

NOTICE

NOTICE is hereby given that the 35th Annual General Meeting of the members of **RATNAMANI METALS & TUBES LIMITED** will be held on Friday, the 9th day of August, 2019 at 10.00 A.M. at The Conference Hall of "The Ahmedabad Textile Mills Association", Near "Gurjari", Ashram Road, Ahmedabad-380009, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt:
 - a) the audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2019, together with the Reports of the Board of Directors and Auditors thereon; and
 - b) the audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2019 and the Report of the Auditors thereon.
2. To declare Dividend on equity shares for the financial year ended on 31st March, 2019.
3. To appoint a Director in place of Shri Jayanti M. Sanghvi (DIN: 00006178), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
4. To re-appoint M/s. S R B C & Co., Chartered Accountants as the Joint statutory Auditor and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the consent of the members of the Company, be and are hereby accorded for the re-appointment of M/s. S R B C & Co., Chartered Accountants, having ICAI Firm Registration No.324982E/E300003 as the Joint Statutory Auditor of the Company to hold office for the Second Term for a period of 2 (Two) Consecutive Years, effective from the conclusion of this Annual General Meeting till the conclusion of the 37th Annual General Meeting to be held in the calendar year 2021 at such remuneration plus applicable taxes, 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."

Special Business:

5. To ratify the Remuneration payable to the Cost Auditors of the Company for the financial year ending on 31st March, 2020 and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"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, 2020, be paid ₹ 1,20,000/- plus applicable taxes, reimbursement of travelling and out-of-pocket expenses incurred by them in connection with aforesaid audit as remuneration."

6. To re-appoint Smt. Nidhi G. Gadhecha (DIN: 06847953) as an Independent Woman Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification (s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and Regulation 16 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members of the Company, be and are hereby accorded for the re-appointment of Smt. Nidhi G. Gadhecha (DIN: 06847953) as an Independent Woman Director of the Company, to hold office for the Second Term for a period of 5 (Five) consecutive years effective from the conclusion this Annual General Meeting till the conclusion of the 40th Annual General Meeting of the Company to be held in the Calendar year 2024 or upto 8th August, 2024, whichever is earlier.

7. Payment of remuneration to Managing Director and Whole Time Directors who are also Promoters or members of Promoter Group and to consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to Section 197 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company, be and are hereby accorded for payment of remuneration to Shri Prakash M. Sanghvi, Managing Director, Shri Jayanti M. Sanghvi, Whole Time Director and Shri Santilal M. Sanghvi, Whole Time Director, who are Promoters or members of Promoter Group as under:

- (a) annual remuneration to an Executive Director who is a Promoter or member of Promoter Group, exceeding ₹ 5.00 Crores or 2.5 per cent (2.5%) of the net profits of the Company computed in accordance with Section 198 of the Companies Act, 2013 ("Net Profit"), whichever is higher; or
- (b) aggregate annual remuneration to Executive Directors who are Promoters or members of Promoter Group, where there is more than one such Executive Director, exceeding 5 per cent (5%) of the Net Profit.

RESOLVED FURTHER THAT the approval herein granted for payment of remuneration to Executive Directors who are Promoters or members of Promoter Group ("such Executive Directors") shall be effective for the Financial Year commenced from April 1, 2019 and for subsequent years till the expiry of respective term of such Executive Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds and things as it may deem necessary and authorise executives of the Company for the purpose of giving effect to the above Resolution."

8. Change in the Designation of Shri Jayanti M. Sanghvi as Joint Managing Director of the Company and in this regard to consider and if thought fit, to pass, with or without

modification (s), the following resolution as a Special Resolution:

"RESOLVED THAT in continuation of the earlier resolution passed at the meeting of the 34th Annual General Meeting of the Company held on 9th August, 2018, the consent of the members of the Company, be and are hereby accorded to re-designate Shri Jayanti M. Sanghvi from Whole Time Director to Joint Managing Director of the Company retaining all the existing terms and conditions of his appointment till the expiry of his present term i.e. 31st October, 2023 as approved by the Members at the 34th Annual General Meeting held on 9th August, 2018,

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as it may deem necessary and authorise executives of the Company for the purpose of giving effect to the above Resolution."

