

Regd. Office :
17, Rajmugat Society, Naranpura Cross Road,
Ankur Road, Naranpura,
Ahmedabad - 380 013. Gujarat, India

Phone : +91-79-27415501 / 2 / 3 / 4

Fax : +91-79-27480999

E-mail : info@ratnamani.com

Website : http://www.ratnamani.com

CIN : L70109GJ1983PLC006460



RMTL/SEC/AGM-NOTICE/2016-17/04VIII

4th August, 2016

To, 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	To, 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: 32nd A.G.M. Notice

Dear Sir,

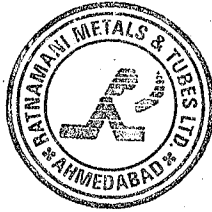
We are enclosing herewith 32nd Annual General Meeting Notice of the Shareholders of the Company for the Financial Year 2015-16 for your record purpose and uploading on your portal.

Thanking You

Yours faithfully,

FOR RATNAMANI METALS & TUBES LIMITED

Jigar Shah
JIGAR SHAH
COMPANY SECRETARY



Encl.: 32nd AGM Notice



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

NOTICE

NOTICE is hereby given that the Thirty-Second Annual General Meeting of the members of **RATNAMANI METALS & TUBES LTD.** will be held on Saturday, 27th day of August, 2016, at 10.00 A.M. at The Conference Hall of “The Ahmedabad Textile Mills Association”, Near “Gurjari”, Ashram Road, Ahmedabad-380 009, to transact the following business:

Ordinary Business:

- To receive, consider and adopt
 - the audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2016, together with the Reports of the Board of Directors and Auditors thereon; and
 - the audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2016 and the Report of the Auditors thereon.
- To appoint a Director in place of Shri Shanti M. Sanghvi (DIN: 00007955), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.
- To ratify the appointment of Joint Statutory Auditors and fix their remuneration 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, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the appointment of M/s. Mehta Lodha & Co., Chartered Accountants, Ahmedabad, having Firm Registration No. 106250W as Joint Statutory Auditors of the Company for a term of two years i.e. till the conclusion of the 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/E300003, as Joint Statutory Auditors of the Company for a term of four 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 from the conclusion of this Annual General Meeting till the conclusion of 33rd Annual General Meeting of the Company to be held in the year 2017, at such remuneration plus service tax, 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:

- To ratify the Remuneration payable to the Cost Auditors of the Company for the financial year ending on 31st March, 2017 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 Auditor appointed by the Board of Directors of the Company to conduct the Cost Audit for the financial year ending on 31st March, 2017, be paid ₹ 100,000/- plus service tax and reimbursement of travelling and out-of-pocket expenses incurred by them in connection with aforesaid audit as remuneration.”

- To keep Register of Members, Index of Members, Register and Index of Debenture holders at the Office of the new Registrar and Transfer Agents of the Company and in this regards, to consider and, if thought fit, to pass the following resolution, with or without modifications, as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) and Rule 5 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Register of Members, Index of Members, Register and Index of Debenture holders, if any, prepared in accordance with the provisions of Section 88 of the Act, in respect of the Shares issued by the Company from time to time, shall be kept at the Office of the new Registrar and Share Transfer Agents of the Company M/s. Link Intime (India) Private Limited at Unit No 303, 3rd Floor, Shoppers Plaza V, Opp. Municipal Market, Behind Shoppers Plaza II, Off C G Road, Ahmedabad - 380009 or at such other place within Ahmedabad to which the said Office is shifted.”

Registered Office:

17, Rajmugat Society,
Naranpura Char Rasta,
Ankur Road, Naranpura,
Ahmedabad - 380 013
CIN: L70109GJ1983PLC006460
Date : 1st July, 2016

By Order of the Board

Jigar Shah
Company Secretary
FCS: 4958

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF 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 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.

