

**Corporate Office :**

The First, A&B Wing, 9<sup>th</sup> Floor,  
Behind Keshav Baug Party Plot,  
Vastrapur, Ahmedabad - 380 015,  
Gujarat, India  
Phone : +91 79 2960 1200/ 1/ 2  
Fax : +91 79 2960 1210  
eMail : info@ratnamani.com



RMTL/SEC/REG.30/SPA/2025-26

September 6, 2025

<b>BSE Ltd.</b> Corporate Relationship Department 1 <sup>st</sup> Floor, New Trading Ring, Rotunda Building, P. J. Tower, Dalal Street, Fort, Mumbai – 400 001 Company Code: 520111	<b>National Stock Exchange of India Ltd.</b> “Exchange Plaza”, 5th Floor, Bandra – Kurla Complex, Bandra (E), Mumbai - 400 051 Company Code: RATNAMANI
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**Subject: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for updation in Agreement by the Company with Technoenergy AG, Switzerland.**

Dear Sir/Madam,

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in continuation to our intimation dated December 19, 2023 and December 18, 2024, we would like to inform you that the Company has executed Share Purchase Agreement with Technoenergy AG, Switzerland to purchase the entire shareholding held by it in Ratnamani Trade EU AG, Switzerland. Hence, the Company shall purchase 40,000 Shares of Euro 10 each, at a purchase price of EURO 4,00,000 in Ratnamani Trade EU AG, Switzerland, the subsidiary company, thereby Ratnamani Trade EU AG shall become a wholly owned subsidiary company of the Company.

The details, as required under the Regulation 30(6) read with Schedule III Part A Para A (5) of the SEBI Listing Regulations read with the SEBI Master Circular No.SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are attached **Annexure – A**.

Likewise, the details, as required under the Regulation 30(6) read with Schedule III Part A Para A (1) of the SEBI Listing Regulations read with the SEBI Master Circular No.SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 as amended are attached as **Annexure – B**.

In terms of Regulation 30(8) of the Listing Regulations, this intimation is also being uploaded on Company's website at [www.ratnamani.com](http://www.ratnamani.com)

Please take the above on your record.

Thanking you,

Yours faithfully,

**For, RATNAMANI METALS & TUBES LIMITED**

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

Encl.: As above

[ratnamani.com](http://ratnamani.com)

info@ratnamani.com  
CIN : L70109GJ1983PLC006460

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**ANNEXURE – “A”**

Sr. No.	Particulars	Details
1.	Name(s) of parties with whom the agreement is entered.	Technoenergy AG, Switzerland ( <b>TEAG</b> )
2.	Brief Details of the Agreement	Share Purchase Agreement between Ratnamani Metals and Tubes Limited (RMTL) and Technoenergy AG, Switzerland, signed and received on September 6, 2025.
3.	Date of Board / Committee meeting approving the agreement	The Board of Directors gave authority to the Executives of the Company to finalise the terms and conditions and execute the Agreement at its meeting held on August 1, 2025.
4.	Purpose of entering into the agreement.	<p>Due to commercial reasons and keeping in mind the long-term interest of the Company, the Company has executed Share Purchase Agreement with Technoenergy AG, Switzerland to purchase the entire shareholding held by it in Ratnamani Trade EU AG, Switzerland, in which the Company is currently holding 60% shares. Hence, the Company shall purchase 40,000 Shares of Euro 10, at a purchase price of EURO 4,00,000 in Ratnamani Trade EU AG, Switzerland, the subsidiary company, thereby Ratnamani Trade EU AG shall become a wholly owned subsidiary company of the Company.</p> <p>Ratnamani Trade EU AG was incorporated to become the exclusive trading house to import and distribute various categories of stainless-steel products in Europe, which are manufactured by RMTL under its brand, to help RMTL to develop its local presence, branding, superior servicing to European customers and also to meet the faster delivery commitments by maintaining the stock of its key products.</p>
5.	Shareholding, if any, in the entity with whom the agreement is executed.	<p>Not applicable.</p> <p>Technoenergy AG does not hold any shares in Ratnamani Metals and Tubes Limited.</p> <p>Likewise, Ratnamani Metals and Tubes Limited does not hold any shares in Technoenergy AG.</p>
6.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	The Company shall purchase 40,000 Shares of Euro 10, at a purchase price of EURO 4,00,000 in Ratnamani Trade EU AG, Switzerland, from Technoenergy AG.