Registered Office: 17, Rajmugat Society,
Naranpura Char Rasta,
Ankur Road, Naranpura,
Ahmedabad - 380 013
CIN: L70109GJ1983PLC006460
Date : 29th May, 2019

By Order of the Board
For, **Ratnamani Metals & Tubes Limited**

Jigar Shah
Company Secretary

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (A.G.M.) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE, NOT LESS THAN 48 (FORTY EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER.

- The Explanatory statement setting out the material facts pursuant to Section 102 (1) of the Companies Act, 2013 ("the Act") concerning the Special Business under Item No.5 to 8 in the Notice is annexed hereto and forming part of this Notice. The profile of the Directors seeking re-appointment, as required in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is also annexed.
- Corporate Members intending to send their authorized representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the

said resolution to attend and vote on their behalf at the meetings shall send the same in advance at the Company's Registered office or RTA's Address.

- In case of joint holders attending the Meeting, only such Joint holder who is higher in the order of names will be entitled to vote.
- Members/Proxies/Authorised Representative should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting. Copies of the Annual Report or Attendance Slip will not be distributed at the Meeting.
- Members may also note that the Notice of this Annual General Meeting and the Annual Reports for the financial year 2018-19 will also be available in the Company's website: www.ratnamani.com.

All the documents referred to in the accompanying Notice and Explanatory Statements are available for inspection by the members at the Registered Office of the Company on all working days during normal business hours between 9.30 A.M. to 6.30 P.M. up to the date of the Annual General Meeting. Further, such documents will be also available for inspection by members at the AGM.

- The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 3rd August, 2019 to Friday, 9th August, 2019 (both days inclusive) for determining the entitlement of the members to the payment of Dividend for the purpose of payment of dividend and Annual General Meeting.
- Members are requested to send their Bank Account particulars (viz. Account No., Name and Branch of the Bank and the MICR Code) in the updation form which is available in the Company's website at www.ratnamani.com to their Depository Participants in case the shares are held in electronic mode or to the Registrar and Transfer Agent in case the shares are held in physical mode. It will be also useful for ECS and also for printing the Bank Account details on the dividend warrant so that there are no fraudulent encashment of the warrants. Therefore, Members are requested to send their updation form immediately.
- GREEN INITIATIVE:**
Securities and Exchange Board of India ("SEBI") and the Ministry of Corporate Affairs ("MCA") encourage paperless communication as a contribution to the greener environment. Members holding shares in physical mode are requested to register their e-mail ID's with the Link Intime India Pvt. Ltd., Registrar and Transfer Agent of the Company and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is still not registered.
If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrars and Transfer Agent of the Company in respect of shares held in physical form and to their respective Depository Participants in respect of shares held in electronic form.
- In terms of Section 101 of the Companies Act, 2013 read together with the Rule 18 of the Companies (Management and Administration) Rules, 2014 and Section 136 of the Companies Act, 2013 read together with the Rule 11 of the

Companies (Accounts) Rules, 2014 and regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the copy of the Annual Report including Financial statements, Board's report etc. and this Notice are being sent by electronic mode, to those members who have registered their email IDs with their respective depository participants or with the share transfer agent of the Company, unless any member has requested for a physical copy of the same.

11. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions set out in this notice are being conducted through E-Voting, the said resolutions will not be decided on show of hands at the Annual General Meeting.
12. In terms of provisions of Section 124 of the Companies Act, 2013, the amount of dividend

not encashed or claimed within 7 (Seven) consecutive years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund ("IEPF") established by the Government. The Company has also uploaded the details of unpaid and unclaimed amounts lying with the Company as on 9th August, 2018 (date of the last Annual General Meeting) on the website of the Company (www.ratnamani.com) also on the website of the IEPF (www.iepf.gov.in).

