

**Corporate Office :**

The First, A&B Wing, 9<sup>th</sup> Floor,  
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RMTL/SEC/41<sup>ST</sup> AGM PROCEEDINGS/2025-26

September 9, 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: Proceedings of the 41<sup>st</sup> Annual General Meeting of the Company held on Tuesday, September 9, 2025**

Dear Sir/Madam,

Pursuant to Regulation 30(6) read with Part-A of Schedule-III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that the 41<sup>st</sup> Annual General Meeting of the Company was held today on Tuesday, September 9, 2025 through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in pursuance with the circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India and as per the applicable provisions of the Companies Act, 2013 and the Rules issued thereunder.

The 41<sup>st</sup> AGM commenced at 10.35 a.m. IST and concluded at 11.12 a.m. IST (including the time allowed for e-Voting at the AGM).

Shri Prakash M. Sanghvi, Chairman and Managing Director of the Company, chaired the proceedings of the meeting. He welcomed all the Members, Directors, Auditors and other participants to the meeting. It was informed to the Members that the Company had taken all feasible efforts to enable members to participate through VC and vote on the resolutions placed before them for their approval.

The number of shareholders as on cut off / record date i.e. Tuesday, September 2, 2025 were 44,256 and 42 members of the Company were present at the meeting through Video Conferencing / Other Audio Visual Means.

The requisite quorum being present through VC, the meeting was called to order and then Directors present were introduced. All the Directors were present for the meeting.

The Chairman of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee were present at the Meeting as per the requirements of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Statutory, Internal and Secretarial Auditors were also present during the meeting. Shri Anil Maloo, Company Secretary, provided general instructions to the members regarding participation in the meeting.

It was informed to the members of the Company, as under:

- The Company had provided a facility to the members to cast their votes electronically, on all resolutions set forth in the Notice convening the 41<sup>st</sup> AGM of the Company.

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CIN : L70109GJ1983PLC006460

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- The remote e-Voting period which had commenced on Thursday, September 4, 2025 at 9.00 a.m. (IST) and ended on Monday, September 8, 2025 at 5.00 p.m. (IST).
- The statutory registers, certificates and other documents were kept digitally available for inspection by the members.
- Shri Mahesh C. Gupta, of M/s. M. C. Gupta & Co., Practicing Company Secretaries (Membership No.: FCS-2047, COP No.: 1028), was appointed as the Scrutinizer for scrutiny of the votes cast through the remote e-Voting platform and electronic voting at the 41<sup>st</sup> AGM.
- Members who had not cast their votes through remote e-Voting platform were provided with an opportunity to cast their votes, electronically during the 41<sup>st</sup> AGM.

The Chairman delivered his speech to the members of the Company which included highlights on business performance, financials, business outlook, etc. The Notice convening the 41<sup>st</sup> AGM, Board's Report and the Annual Report of the Company for the Financial Year ended March 31, 2025, were taken as read as the same were already circulated to the members. As the Reports of the Statutory and Secretarial Auditors, did not contain any qualifications / adverse remarks, which have any adverse effect on the functioning of the Company, hence the same was also taken as read.

The following items of business, as per the Notice convening the 41<sup>st</sup> AGM of the Company dated May 16, 2025, were transacted at the meeting through remote e-voting and e-voting at the 41<sup>st</sup> Annual General Meeting as required under the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India ("SEBI"):

1. Adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2025, together with the Reports of the Auditors and Board of Directors thereon and adoption of the Audited Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2025 and the Report of the Auditors thereon (**Ordinary Resolution**).
2. Declaration of Dividend of Rs.14.00 per Equity Share on 7,00,92,000 Equity Shares having Face Value of Rs.2/- each for the Financial Year ended on March 31, 2025 (**Ordinary Resolution**).
3. Re-appointment of Shri Jayanti M. Sanghvi (DIN: 00006178), as a Director of the Company who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 (**Ordinary Resolution**).