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7.	Whether, the said parties are related to promoter / promoter group / group companies in any manner. If yes, nature of relationship.	Technoenergy AG is not related to Promoter / Promoter Group in any manner.  However, RMTL has incorporated a subsidiary Company namely Ratnamani Finow Spooling Solutions Private Limited (RFSS) in India wherein Technoenergy AG is a joint venture partner holding 49% in the share capital of RFSS.
8.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length".	The transaction falls into related party transaction since Technoenergy AG (TEAG) is a joint venture partner in RFSS, the subsidiary Company as stated above.  The transaction involves purchase of shares at a face value of Euro 10 per share and is at arm's length.
9.	In case of issuance of shares to the parties, details of issue price, class of shares issued.	RMTL shall not issue any Equity Shares to Technoenergy AG (TEAG).
10.	Whether proposed / executed agreement is in normal course of business	Due to commercial reasons and keeping in mind the long-term interest of the Company, the Company has entered into the Share Purchase Agreement and hence, the same is ordinary course of business.
11.	Impact of agreement on management and control of the listed entity	No, there is no impact on the management and control of the Company.
12.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Not Applicable.
13.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s):	
	a) name of parties to the agreement;	Ratnamani Metals and Tubes Limited and Technoenergy AG, Switzerland.
	b) nature of the agreement;	Share Purchase Agreement for purchase of 40,000 shares by the Company in Ratnamani Trade EU AG, thereby it becomes a wholly owned subsidiary.
	c) date of execution of the agreement;	September 6, 2025
	d) details of amendment and impact thereof or reasons of termination and impact thereof.	On account of entering into the Share Purchase Agreement on September 6, 2025, the Shareholder Agreement executed and received on December 19, 2023, has become infructuous.
14.	Any other information	We shall make separate announcement upon purchase of the shares in the subsidiary company as per the Regulation 30 of the SEBI (LODR) Regulations, 2015.

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**ANNEXURE – “B”**

Sr. No.	Particulars	Details
1.	Name(s) of the target entity, details in brief such as size, turnover etc.	Ratnamani Trade EU AG, Switzerland:  Share Capital: EURO 10,00,000.  Turnover: EURO 86,33,485.29 (during 2024-25) EURO 26,62,381.20 (during the first quarter ended on June 30, 2025)
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”;	The acquisition falls into related party transaction since Technoenergy AG (TEAG) is a joint venture partner in Ratnamani Finow Spooling Solutions Private Limited, another subsidiary company of the Company.  The Company presently holds 60% of shares in Ratnamani Trade EU AG.  Technoenergy AG is not related to Promoter / Promoter Group of the Company in any manner. However, RMTL has incorporated a subsidiary Company namely Ratnamani Finow Spooling Solutions Private Limited (RFSS) in India wherein Technoenergy AG is a joint venture partner holding 49% in the share capital of RFSS.  The acquisition involves purchase of shares at a face value of Euro 10 per share and is at arm’s length.
3.	Industry to which the entity being acquired belongs	Ratnamani Trade EU AG was incorporated to become the exclusive trading house to import and distribute various categories of stainless steel products in Europe, which are manufactured by RMTL under its brand, to help RMTL to develop its local presence, branding, superior servicing to European customers and also to meet the faster delivery commitments by maintaining the stock of its key products.
4.	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	Due to commercial reasons and keeping in mind the long-term interest of the Company, the Company has entered into the Share Purchase Agreement, to purchase the entire shareholding held by it in Ratnamani Trade EU AG, Switzerland. Hence, the Company shall purchase 40,000 Shares of Euro 10, at a purchase price of EURO 4,00,000 in Ratnamani Trade EU AG, Switzerland, the subsidiary company, thereby Ratnamani Trade EU AG shall become a wholly owned subsidiary company of the Company.
5.	Brief details of any governmental or regulatory approvals required for the acquisition;	Not Applicable
6.	Indicative time period for	By September 30, 2025

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	completion of the acquisition;											
7.	Consideration - whether cash consideration or share swap or any other form and details of the same	The Company shall purchase 40,000 Shares of Euro 10 each in cash in Ratnamani Trade EU AG.										
8.	Cost of acquisition and/or the price at which the shares are acquired	The shares shall be purchased at face value of Euro 10 per share.										
9.	Percentage of shareholding / control acquired and / or number of shares acquired	100.00%										
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<p>Ratnamani Trade EU AG has been established as exclusive trading house to import and distribute various categories of stainless steel products in Europe which are manufactured by RMTL under its brand.</p> <p><b>Date of Incorporation:</b> 14.12.2023</p> <p><b>Turnover of last 3 Years:</b></p> <table border="1"> <thead> <tr> <th>Period</th> <th>Net revenue in EUR</th> </tr> </thead> <tbody> <tr> <td>December 14, 2023 to March 31, 2024</td> <td>10,67,846.71</td> </tr> <tr> <td>April 1, 2024 to March 31, 2025</td> <td>86,33,485.29</td> </tr> <tr> <td>April 1, 2025 to June 30, 2025</td> <td>26,62,381.20</td> </tr> <tr> <td></td> <td><b>1,23,63,713.20</b></td> </tr> </tbody> </table> <p><b>Country of Incorporation:</b> Switzerland</p>	Period	Net revenue in EUR	December 14, 2023 to March 31, 2024	10,67,846.71	April 1, 2024 to March 31, 2025	86,33,485.29	April 1, 2025 to June 30, 2025	26,62,381.20		<b>1,23,63,713.20</b>
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