13. Members are requested to note that the dividends not encashed for a period of 7 (Seven) consecutive years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investors Education and Protection Fund ("IEPF"). The details of the Unpaid Dividend lying with the Company are as follows:

(₹ in Lacs)

Date of Declaration	Financial Year	Due for Transfer on	Unpaid Amt. (as on 31st March, 2019)
26th September, 2012	2011-2012	25th October, 2019	9.93
12th August, 2013	2012-2013	11th September, 2020	12.77
11th September, 2014	2013-2014	10th October, 2021	14.71
23rd September, 2015	2014-2015	22nd October, 2022	17.43
12th March, 2016	2015-2016	11th April, 2023	23.94
12th September, 2017	2016-2017	11th October, 2024	22.93
9th August, 2018	2017-2018	8th August, 2025	17.72

Members are requested to note that pursuant to the provisions of Section 124 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Auditing, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended, all shares on which dividend has not been paid or claimed for 7(Seven) consecutive years or more are required to be transferred to an IEPF Authority. During the F.Y. 2018-19, the Company had transferred 9,725 Equity Shares to the Investor Education and Protection Fund Authority. Further, the unclaimed dividend in respect of F.Y. 2011-12 must be claimed by shareholders on or before 25th October, 2019, failing which the Company will be transferring the unclaimed dividend and the corresponding shares to the IEPF Authority within a period of 30 days from the said date. The concerned shareholders, however, may claim the dividend and shares from IEPF Authority, the procedure for which is detailed in the Investors Relations section in the website of the Company.

14. The Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 2018 had mandated registration of Permanent Account Number (PAN) and Bank Account details for all Members holding shares in physical form. In this regard, Link Intime India Private Limited, the Registrar and Share Transfer Agent (RTA) of the Company had issued three letters to the shareholders dated 24th July, 2018, 30th November, 2018 and 15th February, 2019 requesting the Members to

submit their PAN and Bank Account details to the 'Share Department' of the Company at the Company's Registered Office or to the RTA of the Company.

15. If a shareholder has queries on "Accounts, operation and Finance" of the Company, the same may be sent to the Company by them at least 10 (Ten) days before the Annual General Meeting so that the answers are readily available at the AGM.
16. Kindly quote your Ledger Folio Number / Client ID / DP ID Number in all your future correspondence.
17. Pursuant to the provisions of Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer agent. In respect of shares held in electronic/demat form, the members may please contact their respective Depository Participant.
18. The Company has appointed Link Intime India Private Limited as its Registrar and Transfer Agent. Therefore, all the Shareholders of the Company are requested to correspond directly to the RTA at the following addresses in the matters relating to transfer of shares, unclaimed dividend, change of address, duplicate of shares and dematerialization of shares etc.

RTA's REGISTERED OFFICE ADDRESS	RTA's AHMEDABAD BRANCH ADDRESS
<p>Link Intime India Private Limited Unit: Ratnamani Metals & Tubes Limited C-101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai – 400 083. Tel. No. – (022) 49186000 Fax No. – (022) 49186060 E-mail: rnt.helpdesk@linkintime.co.in</p>	<p>Link Intime India Private Limited Unit: Ratnamani Metals & Tubes Limited 5th Floor, 506 to 508, Amarnath Business Centre-1 (ABC – 1), Besides Gala Business Centre, Nr. St. Xavier's College Corner, Off C. G. Road, Navrangpura, Ahmedabad– 380 009. Tel No. 079-26465179 Email : ahmedabad@linkintime.co.in</p>

If shares are held in electronic form by the shareholders, then change of address, change in bank Accounts and change in e-mail ID etc. should be furnished to their respective Depository Participants (DPs).

19. APPEAL TO MEMBERS:

The Company would like to appeal to its members to hold their shares in Dematerialized (Demat) form. Managing your investment in securities is simple and easy in Demat/Electronic form and it has many advantages over managing it in physical form as there is no scope of loss, misplacement, theft or deterioration of securities in Demat form. The members may get in touch with the Link Intime India Private Limited at ahmedabad@linkintime.co.in, our Registrar and Transfer Agent or the Company Secretary of the Company at jigar.shah@ratnamani.com for any query relating to Demat.

20. Non-Resident Indian Members are requested to inform the Link Intime India Private Limited, immediately of:

- Change in their residential status on return to India for permanent settlement.
- Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

21. Securities and Exchange Board of India ("SEBI") has made it mandatory for every participant in the securities / capital market to furnish Income Tax Permanent Account Number (PAN). Accordingly, all the shareholders are requested to submit their Permanent Account Number along with photocopy of both the sides of the PAN Card duly attested.