2. 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. 4 & 5 in the Notice is annexed hereto and forming part of this Notice. The profile of the Director seeking re-appointment, as required in terms of Regulation 36 (3) of the SEBI (L.O.A.D.R.) Regulations, 2015 is annexed.
3. 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 meeting shall send the same in advance at the Companies Registered office or RTA Address.
4. 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.
5. 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.
6. Members may also note that the Notice of this Annual General Meeting and the Annual Reports for the year 2015-16 will also be available on 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(except Saturdays and public holidays) between 11.00 A.M. to 1.00 P.M. up to the date of the Annual General Meeting.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, 18th August, 2016 to Saturday, 27th August, 2016 (both days inclusive) for the purpose of A.G.M.
8. Members are requested to send their Bank Account particulars (viz. Account No., Name & Branch of the Bank and the MICR Code) in the **Update Form** attached with the AGM Notice to their DPs in case the shares are held in electronic mode or to the Registrar and Share Transfer Agents in case the shares are held in physical mode. It will be also useful for printing on dividend warrant to ensure that there is no fraudulent encashment of the warrants. Members are requested to send their Update Form immediately.
9. **GREEN INITIATIVE :-**
SEBI & the Ministry of Corporate Affairs encourage paperless communication as a contribution to greener environment.
Members holding shares in physical mode are requested to register their e-mail ID's with the M/s. Link Intime (India) Pvt. Ltd. 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 & Share Transfer Agents 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.
10. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rule 18 of the Companies (Management and Administration) Rules, 2014 and regulation 36 of SEBI (LOADR) 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 e-mail 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. Pursuant to the provisions of Section 205(A)(5) of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividends for the financial year 2007-08 to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 23rd September, 2015 (date of last Annual General Meeting) on the website of the Company (www.ratnamani.com), as also on the website of the IEPF (www.iepf.gov.in).
13. Members are requested to note that the dividends not en-cashed for a period of 7 years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investors Education and Protection Fund. 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 31.03.2016)
15/09/2009	2008-2009	14/10/2016	6.07
27/08/2010	2009-2010	26/09/2017	7.27
18/08/2011	2010-2011	17/09/2018	11.05
26/09/2012	2011-2012	25/10/2019	10.23
12/08/2013	2012-2013	11/09/2020	13.94
11/09/2014	2013-2014	10/10/2021	14.51
23/09/2015	2014-2015	22/10/2022	16.52
12/03/2016	2015-2016	11/04/2023	46.78

Members who have not en-cashed the Dividend Warrants may approach to the Company immediately for payment as otherwise the same shall be dealt with the applicable provisions of the Companies Act, 1956 and the rules made thereunder.

14. If a shareholders has a queries on "Accounts, operation and Finance" of the Company, they may please be sent to the Company ten days before the Meeting so that the answers are readily available at the Meeting.
15. Kindly quote your Ledger Folio Number / Client ID Number in all your future correspondence.
16. 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 Registrar and Transfer Agent. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
17. The Company has appointed M/s. Link Intime (India) Pvt. Ltd. as its Registrar and Transfer Agent w.e.f. 01st July, 2016. All the shareholders of the Company are requested to correspond directly to the RTA with them at the following address 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

M/s. Link Intime (India) Pvt. Ltd.
Unit: Ratnamani Metals & Tubes Ltd.
C-13, Pannalal Silk Mills Compound, L.B.S.Marg,
Bhandup (West), Mumbai - 400078.
Tel. No.-(022) 25946970/25946960 Fax No.-(022) 25946969
E-mail: rnt.helpdesk@linkintime.co.in

RTA's AHMEDABAD BRANCH ADDRESS

M/s. Link Intime (India) Private Limited
Unit: Ratnamani Metals & Tubes Limited
Unit No.303, 3rd Floor, Shoppers Plaza V, Opp. Municipal Market,
Behind Shoppers Plaza-II, Off. C.G. Road, Ahmedabad-380 009.
Tel No. 079-26465179
Email : ahmedabad@linkintime.co.in

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

18. APPEAL TO MEMBERS :

The Company would like to appeal and encourage 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 mode. The members may get in touch with the M/s. Link Intime (India) Pvt. Ltd. or the Company Secretary at jigar.shah@ratnamani.com for any query relating to Demate. The Company also appeals and requests the members to opt for Electronic Clearing System by filling up the updation form attached with the AGM Notice of the Company for (ECS) facility for receiving of Dividends.

19. Non-Resident Indian Members are requested to inform the M/s. Link Intime (India) Pvt. Ltd. immediately of:

- a. Change in their residential status on return to India for permanent settlement.
- b. 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.

20. 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 at the address mentioned above.

21. 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 share certificates of REL. Such shareholders are requested to get the same exchanged for RMTL share certificates.

22. The Shareholders who holding share of ₹ 10/- each has request to send original share certificate of ₹ 10/- each to the Company or RTA for exchange of share certificate of ₹ 2/- each.

23. 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. **20th August, 2016** only shall be entitled to vote at the General Meeting by availing the facility of 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 (LOADR) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) issued by The Institute of Company Secretaries of India, 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 32nd Annual General Meeting (AGM) 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 32nd AGM. 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 Mr. M.C Gupta of M/s. M.C. Gupta & Co., Company Secretaries (Membership No. : FCS : 2047) address at 703, Mauryansh 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 at least 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 Annual General Meeting of the Company. The results declared alongwith Scrutinizer's Report shall be placed on the Company's website: www.ratnamani.com and on the website of CDSL www.evotingindia.com and the same shall also be communicated to BSE Limited and 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. **20th August, 2016** may obtain the User ID and password in the manner as mentioned at points (ii) to (v) given below:

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

In case of remote e-voting

(A) The voting period begins on **Tuesday, 23rd August, 2016 (10.00 A.M)** and ends on **Friday, 26th August, 2016 (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. 20th August, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 P.M. on 26th August, 2016.