For the agenda item No.3, Shri Rajendra S. Shah, Independent Director had occupied the chair, since the Shri Prakash M. Sanghvi, Chairman was interested in the Item.

4. Ratification of the remuneration payable to M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad, having Firm Registration No.000028 as the Cost Auditors of the Company for the Financial Year ending on March 31, 2026 (**Ordinary Resolution**).
5. Appointment of M/s. M. C. Gupta & Co., Company Secretaries, Ahmedabad having Firm Registration No.: S1986GJ003400 and Peer Review Certificate No.: 5380/2023 as the Secretarial Auditor for a term of 5 (Five) consecutive years and fixing their remuneration (**Ordinary Resolution**).

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The disclosure required under Regulation 30(6) read with Para A(7) of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI's Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are enclosed herewith as **Annexure – “A”**.

6. Authority to the Board of Directors of the Company to issue Redeemable Non-Convertible Debentures / Bonds by way of private placement to the extent not exceeding Rs.500.00 Crores **(Special Resolution)**.

The members were requested to raise their queries on the Agenda Items, if any and no queries were raised / received. Additionally, the Members were requested to send their queries, if any, on the designated e-mail Id.

The Combined Voting Results i.e. remote e-voting and e-voting at the 41<sup>st</sup> AGM will be announced and made available on the website of the Company as well as of the National Securities Depository Limited (“NSDL”) and will also be submitted to the Stock Exchanges as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Scrutinizer's Report.

The dividend, if declared and approved by the Members, shall be payable on or before Wednesday, October 8, 2025, that is within the statutory time limit, from the date of this AGM.

The meeting was concluded with vote of thanks to the Chair and all the Directors for their participation.

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

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**Annexure A**

**The disclosure required under Regulation 30(6) read with Para A(7) of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI's Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024:**

**Appointment of M/s. M. C. Gupta & Co., Company Secretaries as the Secretarial Auditor:**

Sr. No.	Particulars	Details
1.	Reason for Change, viz. appointment, <del>re-appointment, resignation, removal, death or otherwise.</del>	Appointment of M/s. M. C. Gupta & Co., Company Secretaries, Peer Reviewed Firm of Company Secretaries in Practice (Firm Reg. No. UCN: S1986GJ003400), as Secretarial Auditor of the Company.
2.	Date of appointment <del>/ re-appointment / cessation (as applicable)</del> & term of appointment <del>/ re-appointment.</del>	The Shareholders at the 41 <sup>st</sup> Annual General Meeting held on today i.e. September 9, 2025, considered the appointment of M/s. M. C. Gupta & Co., Company Secretaries, as the Secretarial Auditor, for a term of 5 years commencing from April 1, 2025 through March 31, 2030.
3.	Brief Profile (in case of appointment).	M/s. M. C. Gupta & Co., a Proprietorship firm of Company Secretaries was established in November, 1986 and is Peer reviewed and also quality reviewed by the Quality Board Review of ICSI. The firm has been ranked first continuously for the third year, in an All-India Survey conducted by Cimplyfive, Bangaluru, for conducting highest number of Secretarial Audits from Gujarat based companies amongst Top 500 Companies of India. The firm is having a well-furnished spacious office premises in the premium location of Ahmedabad City. The firm is supported by competent professionals and assistants. Mr. Gupta is having a brilliant academic record to his credit. He was one of the toppers (amongst Top 10) of the Rajasthan Higher Secondary Education Board and also of Rajasthan University. He is MBA (Finance) – 1981, an Associate Member of ICAI and fellow member of ICSI. He is having LL.M. in commercial Laws. He is a visiting faculty for approx. 4 decades and coached in all three professional Institutes ICAI, ICAI and ICSI and many MBA Institutes, addressing many Seminars, webinars on varied subjects all over India. He is also a certified CSR Professional from the ICSI.
4.	Disclosure of relationships between Directors (in case of appointment of a Director).	Not applicable.