the Registered Office of the Company.

The Chairman then requested Shri M. C. Gupta, scrutinizer appointed for the Poll, after the closure of the meeting, to take over the Poll proceedings and requested him to submit his report on the Poll within the stipulated time.

The Chairman announced the formal closure of the 31st Annual General Meeting of the Company thanking the members for their participation and suggestions.

Thereafter, M. C. Gupta Scrutinizer conducted the Poll, which included distribution of the Polling papers, showing empty polling boxes to the members, locking and sealing of empty polling boxes in the presence of members, representatives and proxy holders participating in the Poll has casted their votes, the Scrutinizer closed the Poll at 10:20 A.M. The Scrutinizer then took the custody of the Polling boxes.

Thereafter the following businesses were taken up for consideration and approval of the Members:

9. ORDINARY BUSINESS:

Item No. 1: (As an Ordinary Resolution)

Adoption of the Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2015, including Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and reports of the Auditors and the Directors thereon.

Proposed By: Mr. Nitin Mehta

Seconded By: Mr. Samir Shah

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit & Loss for the year ended on that date and the reports of Directors and Auditors thereon be and are hereby approved and adopted."

The Chairman invited questions on the Annual Accounts for the year under review and working of the Company. Since there is no question from the shareholder the next item of agenda will be taken up.

As the poll had been announced on all resolution, the same was taken at the end.

Item No. 2: (As Ordinary Resolution)

Declaration of Dividend @ Rs.5.50 per Equity Share of Rs. 2.00 each for the financial year ended 31st March, 2015.

Proposed By: Mr. Sonaji Kalaji

Seconded By: Mr. Rameshbhai Kansara

"RESOLVED THAT pursuant to the recommendations made by the Board of Directors of the Company, dividend Rs.5.50/- per Equity Share having Face Value Rs.2 each (275%) on the Equity Share Capital of Rs.934.56 lacs (including shares allotted to the employees under Employees Stock Option Scheme 2006) of the Company for the financial year ended on 31st March, 2015 be and is hereby declared out of the Profit of the Company during the year and the same be paid in respect of shares held in physical form, to those members whose names appear on the Company's Register of Members before 17th September, 2015 and in respect of shares held in electronic form to those members whose name appear on the statement of beneficial owners furnished by NSDL and CDSL as at the end of business hours on 16th September, 2015."

As the poll had been announced on all resolution, the same was taken at the end.

Since, Prakashbhai M. Sanghvi and Santibhai M. Sanghvi were interested in the next item of agenda relating to appointment of Mr. Jayantibhai M. Sanghvi, Mr. Jigar Shah Company Secretary requested to Mr. D .C. Anjaria Sir took a chair as a Chairman. Then, Mr. D.C. Anjaria took the Chair as a Chairman.

Item No. 3: (As an Ordinary Resolution)

Appointment of a Director in place of Jayantibhai M. Sanghvi (DIN 00006178), whose period of office is not liable to determination by retirement of Directors by rotation and who, pursuant to the applicable provisions of the Companies Act, 2013 retires by rotation and being eligible offers himself for re-appointment.

Proposed By: Mr. Mayank K. Patwa

Seconded By: Mr. M. B. Shah

"RESOLVED THAT pursuant to section 152 of the Companies Act, 2013, Shri Jayantibhai M. Sanghvi (holding DIN 00006178), Director of the Company who retires by rotation 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 of retirement of directors by rotation."

As the poll had been announced on all resolution, the same was taken at the end.

Mr. D. C. Anajaria thereafter vacates the Chair and Mr. Prakash Sanghvi to take the Chair.

Item No. 4: (As Ordinary Resolution)

Ratification of Appointment of M/s Mehta Lodha & Co., Chartered Accountants, having Firm Registration No. 106250W & M/s S. R. B. C. & Co. LLP, Chartered Accountants, having Firm Registration No. 324982E, as a Joint Statutory Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to fix their remuneration.

Proposed By: Mr. Vinodrai Pandya

Seconded By: Mr. Kirit M. Shah

"RESOLVED THAT pursuant to provisions of Section 139, and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the appointment of M/s Mehta Lodha & Co., Chartered Accountants, Ahmedabad, having Firm Registration no. 106250W, as Joint Auditors of the Company for a term of three years i.e. till the conclusion of 33rd Annual General Meeting to be held in the year 2017 and M/s S. R. B. C. & Co. LLP, Chartered Accountants, Ahmedabad, having Firm Registration no. 324982E, as Joint Auditors of the Company for a term of five years i.e. till the conclusion of the 35th Annual General Meeting to be held in the year 2019, which was subject to ratification at every Annual general Meeting, be and is hereby ratified to hold the office till the conclusion of 32nd Annual General Meeting of the Company to be held in the year 2016, at such remuneration, reimbursement of out-of pocket expenses, travelling and other expenses incurred in connection with audit to be carried out by them, as may be decided by the Board of Directors.