Shareholders holding shares in electronic form are requested to furnish their PAN to their Depository Participant with whom they maintain their account along with documents as required by them.

Shareholders holding shares in physical form are requested to submit photocopy of the PAN Card of all the holders including joint holders duly attested by Notary Public/Gazette Officer/Bank Manager under their official seal and with full name and address either to the Company's Registered Office or at the office of its Registrar and Transfer Agent at the address mentioned above.

22. Ratnamani Engineering Limited ("REL") was amalgamated with Ratnamani Metals & Tubes Limited ("RMTL") as per the scheme approved by the Honorable High Court of Gujarat in the year 1998. Accordingly, RMTL has allotted shares to the shareholders of REL. It is noticed that some shareholders have yet not exchanged their old share certificates of REL. Such shareholders are requested to get the same exchanged for new RMTL share certificates.

23. The Shareholders who are holding shares having a face value of ₹10/- each are requested to send the original share

certificates of ₹10/- each to the Company or the Registrar and Transfer Agent of the Company for exchange of share certificates of ₹2/- each.

24. Voting:-

All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date i.e. Friday, 2nd August, 2019 only shall be entitled to vote at the General Meeting by availing the facility or remote e-voting or by voting through ballot paper at the General Meeting.

Voting through Electronic Means

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) issued by The Institute of Company Secretaries of India ("ICSI"), the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 35th Annual General Meeting by electronic means. The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited ("CDSL").

A member can opt for only one mode of voting, either through person or through proxies or through e-voting system or through ballot/polling paper which shall be available at the venue of the 35th Annual General Meeting. If a member casts votes by all three modes, then voting done through e-voting shall prevail and voting through other means shall be treated as invalid.

The Company has appointed Shri M. C. Gupta of M/s. M. C. Gupta & Co., Company Secretaries in practice having its office address at 703, Mauryanish Elanza, Near Parekh's Hospital, Shyamal Cross Road, Satellite, Ahmedabad – 380 015 to act as the Scrutinizer to scrutinize the poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.

The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total Votes cast in favour or against if any, to the Chairman or a person authorized by him, in writing, who shall counter sign the same and declare the result of the voting forthwith.

The results shall be declared within 48 hours after the conclusion of the Annual General Meeting of the Company.

The results declared along with Scrutinizer's Report shall be placed on the Company's website: www.ratnamani.com and on the website of CDSL at www.evotingindia.com and the same shall also be communicated to BSE Limited ("BSE") and National Stock Exchange of India Ltd. ("NSE"), where the shares of the Company are listed.

Any person who becomes a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. Friday, 2nd August, 2019 may obtain the User ID and password in the manner as mentioned at points (ii) to (v) given below:

The instructions for the members for voting electronically are as under:-

In case of remote e-voting

- (i) The voting period begins on Monday, 5th August, 2019 (10.00 A.M.) and ends on Thursday, 8th August, 2019 (5.00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Friday, 2nd August, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 P.M. on Thursday, 8th August, 2019.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders/Members.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID;
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then

directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Ratnamani Metals & Tubes Limited i.e. 190611002 on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app CDSL m-Voting available for iphone as well as android and windows based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

VOTING AT AGM:-

The members who have not casted their votes either electronically may exercise their voting rights at the AGM through ballot paper.

25. Members holding shares in more than one folio in the same name(s) are requested to send the details of their folios along with share certificates so as to enable the Company to consolidate their holding into one folio.
26. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.
27. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper/Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility. The facility for voting at meeting venue shall be decided by the Company i.e. "e-voting of "Ballot Paper/Polling Paper.
28. Members holding equity shares in Electronic Form and Proxies thereof are requested to bring their DP ID and Client ID for Identification.
29. Route Map showing directions to reach to the venue of the 35th AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meeting".