- i) Log on to the e-voting website www.evotingindia.com
- ii) The Shareholders should click on "Shareholders" tab.
- iii) 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.
- iv) Next enter the Image Verification as displayed and Click on Login.
- v) 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.

vi) 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) *Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Address Slip indicated in PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or date of birth 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 (iii).

vii) After entering these details appropriately, click on "SUBMIT" tab.

viii) Members holding shares in physical form will then reach directly 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.

ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

x) Click on the EVSN for Ratnamani Metals & Tubes Limited i.e.160627007 on which you choose to vote.

xi) 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.

xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xiii) 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.

- xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xviii) **Note for Non-Individual Shareholders and Custodian**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://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 mailed 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 into login 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 the PDF format in the system for the scrutinizer to verify the same.

- xix) In case if you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQ") and e-voting manual available at www.evotingindia.com under help section or write to Mr. Mehboob Lakhani - Asst. Manager on email helpdesk.evoting@cdslindia.com or on phone No.18002005533.

VOTING AT AGM:-

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

- 24. 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.
- 25. 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.

- 26. 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."remote e-voting of "Ballot Paper/Polling Paper.
- 27. Members holding equity shares in Electronic Form and Proxies thereof, are requested to bring their DP ID and Client ID for Identification.
- 28. Route Map showing directions to reach to the venue of the 32nd 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 the Special Business under Item No. 4 & 5 of the accompanying Notice dated 1st July, 2016.

Item No.4

In pursuance of 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 Cost Auditor 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 Shareholders of the Company.

On the recommendation of the Audit Committee at its meeting held on 17th May, 2016, the Board has considered and approved the appointment of M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad, having Firm Registration No 000028, for the conduct of the Cost Audit of the Company for the financial year 2016-17 at a remuneration as mentioned in the resolution for this item of the Notice.

Accordingly, Consent of the members is sought for passing an ordinary resolution as set out at Item No.4 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year ending on 31st March, 2017.

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 the Notice.

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

Item No.5

M/s. Sharepro Services (India) Pvt. Ltd. ("Sharepro") has been the Registrar and Share Transfer Agents of the Company since 2010. Recently, SEBI has initiated investigation into the affairs of Sharepro for certain irregularities in conduct of their operations. SEBI has vide its interim Order WTM/RKA/MIRSD2/41/2016 dated 22nd March, 2016 restrained Sharepro and certain persons mentioned in the said Order from buying, selling or dealing in the securities market or associating themselves with securities market, either directly or

indirectly, in any manner. SEBI has also advised Companies who are clients of Sharepro to carry out/switchover their activities related to a registrar to an issue and share transfer agent, either in-house or through another registrar to an issue or share transfer agent registered with SEBI.

The Board of Directors had passed circular resolution dated 24th June, 2016 and approved the appointment of M/s. Link Intime (India) Private Limited, having its registered office at C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai - 400 078 and branch offices throughout the country including Ahmedabad, as the Registrar and Transfer Agent of the Company w.e.f. 1st July, 2016, in place of Sharepro Services (India) Pvt. Ltd.

Section 94 of the Companies Act, 2013 stipulates that registers required to be kept and maintained by the Company under Section 88 and copies of the Annual Return filed under Section 92 shall be kept at the Registered Office of the Company. Provided that such documents may also be kept at any other place within the city, town or village in which the registered office is situated or any other place in India in which more than one tenth of the total number of members entered in the Register of Members reside, if

approved by a Special Resolution passed at the General Meeting and the Registrar of Companies ("RoC") has been given a copy of the proposed Special Resolution in advance. Accordingly, approval of the Members is sought in terms of Section 94(1) of the Companies Act, 2013 for keeping the aforementioned registers and documents at the premises of the new Registrars M/s. Link Intime (India) Private Limited as stated in the Resolution. A copy of the proposed Resolution is being forwarded to the Registrar of Companies, Gujarat, Dadra & Nagar Haveli.

The Board of Directors recommend passing of the Special Resolution at Item No. 5 of the Notice.

None of the Directors, Key Managerial Personnel and/or their relatives is concerned or interested in the resolution.