As the poll had been announced on all resolution, the same was taken at the end.

10. SPECIAL BUSINESS

Item No. 5: (As Ordinary Resolution)

Appointment of Smt. Nidhi G. Gadhecha (DIN : 06847953), as an Independent Director of the Company for a period up to the conclusion of 35th Annual General Meeting to be held in the Year 2019.

Proposed By: Mr. Mohansingh Tomer

Seconded By: Mr. Asif Mansuri

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV to the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and

4
Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Smt. Nidhi G. Gadhecha (holding Din: 06847953), who was appointed by the Board of Directors as Additional Director pursuant to Section 161 of the Act, and who holds office as such up to the date of this Annual General Meeting and who has submitted a declaration that she meets the criteria for Independence as provided in Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office up to the conclusion of the 35th Annual General Meeting of the Company to be held in the year 2019."

As the poll had been announced on all resolution, the same was taken at the end.

Item No. 6: (As Ordinary Resolution)

Ratification of Remuneration of M/s. N. D. Birla & Co, Cost Accountants, having Firm Registration No.000028 as Cost Auditors of the Company for the F.Y. 2015-16.

ProposedBy: Mr. Himanshu Sonara

Seconded By: Mr. Rohit Patel,

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and Rule No. 14 of Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. N. D. Birla & Co, Cost Accountants, Ahmedabad, having Firm Registration no. 000028, being the Cost Auditors appointed by the Board of Directors of the Company to conduct the Cost Audit for the financial year ending on 31st March, 2016, be paid Rs.100,000/- plus service tax and reimbursement of travelling and out-of-pocket expenses as remuneration for the year 2015-16."

As the poll had been announced on all resolution, the same was taken at the end.

11. RESULTS OF THE ELECTRONIC VOTING AND THE POLL :

Results of the Electronic Voting and the Poll on the Ordinary Businesses at the 31st Annual General Meeting of the Company held on Wednesday, 23rd September, 2015:

On the basis of the Consolidated Scrutinizer's Report dated 24th September, 2015 the summary of which is mentioned hereunder. The Chairman announced the results of voting on 25th September, 2015 that all the resolutions for the businesses as set out in the Item Nos. 1 to 6 in the Notice of the 31st Annual General Meeting of the Company have been duly passed with requisite majority:



Chairman's Initials

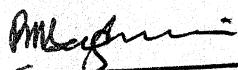
Sr. No.	Type of Resolution Ordinary/ Special	Particulars	Votes in favour of the Resolution		Votes Against the Resolution	
			Nos.	% of Votes in favour	Nos.	% of Votes in against
1	Ordinary Resolution	Adoption of the Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31 st March, 2015, including Audited Balance Sheet as at 31 st March, 2015 and the Statement of Profit and Loss for the year ended on that date and reports of the Auditors and the Directors thereon.	38072498	99.99	340	0.01
2	Ordinary Resolution	Declaration of Dividend @Rs. 5.50 per Equity Share of Rs. 2.00 each for the financial year ended 31 st March, 2015.	38116442	99.99	386	0.01
3	Ordinary Resolution	Appointment of a Director in place of Jayantibhai M. Sanghvi (DIN 00006178), whose period of office is not liable to determination by retirement of Directors by rotation and who, pursuant to the applicable provisions of the Companies Act, 2013 retires by rotation and being eligible offers himself for re-appointment.	37971886	99.62	144942	0.38
4	Ordinary Resolution	Ratification of Appointment of M/s Mehta Lodha & Co., Chartered Accountants, having Firm Registration No. 106250W & M/s S. R. B. C. & Co. LLP, Chartered Accountants,	38072490	99.88	44348	0.12

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		having Firm Registration No. 324982E, as a Joint Statutory Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to fix their remuneration.				
5	Ordinary Resolution	Appointment of Smt. Nidhi G. Gadhecha (DIN : 06847953), as an Independent Director of the company for a period up to the conclusion of 35 th Annual General Meeting to be held in the Year 2019.	38072497	99.88	44341	0.12
6	Ordinary Resolution	Ratification of Remuneration of M/s. N. D. Birla & Co, Cost Accountants, having Firm Registration No.000028 as Cost Auditors of the Company for the F.Y. 2015-16.	38116491	99.99	347	0.01

The Resolutions for the ordinary businesses as set out in Item Nos. 1 to 6 in the Notice of the 31st Annual General Meeting, duly approved by the members with the requisite majority, are recorded hereunder as part of the proceedings of 31st Annual General Meeting of the Members held on Wednesday, 23rd September, 2015.

The meeting concluded at 10.25 a.m. with vote of thanks to the chair.



PRAKASH M. SANGHVI
(DIN : 00006354)
CHAIRMAN

PLACE: AHMEDABAD
DATE : 17th OCTOBER, 2015