Annexure to the Notice

Statement pursuant to Section 102(1) of the Companies Act, 2013

The following Explanatory Statement sets out all the material facts relating to ordinary Business under Item No.4 and the Special Business under Item No.5, 6, 7 & 8 of the accompanying Notice dated 29th May, 2019

Item No.4

The Audit Committee at its meeting held on 28th May, 2019 and the Board of Directors at its meeting held on 29th May, 2019 have recommended the re-appointment of M/s. S R B C & CO. LL.P., Chartered Accountants, Ahmedabad having ICAI Firm Registration No. 324982E/E300003 as the Joint Statutory Auditor of the Company for the Second Term for a period of 2 (Two) consecutive

years effective from the Conclusion of the 35th Annual General Meeting till the conclusion of the 37th Annual General Meeting to be held in the calendar year 2021.

Further, the Company has also received a consent letter stating that, if they are appointed as the Joint Statutory Auditor of the Company, the same will be in accordance within the limits as specified under Section 139 and any other applicable provisions of the Companies Act, 2013 and Rules made thereunder. The said letter also contains that their Firm is eligible for appointment and is not disqualified for appointment under the Companies Act, 2013, the Chartered Accountants Act, 1949 and Rules and Regulations made thereunder and no order or pending proceeding relating to professional matters of conduct before the Institute of Chartered Accountants of India or any competent authority or any court is passed.

None of the Directors and/or Key Managerial personnel of the Company and their relatives are concerned or interested, financially, or otherwise, in the resolution set out at Item No.4 of the accompanying Notice.

The Board recommends the Ordinary Resolution set out at Item No.4 of the Notice for approval by the Members.

Item No.5

As per the provisions of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint Cost Accountant in practice, as the Cost Auditors on the recommendation of the Audit Committee. The remuneration recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified by the Members of the Company.

On the recommendation of the Audit Committee in its meeting held on 28th May, 2019, the Board has considered and approved the re-appointment of M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad, having Firm Registration No.000028 as the Cost Auditors of the Company, to conduct the Cost Audit of the Company for the financial year 2019-20 at a remuneration as mentioned in the resolution for this item of the Notice..

None of the Directors and/or Key Managerial personnel of the Company and their relatives are concerned or interested, financially, or otherwise, in the resolution set out at Item No.5 of the accompanying Notice.

The Board recommends the Ordinary Resolution set out at Item No.5 of the Notice for approval by the Members.

Item No.6

Smt. Nidhi G. Gadhecha, aged 31 years, was appointed as Independent Woman Director of the Company at the meeting of Board of Directors held on 6th November, 2014 for a period of 4 (Four) consecutive years till the conclusion of the 35th Annual General Meeting.

The Nomination and Remuneration Committee has recommended and the Board has approved at its meetings held on 29th May, 2019 her re-appointment as an Independent Woman Director of the Company for the Second Term for a period of 5 (Five) consecutive years effective from the conclusion of the 35th Annual General Meeting till the conclusion of the 40th Annual General Meeting of the Company to be held in the calendar year 2024 or upto 8th August, 2024, whichever is earlier.

Pursuant to the provisions of Section 149(10) of the Companies Act, 2013, the re-appointment of any Independent Director for the Second Term requires the Members' approval by way of Special Resolution.

Further, Smt. Nidhi G. Gadhecha is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The Company has also received a declaration from Smt. Nidhi G. Gadhecha that she meets the criteria of independence as prescribed both under Sub-section (6) of Section 149 read with Schedule IV of the Companies Act, 2013 and also under Regulation 16 & 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

In the opinion of the Board, Smt. Nidhi G. Gadhecha fulfills the conditions for appointment as an Independent Woman Director of the Company as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, Smt. Nidhi G. Gadhecha is an Independent of the management.

A copy of the draft letter of her appointment as an Independent Woman Director setting out the terms and conditions is available for inspection by the members at the Registered Office of the Company on all working days during normal business hours between 9.30 A.M. to 6.30 P.M. up to the date of the 35th Annual General Meeting.

The statement under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this notice.

Further, Smt. Nidhi G. Gadhecha, Independent Woman Director, whose period of office is not liable to retire by rotation at every Annual General Meeting.

The Board considers that her continued association would be an immense benefit to the Company and it is desirable to avail services of Smt. Nidhi G. Gadhecha as an Independent Woman Director.