Registered Office:
17, Rajmugat Society,
Naranpura Char Rasta,
Ankur Road, Naranpura,
Ahmedabad - 380 013
CIN: L70109GJ1983PLC006460
Date : 1st July, 2016

By Order of the Board

Jigar Shah
Company Secretary
FCS: 4958

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

Name of the Director	Shri Shanti M. Sanghvi
DIN	00007955
Date of Joining on the Board	31 st October, 1988
Brief Resume of the Director including nature of expertise in specific function areas	Shri Shanti M. Sanghvi is an astute entrepreneur having rich experience in Sales & Marketing and Customer Relationship activities. As a proficient leader and a mentor, he has helped the organization to have presence at international level. His innovative and aggressive strategies in marketing different pipe & tube products have given the winning position to the Company. He has a high-end marketing team, responsible for the Business Development and Marketing Operations of the Company.
No. of Shares held in the Company	18,16,995 Equity Shares
Directorships and Committee membership in other Companies*	Nil
Relationships between Director Inter-se	Shri Shanti M. Sanghvi is the brother of Shri Prakash M. Sanghvi and Shri Jayanti M. Sanghvi, Directors of the Company. No other Director is related to him.
<ul style="list-style-type: none"> 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 : 1st July, 2016

By Order of the Board

Jigar Shah
Company Secretary
FCS: 4958



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 32nd 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 Saturday, 27th August, 2015 at 10.00 A.M.

Signature of the Shareholder/Proxy

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



Regd. Office: 17, Rajmugat Society, Naranpura Char Rasta, Ankur Road, Naranpura, Ahmedabad – 380 013.
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**Form No. MGT-11
 (Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3)
 of the Companies (Management and Administration) Rules, 2014)**

PROXY FORM

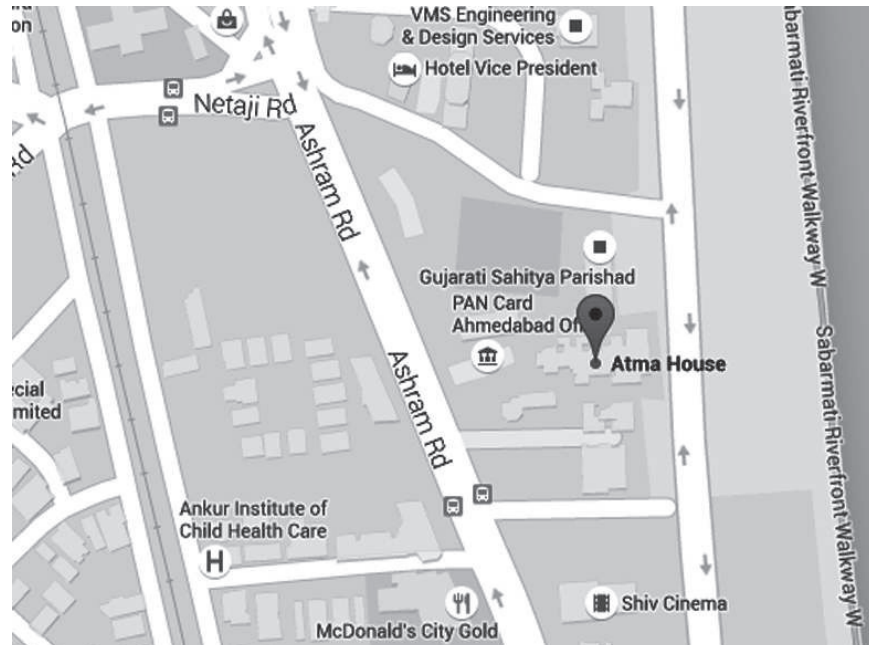
Name of the member(s) : _____
 Registered address : _____
 E-mail ID : _____
 Folio: No : _____
 DP Id : _____
 Client Id : _____

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

1. Name : _____
 Address : _____
 E-mail Id _____ or failing him
1. Name : _____
 Address : _____
 E-mail Id _____ or failing him
1. 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 **32ND 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 Saturday, 27th August, 2016 at 10.00 A.M or at any adjournment thereof in respect of such Ordinary Resolutions and Special Resolution as are indicated below:

32ND AGM VENUE MAP



Resolution	For	Against
Ordinary Resolutions		
1) To receive, consider and adopt a) the audited Standalone Financial Statements of the Company for the financial year ended on 31 st March, 2016, 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 31 st March, 2016 and the Report of the Auditors thereon.		
2) To appoint Shri Shanti M. Sanghvi (DIN :00007955) who retired by rotation and being eligible, offers himself for re-appointment.		
3) To ratify the Appointment of M/s. Mehta Lodha & Co. (Firm Registration No.106250W and M/s. S.R.B.C. & Co. LLP. (Firm Reg. No.324982E/E300003 as a Joint Statutory Auditors and fix their remuneration.		
4) To ratify the Remuneration to M/s. N. D. Birla & Co.,(Firm Reg. No.000028) as a Cost Auditor for the Financial Year ending on 31 st March, 2017.		
Special Resolution		
5) To keep Register of Members, Index of Members, Register and Index of Debenture holders at the Office of the new Registrar and Transfer Agents of the Company.		

Signed this _____ day of _____ 2016.

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.