Except, Smt. Nidhi G. Gadhecha, being an appointee and her relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this Special Resolution set out at Item No.6 of the Notice.

This statement may also be regarded as an appropriate disclosure under the Companies Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends the Special Resolution set out at Item No.6 of the Notice for approval by the Members.

Item No.7

As required under Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("Listing Regulations"), inserted by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the fees or compensation payable to Shri Prakash M Sanghvi, Managing Director, Shri Jayanti M Sanghvi and Shri Shanti M Sanghvi, the Whole Time Directors who are promoters or members of the promoter group of the Company, shall be subject to the approval of the members by way of special resolution in general meeting, if –

- (i) Annual remuneration payable to such executive director exceeds ₹ 5.00 Crore or 2.5 per cent (2.5%) of the net profits of

the listed entity, whichever is higher; or

- (ii) Where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent (5%) of the net profits of the listed entity. Further, the approval of the shareholders under the said Regulation shall be valid only till the expiry of the terms of such director.

In view of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the approval of members by way of Special Resolution is sought for the residue of their present term

Except, Shri Prakash M. Sanghvi, Shri Jayanti M. Sanghvi and Shri Shanti M. Sanghvi and their relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this Special Resolution as set out at Item No.7 of the Notice.

The Board recommends the Special Resolution set out at Item No.7 of the Notice for approval by the Members.

Item No.8

Based on the recommendation of the Nomination and Remuneration Committee and Board of Directors at their meetings held on 22nd May, 2018, Shri Jayanti M. Sanghvi, aged 61 years was re-appointed as Whole Time Director of the company for a period of 5 (Five) consecutive years by the members at the 34th Annual General Meeting of the Company held on 9th August, 2018 with effect from 1st November, 2018

Further, due to increase in the day to day business operations of the Company. The Management of the Company is of the opinion to re-designate Shri Jayanti M. Sanghvi from his current post i.e. Whole Time Director to Joint Managing Director of the Company retaining all the existing terms and conditions of appointment and remuneration payable till the expiry of his present term i.e. 31st October, 2023 as approved by the Members of the Company at the 34th Annual General Meeting held on 9th August, 2018. Based on the above recommendation of the Management, the Nomination and Remuneration Committee at its meeting held on 28th May, 2019 had further recommended the change in his designation from Whole Time Director to Joint Managing Director which the Board of Directors at its meeting held on 29th May, 2019 had approved the same retaining all the existing terms and conditions of appointment and remuneration payable till the expiry of his present term i.e. 31st October, 2023, subject to approval of the members.

Except, Shri Jayanti M. Sanghvi, being the appointee, Shri Prakash M. Sanghvi, Managing Director, Shri Shanti M. Sanghvi, Whole Time Director and their relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this Special Resolution as set out at Item No.8 of the Notice.

The Board recommends the Special Resolution set out at Item No.8 of the Notice for approval by the Members.

Registered Office:

17, Rajmugat Society,
Naranpura Char Rasta,
Ankur Road, Naranpura,
Ahmedabad - 380 013
CIN: L70109GJ1983PLC006460
Date : 29th May, 2019

By Order of the Board
For, **Ratnamani Metals & Tubes Limited**

Jigar Shah
Company Secretary

**DETAILS OF THE DIRECTOR SEEKING RE-APPOINTMENT AT THE 35TH ANNUAL GENERAL MEETING
(PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015)**

Name of the Director	Smt. Nidhi G. Gadhecha
Director Identification Number ("DIN")	06847953
Date of Appointment	6th November, 2014
Brief Resume of the Director including nature of expertise in specific function areas	Smt. Nidhi G. Gadhecha is a Chartered Accountant by qualification. She possesses expertise in functional areas of Corporate Finance, Taxation and other related matters. She has worked with Adani Enterprises Limited.
No. of Shares held in the Company as on 31st March, 2019	Nil
Directorships and Committee membership in other Companies*	Nil
Relationships between Director Inter-se	No other Directors are related to her.

* Excluding alternate directorship, directorships in private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013. Membership and Chairmanship of Audit Committee and Stakeholders Relationship Committee have been included.

Registered Office:

17, Rajmugat Society,
Naranpura Char Rasta,
Ankur Road, Naranpura,
Ahmedabad - 380 013
CIN: L70109GJ1983PLC006460
Date : 29th May, 2019

By Order of the Board
For, **Ratnamani Metals & Tubes Limited**

Jigar Shah
Company Secretary



Regd. Office: 17, Rajmugat Society, Naranpura Char Rasta, Ankur Road, Naranpura, Ahmedabad – 380 013.
E-mail: jigar.shah@ratnamani.com, Website: www.ratnamani.com,
CIN: L70109GJ1983PLC006460,
Phone No.: 079-27415501/02/03/04, Fax No.: 079-27480999

ATTENDANCE SLIP

Please complete this Attendance Slip and hand it over at the entrance of the Meeting Hall.

DP ID / Client ID / Folio No.

No. of Shares

Name & Address of the Shareholder:

I certify that I am a member/Proxy/Authorised Representative for the members of the Company.

I hereby record my presence at the 35th Annual General Meeting of the Company held at the Conference Hall of "The Ahmedabad Textile Mills Association, Near "Gurjari", Ashram Road, Ahmedabad – 380 009 on **Friday, 9th August, 2019 at 10.00 A.M.**

Note: Only Shareholders of the Company or their Proxies will be allowed to attend the Meeting.

Signature of the Shareholder/Proxy



Regd. Office: 17, Rajmugat Society, Naranpura Char Rasta, Ankur Road, Naranpura, Ahmedabad – 380 013.
E-mail: jigar.shah@ratnamani.com, Website: www.ratnamani.com,
CIN: L70109GJ1983PLC006460,
Phone No.: 079-27415501/02/03/04, Fax No.: 079-27480999

Form No. MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the member(s) : _____
Registered address : _____
E-mail ID : _____
Folio: No : _____
DP Id : _____
Client Id : _____

I / We being the Member(s) of _____ Equity Shares of Ratnamani Metals & Tubes Limited, hereby appoint:

1. Name : _____
Address : _____
E-mail Id _____ or failing him
2. Name : _____
Address : _____
E-mail Id _____ or failing him
3. Name : _____
Address : _____
E-mail Id _____

and whose signature (s) are appended below as my / our proxy to vote (on a poll) for me/us and on my/our behalf at the **35TH ANNUAL GENERAL MEETING** of the Company to be held at the Conference Hall of "The Ahmedabad Textile Mills Association, Near "Gurjari", Ashram Road, Ahmedabad -380 009 on Friday, 9th August, 2019 at 10.00 A.M. or at any adjournment thereof in respect of such Ordinary Resolutions and Special Resolution as are indicated below:

Resolutions Item wise		For	Against
ORDINARY BUSINESS			
1)	To receive, consider and adopt:		
	a) the audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2019, together with the Reports of the Board of Directors and Auditors thereon; and		
	b) the audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2019 and the Report of the Auditors thereon.		
2)	To declare Dividend on equity shares for the financial year ended on 31st March, 2019.		
3)	To appoint a Director in place of Shri Jayanti M. Sanghvi (DIN: 00006178), who retires by rotation in terms of section 152 (6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.		
4)	To appoint M/s. S R B C & Co., LLP, Chartered Accountants as the Joint Statutory Auditor.		
SPECIAL BUSINESS			
5)	To Ratify the Remuneration payable to the Cost Auditors of the Company for the financial year ending on 31st March, 2020.		
6)	To re-appoint Smt. Nidhi D. Gadhecha (DIN: 06847953) as an Independent Woman Director of the Company.		
7)	Payment of remuneration to Managing Director and Whole Time Directors who are Promoters or members of Promoter Group.		
8)	Change in the Designation of Shri Jayanti M. Sanghvi as Joint Managing Director of the Company.		

Signed this _____ day of _____ 2019

Affix
Revenue
Stamp
Here

Signature of shareholder

Signature of 1st proxy holder

Signature of 2nd proxy holder

Signature of 3rd proxy holder

Note:

1. The Proxy must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the meeting.
2. Proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.